

UTTARAKHAND POWER CORPORATION LIMITED

CORPORATE SOCIAL RESPONSIBILITY POLICY OF UPCL

Short Title and Commencement

This policy may be called “Corporate Social Responsibility Policy of Uttarakhand Power Corporation Limited. In short this policy shall be termed as “UPCL CSR Policy”.

This policy shall come in to force from the date it is approved by the Board of Directors of the Company and shall be applicable from financial year 2015-16.

Definitions

In this policy, unless the context otherwise require:

1. ‘Act’ means The Companies Act, 2013.
2. ‘Board’ means the Board of Directors of UPCL.
3. ‘Company’ shall mean Uttarakhand Power Corporation Limited (UPCL), A Government of Uttarakhand undertaking having its registered address at VCV, Gabar Singh Bhawan, Kanwali road, Dehradun .
4. ‘Corporate Social Responsibility’ shall mean the Corporate Social Responsibility as defined under Section 135 of the Act.
5. ‘Government’ shall mean Government of Uttarakhand.
6. ‘Ministry’ shall mean the Ministry of Corporate affairs, Government of India.
7. ‘Net Profit’ shall mean net profit before tax as per books of the accounts calculated as per provisions of Section 135 of the Act.
8. 2% of CSR spending shall be calculated as 2% of the average net profits of the Company made during the three immediately preceding financial years. For the purpose of first CSR reporting the net profit shall mean average of annual net profit of the preceding three financial years ending on or before 31st March, 2016.
9. Reporting will be done on annual basis starting from financial year 2015-16.
10. Words and expressions used in this policy and not defined here in but defined in the Act, shall have the meaning respectively assigned to them in the Act.

Guiding Principle

- CSR is the process by which UPCL shall think about and evolve its relationship with the stakeholders for the common good and demonstrate its commitment in this regard by adoption of appropriate business processes and strategies.
- CSR does not intend to act as a charity or donation.
- CSR shall be a way to conduct business by UPCL in which it will visibly contribute the social good. The CSR activities will be used to integrate economic, environmental, social and other statutory objectives.

Scope

The Corporate Social Responsibility activities shall be undertaken by the Company as a project or programme or activities (either new or ongoing) excluding the activities undertaken by the Company in pursuance of normal course of business. The items that would be undertaken under CSR activities shall be as enumerated in Schedule VII of The Companies Act, 2013 as amended up to date.

CSR Committee

- CSR Committee has been constituted by Board of Directors on 23rd July'2015 as under:

Shri C M Vasudev	(Independent Director)	Chairman
Shri S S Yadav	(Managing Director)	Member
Shri Sharad Krishna	Director HR	Member
- The Board of Directors shall have power to nominate more persons to the aforesaid Committee by nominating other members of the Board.
- Managing Director UPCL shall be the permanent member of the CSR Committee.
- CSR Committee being a statutory sub-committee of the Board, therefore, Company Secretary UPCL shall be the Secretary. CSR Committee will conduct the business and keep records as per the provisions of the Companies Act, 2013. Managing Director shall have the full power to co-ordinate the planning, identification of CSR activities, award the work and monitor its progress from time to time subject to the superintendence and control of the CSR Committee.
- After the approval of statutory limit of 2% by the CSR Committee, it will be within the full powers of Managing Director to spend such amount on such schemes and in such areas as have been specified by the CSR Committee.
- Any fund that is left unutilized in any financial year shall be carried forward to the next year as per the provisions of the Companies Act, 2013.

Items that can be undertaken under CSR

All items that are enumerated in Schedule VII of The Companies Act, 2013 as amended up to date can be undertaken by the Company under the CSR Policy. The updated list of the activities on the date of formation of this policy is enclosed with this policy and shall form an essential part of this policy. Out of the aforesaid list, the Company will prepare a list of CSR Projects/Programmes which the Company plans to undertake during the implementation year by specifying modalities of execution in the areas/sector chosen and implementation schedule for the same.

Methodology and other Covenants

- I. The Board of Directors shall ensure that the Company spends in a financial year at least 2% of the average net profit of the Company made in immediately preceding three financial years in pursuance of the Corporate Social Responsibility activities and preference will be given to local area and areas around the Company where it operates for spending this amount.
- II. The Corporate Social Responsibility activities shall be undertaken by the Company as a project or programme or activities (either new or ongoing) excluding the activities undertaken by the Company in pursuance of normal course of the business.
- III. The Company may decide to undertake the Corporate Social Responsibility activities either through registered trust or registered society or Section 8 Company under the Companies Act, 2013.
- IV. The CSR Committee shall be specifying the modalities of utilization of funds on such projects and programmes and its monitoring and reporting mechanism also. Managing Director will have full powers to implement the policy.
- V. Subject to prior approval of CSR Committee, the Company may also collaborate with other Companies for undertaking projects or programmes of Corporate Social Responsibility activities in such a manner that the Corporate Social Responsibility Committees of the respective Companies are in a position to report separately on such projects or programmes.
- VI. The trust , society and Section 8 Company as referred under Clause (iii) and (v) shall have atleast 2 years experience of the related social development activities.
- VII. Any activity undertaken outside India shall not be treated as expenditure under Corporate Social Responsibility Policy.

- VIII. The programmes or activities that benefit only the employees of the Company and their families shall not be considered as Corporate Social Responsibility activities.
- IX. The Company can spend CSR funds on an activity which is listed under Schedule VII but is for the development of personnel of its own or the implementing agency. Provided that such expenditure incurred shall not exceed 5% of Corporate Social Responsibility expenditure for that financial year and the modalities of such development will require prior approval of CSR Committee.
- X. Any contribution made directly or indirectly to any political parties shall not be considered as Corporate Social Responsibility activities.
- XI. For Corporate Social Responsibility activities separate corpus shall be maintained and any surplus/un-utilized amount arising out of this activity shall not form a part of the business of the Company and shall be carried forward.
- XII. As per Section 134(3) (o) of the Companies Act 2013 the details of Corporate Social Responsibility in the prescribed form shall be incorporated in the Report of Board of Directors' to the Shareholders and the reasons of unspent amount, if any, shall be explained in such report.

Control, Amendment and Repeal

The implementation, additions, alterations and interpretation of CSR policy shall fall in the ambit and domain of CSR Committee which shall be the final authority in these matters. All major amendments or repeal of the policy shall require approval from the Board.

SCHEDULE VII OF THE COMPANIES ACT, 2013 REGARDING CORPORATE SOCIAL RESPONSIBILITY

The following items can be undertaken under Corporate Social Responsibility:-

- (i) eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation including contribution to the Swach Bharat Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water;
- (ii) promoting education, including special education and employment, enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects;

- (iii) promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centers and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;
- (iv) ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agro-forestry, conservation of natural resources and maintaining quality of soil, air and water including contribution to the Clean Ganga Fund setup by the Central Government for rejuvenation of river Ganga;
- (v) protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional arts and handicrafts;
- (vi) measures for the benefit of armed force veterans, war widows and their dependents;
- (vii) training to promote rural sports, nationally recognised sports, Paralympics sports and Olympic sports;'
- (viii) contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government for socio-economic development and relief and welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women;'
- (ix) contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government;
- (x) rural development projects.



उत्तराखण्ड पावर कारपोरेशन लि०

(उत्तराखण्ड सरकार का उपक्रम)

Uttarakhand Power Corporation Ltd.

(A. Govt. of Uttarakhand Undertaking)

CIN : U40109UR2001SGC025867

Email ID: md@upcl.org, Website: www.upcl.org

No. **1563** SM/UPCL/GM(L)&CS/ **63/27**

Dated: 04.11.2023

OFFICE MEMORANDUM

Pursuant to the resolution passed by the Board of Directors of Uttarakhand Power Corporation Ltd. in its 112th meeting held on 27th September, 2023, under Agenda Item No. 112.03 regarding Re-constitution of Corporate Social Responsibility Committee, and pursuant to the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility) Rules 2014, the CSR Committee of the Corporation be and is hereby re-constituted as under:

1. Shri C. M. Vasudev	(Independent Director)	Chairman
2. Shri Anil Kumar	Managing Director	Member
3. Shri R.J. Malik	Executive Director (HR)	Member

In future the Managing Director, Uttarakhand Power Corporation Ltd. and Executive Director (HR), Uttarakhand Power Corporation Ltd. shall be ex-officio members of the CSR Committee.

By order of Board of Directors

No. **1563** SM/UPCL/GM(L)&CS/ Dated: 04.11.2023

Copy forwarded to the following for information and necessary action:-

1. Chairperson, Uttarakhand Power Corporation Ltd.
2. All Board members (by name).....
3. Managing Director, Uttarakhand Power Corporation Ltd.
4. Director(Operation),/(Project)/(Finance) and Executive Director (HR), Uttarakhand Power Corporation Ltd.
5. Cut File/ Guard File


(R.J. Malik)

 GM (Legal) & Company Secretary