

ELLUCIAN HIGHER
EDUCATION SYSTEMS
INDIA PRIVATE LIMITED
CSR POLICY



Contents

1. Policy Statement:	3
2. Purpose and Scope:	3
3. Normal Course of Business:.....	3
4. CSR Projects:.....	3
5. CSR Governance Structure:	4
5.1 CSR Committee:.....	4
5.1.1 Responsibilities of the CSR Committee:	4
5.1.2 Frequency of CSR Committee Meetings:	5
5.2 CSR Working Group Committee:	5
5.2.1 Responsibilities of the Core Team of the CSR Working Group Committee:	5
6. Annual CSR Plan.....	6
7. Project Implementation and Modalities of Execution:	6
8. Monitoring:.....	7
9. Budgeting:	7
9.1 CSR Expenditure:	7
9.2 Expenditure on CSR capabilities:.....	7
10. Failure to Spend the CSR Funds:.....	8
11. Collaboration:	8
12. Disqualifying Activities for CSR:.....	8
13. CSR Reporting:.....	8
14. Disclosures.....	9
15. Publication of CSR Policy	9

1. Policy Statement:

Ellucian Higher Education Systems India Private Limited (hereinafter “**Ellucian**” or the “**Company**”), part of the Ellucian Company Group aims to be a pioneer in the field of educational solutions by providing technological and software support. Through its products and services, Ellucian aims to help educational institutions to scale up to new challenges, while delivering a consistent student experience. Ellucian is thus committed to bring about better education facilities.

While achieving the above, Ellucian also is dedicated to building a credible Corporate Social Responsibility (“**CSR**”) portfolio, reflecting its focus towards “Educational Justice”. Educational justice is the idea that each individual deserves equal access to a quality education, regardless of race, sex, status or ethnicity. It refers to challenging unfair practices and policies that restrict an individual from access to education. Educational justice thus is a pursuit of mutual affordability.

2. Purpose and Scope:

The purpose of this CSR Policy is to define a guideline on the basis of which the CSR activities of Ellucian will be conducted, and establish principles and objectives that define the CSR strategy and philosophy of Ellucian. This CSR Policy covers current as well as proposed CSR activities to be undertaken by the Company and examining their alignment with Schedule VII of the Companies Act, 2013 (“**Act**”) as amended from time to time. It covers the CSR activities which are being carried out in India only and includes strategy that defines plans for future CSR activities.

This CSR Policy also fulfils the requirements of the Section 135 of the Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014 (“**CSR Rules**”).

3. Normal Course of Business:

Ellucian’s business entails providing training and support to educational institutions in reference to student management, analytical support and community engagement. Ellucian facilitates these services with the help of technological products such as monitoring tools, mobile software, and application services. Basically, it provides digital services that deliver features and functions that are demanded by today’s educated consumers.

The Company classifies only such projects as CSR activities that are undertaken over and above the normal course of business of the Company.

4. CSR Projects:

The Company will base its CSR projects in accordance with Schedule VII of the Act. Ellucian aims at strategizing its CSR activities in a manner that can bring about Educational Justice.

Hence, the area of CSR projects that Ellucian proposes to engage are in alignment with the Schedule VII item of the Act, *namely, “promoting education including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects”*.

The Company will review the scope of CSR activities from time to time and make additions/ deletions/ clarifications to the above areas of the Company’s CSR activities, provided that the activities undertaken by the Company are subject to Schedule VII of the Act.

5. CSR Governance Structure:

5.1 CSR Committee:

CSR Committee shall be formed as per the applicable laws and the CSR committee/s shall be responsible for the implementation/ monitoring and review of this CSR Policy and various projects/ activities undertaken under this CSR Policy. The CSR Committee shall submit periodical reports to the Board of Directors.

Subject to provisions of Section 135 of the Act and the CSR Rules, the Company shall constitute the CSR Committee consisting of two (2) Directors of the Company. The CSR Committee shall be appointed by the Board of Directors of the Company. The governance of the CSR activities as per this CSR Policy will be headed by the CSR Committee and for periodic assistance the CSR Committee may appoint executive assistants (hereinafter referred as ‘**Core Team**’) comprising of:

- i. Vinod Kumar, *Senior Manager, Human Resources*; and
- ii. Srinivas Sampath, *Vice President & Country Head, India*.

5.1.1 Responsibilities of the CSR Committee:

- Formulate the CSR Policy and the Annual CSR Plan, which will be approved by the Board of the Company;
- Suggest and recommend the CSR activities as listed under Schedule VII of the Act to the Board for approval;
- Recommend the CSR budget that should be allocated to those areas of CSR activities that have been approved by the Board;
- Approve projects for CSR spend, after ensuring that the projects are eligible under Schedule VII of the Act and spending the allocated CSR amount on the CSR activities once it is approved by the Board of Directors of the Company in accordance with the Act and the CSR Rules;

- Set up transparent monitoring mechanisms for the implementation of the CSR projects undertaken;
- Submit the Reports to the Board in respect of the CSR activities undertaken by the Company;
- Meet at a periodicity, as deemed fit and in compliance with applicable law, to review the progress and impact of the projects;
- Authorize executives of the Company to attend the CSR Committee Meetings;
- Form a committee (“**CSR Working Group Committee**”) to supervise monitor and implement the CSR activities on behalf of CSR Committee.
- Appoint, terminate and otherwise manage personnel in CSR Working Group Committee and Core Team, for implementation and monitoring and related work with respect to the CSR Policy, Plan and recommendation of the CSR Committee; and
- Monitor and review the CSR Policy from time to time and recommend to the Board the modifications that may be required.

5.1.2 Frequency of CSR Committee Meetings:

The meeting of the CSR Committee shall be held as and whenever deemed fit by the CSR Committee in compliance with the applicable law. The time and place of the said meetings shall be decided by the members of the CSR Committee. The quorum for the meeting shall be at least two CSR Committee members. The Members of the CSR Committee may participate in the meeting either in person or through video conferencing or other audio visual means in accordance with the provisions of the Act and CSR Rules made thereunder from time to time. Minutes of the CSR Committee shall be placed before the Board for noting.

5.2 CSR Working Group Committee:

The CSR Working Group Committee at Ellucian comprises of the Core Team and volunteers to support the Core Team. The Core Team and supporting volunteers are responsible for ensuring the on-ground implementation and monitoring of all CSR projects. The Core Team will report progress to the CSR Committee on a quarterly basis.

5.2.1 Responsibilities of the Core Team of the CSR Working Group Committee:

- Execution of the decisions taken by the CSR Committee;
- Recommend CSR projects and implementation agencies to the CSR Committee;
- Conduct due diligence for potential implementation agencies for CSR projects with prior written permission from CSR Committee;

- Ensure on-ground implementation of projects approved by the CSR Committee; and
- Provide report and updates on the CSR project/ activities/ programs to the CSR Committee on a regular basis and as and when required by the CSR Committee.

6. Annual CSR Plan

The Annual CSR Plan is a yearly plan of CSR activities that would be placed before Board of Directors of the Company after the recommendation of its CSR Committee which outlines the following aspects of CSR initiatives of the Company:

- i. CSR Projects;
- ii. Partnering agencies/ companies/ firms;
- iii. Project Proposals;
- iv. Beneficiaries of the Project and their needs;
- v. Alignment with Schedule VII of the Act;
- vi. Project analysis;
- vii. Activities and the timelines for each activity;
- viii. CSR Budget;
- ix. Monitoring mechanism;
- x. Progress reporting and frequency of reports; and
- xi. Any other information as may be required by the CSR Committee.

The CSR Committee is authorised to approve any modification to the existing Annual CSR Plan or to propose any new program/annual plan during the financial year under review.

7. Project Implementation and Modalities of Execution:

The Company may implement its CSR activities through the following methods:

- i. Directly on its own;
- ii. Through permitted governmental routes, including but not limited to contribution to the Prime Minister's National Relief Fund;
- iii. Through its own non-profit foundation which may be set - up so as to facilitate this initiative;
- iv. Through independently registered Non-Profit Organizations ('NPO') or Non-Government Organizations ('NGO') that have an established track record of at least three (3) years in similar such related activities.; and

- v. Collaborating or pooling their resources with other companies.

In case where the Company opts for an independently registered NPO, NGO, trusts, then the Company shall follow the following modality for execution of the CSR activity:

- i. Identify and choose a suitable organization or trust that have an established track record of at least three (3) years in similar such related activities;
- ii. Donate to the chosen organization or trust the requisite amount, as decided by the Company, to implement the proposed CSR activity;
- iii. Discuss and finalise the ways to implement the CSR activity; and
- iv. Ensure that the aforesaid organization or the trust implements the proposed CSR activity and provide the Company the detailed progress/ report of the CSR activity undertaken by them.

8. Monitoring:

The CSR Working Group Committee will be responsible for monitoring and reporting of the CSR projects to the CSR Committee through appropriate mechanisms such as site visits, review meetings and progress reports. To ensure transparency and efficiency of the implementation process, robust monitoring mechanisms for the projects will be established by the CSR Working Group Committee. The CSR projects will be evaluated against the milestones defined as per the Annual CSR Plan and reviewed by the CSR Committee on a quarterly basis.

9. Budgeting:

As per the provisions of Section 135 of the Act, Ellucian shall aim to allocate 2% of its annual net profits (before tax) of the three immediately preceding financial years, towards the CSR activities that fall under the purview of Schedule VII of the Act as mentioned in this CSR Policy. The CSR Committee shall decide the budgeting for each of the CSR projects, based on recommendations from the CSR Working Group Committee.

9.1 CSR Expenditure:

The CSR expenditure shall include all expenditure including contribution to corpus or on projects or programs relating to CSR activities approved by the Board of Directors on the recommendation of its CSR Committee but does not include any expenditure on an item not in conformity or not in line with activities stated under Schedule VII of the Act.

9.2 Expenditure on CSR capabilities:

The Company may build CSR capabilities of their own personnel as well as of their implementing agencies and such expenditure shall not exceed 5% of the total CSR spend of the Company as

stated in the CSR Rules from time to time. Determination of whether a particular expense fall within this 5% cap can be decided in consultation of the Chief Financial Officer or the Key Managerial Personnel of the Company based on the clarification available from time to time in this regard. For the purpose of this policy, Key Managerial Personnel shall have the same meaning as provided in the Act.

10. Failure to Spend the CSR Funds:

In case the Company fails to spend the above targeted amount in that particular financial year, the CSR Committee shall submit a report in writing to the Board of Directors specifying the reasons for not spending the amount, which in turn shall be reported by the Board of Directors in their Directors' Report for that particular Financial Year. Surplus arising out of the CSR initiatives/ projects shall not form part of the business profits of the Company.

11. Collaboration:

The Company may collaborate with other Ellucian Company Group Affiliates or its subsidiaries or any other Company as may be approved by the CSR Committee to implement CSR activities and the same shall form a part of the Annual CSR Plan.

12. Disqualifying Activities for CSR:

The CSR Rules prohibit the following activities under the scope of CSR activities:

- i. CSR projects and programs that are implemented by the Company for benefit of the employees of the Company and their families;
- ii. The CSR activities implemented outside India also fall outside the purview of the CSR Rules and hence such activities will not be considered for CSR expenditure and included in the CSR report;
- iii. Any amount directly or indirectly contributed towards any political party under Section 182 of the Act shall not be considered as CSR Spend; and
- iv. Activities that are undertaken by the Company in pursuance of its normal course of business will not be considered as CSR activities.

13. CSR Reporting:

As per the requirements of Section 135 of the Indian Act, Ellucian will furnish CSR reports annually along with its balance sheet.

The report will disclose information in the format as prescribed by the Section 135 of the Act. The CSR Committee shall also submit a responsibility statement to the Board that the

implementation and monitoring of the CSR Policy is in compliance with the approved CSR Policy of the Company.

14. Disclosures

The Annual Report of the Company shall include a report on CSR Policy, CSR Committee, CSR initiatives undertaken by the Company, the CSR spend during the financial year and other information as required by the applicable law.

15. Publication of CSR Policy

As per the CSR Rules, the contents of the CSR Policy shall be included in the Directors' Report and the same shall be displayed on the Company's website, if any.

IN VIEW OF THE ABOVE, HENCEFORTH THIS POLICY SHALL FORM PART AND PARCEL OF THE COMPANY'S RULES AND REGULATIONS. AS A GOOD CORPORATE PRACTICE THE TERMS OF THIS POLICY SHALL MUTATIS MUTANDIS APPLY TO ALL THE EMPLOYEES AT PAR.