

## **CORPORATE SOCIAL RESPONSIBILITY POLICY**

### **VISTRA CORPORATE SERVICES (INDIA) PRIVATE LIMITED**

#### **DOCUMENT VALIDATION NOTE**

Vistra Corporate Services (India) Private Limited (VCS) (Formerly Ujwal Management Services Private Limited), a private limited company incorporated under the Companies Act, 1956 and having its registered office at No. 52, 1<sup>st</sup> Floor, 100 Feet main Road, 2<sup>nd</sup> Block Koramangala Bangalore - 560034, has formulated and adopted this Corporate Social Responsibility in terms of Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014 (CSR Rules).

Section 135 of the Companies Act, 2013, requires the Company to constitute a Corporate Social Responsibility (CSR) Committee of Directors, adopt a CSR Policy, spend at least 2% of its average net profits made during the immediately preceding three financial years towards CSR activities as set out in Schedule VII to the Companies Act, 2013 and confirm compliance thereof in the Annual Report.

Accordingly, on the recommendation of the CSR Committee, this Policy was reviewed and approved by the Board of Directors of the Corporation at its meeting held on May 04, 2016, and deemed to have come into effect from April 1, 2016.

Reviewing Authority: Corporate Social Responsibility (CSR) Committee of Directors

Approving Authority: Board of Director of the Company

Document Status: Approved by the Board on May 04, 2016

Version: 1.0

Effective Date: April 1, 2016

Review Cycle: Annually or as recommended by the CSR Committee

## **PREAMBLE**

Vistra Corporate Services (India) Private Limited ('VCS' or 'the Company') believes that in the strategic context of business, enterprises possess, beyond mere financial resources, the transformational capacity to create game-changing development models by unleashing their power of entrepreneurial vitality, innovation and creativity. In line with this belief, VCS will continue crafting unique models to generate livelihoods and environmental capital. Such Corporate Social Responsibility ("CSR") projects are far more replicable, scalable and sustainable, with a significant multiplier impact on sustainable livelihood creation and environmental replenishment. These initiatives are independent of the normal conduct of VCS business. Programs, projects and activities (collectively "CSR Programs") carried out in this regard are the subject matter of this Policy. The Company's focus has always been to contribute to the sustainable development of the society, environment, and to make our planet a better place for future generations.

### **1. OBJECTIVES**

VCS CSR Policy intends to:

- Strive for economic development that positively impacts the society at large with minimal resource footprint.
- Embrace responsibility for the Company's actions and encourage a positive impact through its activities on hunger, poverty, malnutrition, environment, communities, stakeholders and the society

### **2. FOCUS AREA**

In accordance with the requirements under the Companies Act, 2013, VCS CSR activities, amongst others, will focus on:

- **HUNGER, POVERTY, MALNUTRITION AND HEALTH:** Eradicating extreme hunger, poverty and malnutrition, promoting preventing healthcare and sanitation and making available safe drinking water.
- **EDUCATION:** Promoting educating, including special education and employment-enhancing vocational skills especially among children, women, elderly and the differently abled, and livelihood enhancement projects; monetary contributions to academic institutions for establishing endowment funds, chairs, laboratories, etc., with the objective of assisting students in their studies.
- **RURAL DEVELOPMENT PROJECTS:** Strengthening rural areas by improving accessibility, housing, drinking water, sanitation, power and livelihoods, thereby creating sustainable villages.
- **GENDER EQUALITY AND EMPOWERMENT OF WOMEN:** Promoting gender equality and empowering women; setting up homes, hostels and day care centers for women and orphans; setting up old age homes and such other facilities for senior citizens; and adopting measures for reducing inequalities faced by socially and economically backward groups.
- **ENVIRONMENTAL SUSTAINABILITY:** Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agro-forestry, conservation of natural resources and maintaining the equality of soil, air and water.
- **NATIONAL HERITAGE, ART AND CULTURE:** Protecting national heritage, art and culture including restoration of buildings and sites of historical importance and work of art; setting up public libraries; promoting and developing traditional art and handicrafts.

### 3. UNDERTAKING CSR ACTIVITIES

VCS will undertake its CSR activities, approved by its CSR Committee, through the entity/organization as approved by the CSR Committee.

The surplus arising out of the CSR activities, projects or programs shall not form part of the business profit of the Company.

### 4. LOCATION OF CSR ACTIVITIES

The CSR Committee will decide on the location for CSR activities.

### 5. GOALS

Our goals include the following:

*Hunger, Poverty, Malnutrition and Healthcare:*

VCS will work with various Non-Profit Organizations that mid-day meal programs in school across India and may establish kitchens that provide meals to school children. VCS will work with organizations working in medical or health-related projects such as providing support for cancer treatment, cataract surgeries, etc.

*Education:*

VCS focus on education will be on two fronts:

- a) To train students from under privileged backgrounds in various development centers.
- b) Provide grants to various colleges in India for improving their infrastructure. Sponsor chairs and create endowment funds for the colleges/universities to assist students with their studies.

*Rural Development:*

We believe that the well-being of people living in rural areas ensures sustainable development. We will work with local administrations to achieve community developments goals. We will partner with governments and NGOs and support them in improving infrastructure such as constructing roads, providing drainage systems and electricity, and rehabilitating natural-disaster-affected victims in rural areas.

*Gender equality, environmental sustainability, art and culture:*

VCS will, among other things, focus on promoting gender equality and empowering women, ensuring environmental sustainability, ecological balance, protection of flora and fauna and protection of national heritage, art and culture including restoration of buildings and sites of historical importance.

### 6. CSR COMMITTEE:

The Corporate Social responsibility Committee as constituted for the purpose, by the Board of Directors of the Company.

The Committee is being formulated with following members:

Sl. No	Name	Designation
1.	Mr. Sankaranarayanan Kannan	Whole Time Director (DIN 01564027)
2.	Mr. Jonathon Clifton	Director (DIN 08259008)
3.	Ms. Shikha Ankur Bagai	Director (DIN 05181387)

### 7. RESPONSIBILITIES OF THE COMMITTEE:

The responsibilities of the CSR Committee include:

- Formulating and recommending to the Board of Directors the CSR Policy and indicating activities to be undertaken.
- Recommending the amount of expenditure for the CSR activities, and
- Monitoring CSR activities from time to time.

## **8. CSR CONTRIBUTION**

The Contribution by the Company in any financial year towards CSR Activities shall be a minimum of 2 % of its average Net Profits for three immediately preceding financial years.

## **9. GOVERNANCE**

The CSR committee will be responsible for implementing the CSR activities of the Company. The CSR committee will also assist the Board in reporting the progress of deployed initiatives and in making appropriate disclosures (internal/external) on a periodic basis.

The CSR Committee, shall meet every six month, or as deemed necessary by its members, and at least once annually.

## **10. RESPONSIBILITY OF THE BOARD:**

- i. Approve the CSR Policy and the CSR Expenditure after taking into consideration the recommendations made by the CSR committee on the basis of the Report submitted by the CSR Core Team.
- ii. Ensure the CSR spending every financial year of at least 2% of average net profits made during immediately preceding 3 financial years, in pursuance with the Policy.
- iii. Ensure that CSR activities included in the CSR Policy are undertaken by Vistra Corporate Services (India) Private Limited and that such activities are related to the activities specified in Schedule VII of the Companies Act.
- iv. Directors' Report for FY 2016-17 onwards to include:
  - Contents of the CSR Policy and Composition of the CSR committee;
  - An annual report on the CSR in the prescribed format as per Appendix- 1;

## **10. FUNDING, SELECTION AND MONITORING PROCESS**

The CSR committee will evaluate proposals received and projects will be prioritized by assessing their impact. The CSR Committee will deliberate on the proposals and approve proposals for implementation at its discretion. VCS representatives and/ or any other designated entity will collaborate with stakeholders to monitor the statue of each project and will report its findings to the CSR Committee periodically.

## **11. IMPLEMENTING CSR ACTIVITIES:**

- I. Vistra Corporate Services (India) Private Limited may undertake the CSR activities directly and also through various implementing agencies such as, NGO's, non-profit organizations, etc. Such implementing agencies shall have an established track record.
- II. Vistra Corporate Services (India) Private Limited may also collaborate or pool resources with other Companies to undertake CSR activities in such a manner that each Company is in a position to report separately on such CSR projects.

## **12. WEBSITE DISPLAY:**

Vistra Corporate Services (India) Private Limited shall display on its intranet portal the contents of its CSR Policy and other information as may be required to be displayed.

## **13. AMENDMENTS:**

The Policy may be reviewed and amended from time to time by the Board of Directors of Vistra Corporate Services (India) Private Limited having regard to the experience gained in implementing this Policy and the amendments which may be made to the applicable law.

**Appendix- 1**

**FORMAT FOR THE ANNUAL REPORT ON CSR ACTIVITIES**

1. Brief outline of the Company's CSR Policy
2. Overview of the projects undertaken or proposed to be undertaken
3. Composition of CSR Committee
4. Average Net Profit of the Company for last three years
5. Amount allocated for the purpose of CSR
6. CSR expenditure made during the year
7. Details of CSR spent during the financial year
  - Total amount spent during the financial year
  - Amount unspent, if any
8. Manner in which the amount was spent during the financial year is detailed below:

Sl. No	CSR Projects/ activities identified	Section in which the projects is covered	Projects or Programs Local area or other Specify the state and district where projects or programs was undertaken	Amount outlay per projects	Amount spent on the projects	Cumulative expenditure	Amount spent directly or through implementing agencies
					Direct expenditure on projects or programs		
					Overheads		
<b>Total</b>							

9. Details of implementing agency
10. In case the company has failed to spend the two per cent, of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report
11. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the company.