

Vistra ITCL (India) Limited

(A Vistra Group Company)



CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY

Registered Office :

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Corporate Office :

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Corporate Identity Number (CIN) : U66020MH1995PLC095507

Website : www.vistraitcl.com

Corporate Social Responsibility (CSR) Policy

(1) Introduction:

Vistra ITCL (India) Limited ('VITCL') is the largest independent Corporate Trustee in India, offering fiduciary and monitoring services. As a leading Trust company in India with two decades of strong presence in the Indian Trusteeship space, we are now part of the Vistra Group. This gives us access to a wealth of global resources and a network of over 60 offices across 40 countries worldwide. VITCL was formally a part of IL&FS Ltd, India's leading Infrastructure and Financial services Group.

Corporate Social Responsibility (CSR) is based on the concept that corporate success and social welfare are interdependent. For the society to thrive businesses must create opportunities for philanthropy and sustainability. The Company too believes in making a positive difference to the society.

(2) Short Title & Applicability:

This Policy is titled as "Vistra ITCL CSR Policy" and it shall apply to all the CSR initiatives and activities undertaken by the Company for the benefit of the Society.

Vistra ITCL CSR policy has been prepared in accordance with Section 135 of the Companies Act 2013 (referred to as the Act in this policy) on CSR and in accordance with the CSR Rules (hereby referred to as the Rules) notified by the Ministry of Corporate Affairs, Government of India in 2014, as amended from time to time

(3) CSR Vision statement and Objective:

The Company's philosophy in documenting this policy is delineating its responsibility as a corporate citizen and laying down the guidelines and mechanism for undertaking socially useful programmes for welfare & sustainable development of the community at large. The Policy aims at inter alia nurturing socio-economic development schemes for capacity building, livelihood creation, quality education, empowerment of people, etc., with the primary goal of ensuring that benefits reach the targeted beneficiaries. The approach of the Company for implementation of the CSR activities will be oriented to identify and formulate projects in response to the need of society, devise transparent monitoring mechanism, and commit cent percent involvement to get desired results in a time bound manner.

(4) Key focus areas of the CSR Activities:

Vistra ITCL shall undertake CSR activities in the following areas:

- (a) Support capacity building through skills based training programs with a focus on employment and entrepreneurship, functional literacy, financial literacy and inclusion,
- (b) Follow a livelihood centred approach to holistic development of the target beneficiaries by undertaking context driven income generation activities,

- (c) Support quality education including special education, and strengthening of education infrastructure,
- (d) Support interventions in the area of healthcare and nutrition, safe and adequate drinking water, sports, environmental sustainability, ecological balance, natural resource protection and conservation disaster relief, any other form of rural development thereby enabling an improved quality of life and resource security in the catchment areas of its infrastructure projects,
- (e) Strengthen linkages of the community with existing government schemes and programs related to social infrastructure and help build and sustain community institutions,
- (f) Conduct periodic impact assessment of the CSR projects,
- (g) Undertake any other activity / initiative as directed by the CSR Committee, and within the purview of Schedule VII of the Companies Act 2013.

(5) Implementation:

Vistra ITCL CSR initiatives will be implemented under the guidance of Corporate Social Responsibility Committee (the “Committee”) of the Board of Directors of Vistra ITCL in the following manner:-.

- (a) Directly or through a registered trust, society or company established by VITCL or its holding, subsidiary or associate company under Section 8 of the Act, or
- (b) Any other foundations, trusts, or a section 8 company (or erstwhile Section 25 Company) or any other form of entity with a track record of at least three years in carrying out activities in related areas. While engaging with partners, VITCL to evaluate the credentials of the implementing entity and seek relevant documents, information and details,
- (c) VITCL may also collaborate with other companies or institutions for undertaking, projects or programs for CSR activities.

(6) Key Rules / Guidelines for the CSR Expenditure:

- (1) The prescribed CSR spend, in every financial year, as indicated in Section 135 of the Act, is at least 2% of the average net profits of the company made during the three immediately preceding financial years, duly adjusted for any dividend income received from companies, and any profits from Overseas Branches, if any
- (2) The overall spend will be only on such interventions and programs whose impacts are both meaningful and measurable
- (3) The selected projects need to adhere to the following guidelines:
 - (a) The Company will undertake CSR projects / programmes that are in conformity with Schedule VII of the Act;

- (b) CSR Activities shall not include the activities undertaken pursuant to the normal course of business of the Company;
 - (c) Any surplus arising out of any of the CSR activities / programmes shall not form part of the business profits of the Company;
 - (d) The CSR projects or programs or the activities undertaken in India shall only amount to CSR Expenditure
 - (e) Any activity for the exclusive benefit of the employees of the Company or their family members shall not be considered as a CSR activity;
 - (f) However, the Company may build CSR capacities of its own personnel as well as those of its Implementing Agencies but such expenditure shall not exceed 5% of the total CSR expenditure of the Company in any one financial year
- (4) In the event, the Company fails to spend the amount as per (1) above, the Board of Directors shall specify the reasons for not spending such amount in the Directors' Report of that particular financial year.

(7) **Funding, Selection & Monitoring Process:**

The Company will receive requests for funding of projects throughout the year. Its internal working group will evaluate proposals received under the Company's focus areas and projects will be prioritized by assessing their impact. The Company will then forward its recommendations to the CSR Committee. The CSR Committee will deliberate on the proposals and approve them for implementation at their discretion

The following procedure may be followed for monitoring and evaluation of CSR Projects:

- (a) The internal working group may visit and/or meet the representatives to assess the organization (as required),
- (b) Quarterly reporting on the progress in implementation of the projects/ programmes and utilization of the amounts, including financial monitoring.
- (c) The Company will collaborate with stakeholders to monitor the status of each project and will report its findings to the CSR Committee periodically for their review,
- (d) Based on the above findings, CSR Committee will review the progress of the projects and appraise the Board of Directors on CSR progress from time to time,
- (e) CSR initiatives of the Company will also be reported in the Annual Report of the Company.

(8) Disclosure & Effective Date of the Policy:

The Company is required to disclose the composition of the CSR Committee and its CSR Policy in the Company's Annual Report and on its website. Further, the details of the CSR activities taken up during the year, CSR Budget & details of CSR expenditure during the financial year will also be disclosed in the Company's Annual Report.

This CSR Policy shall be effective from April 1, 2016.

(9) Miscellaneous:

Any or all provisions of the CSR Policy would be subject to revision / amendment in accordance with the guidelines as may be issued by Government, from time to time

The Board may review the Policy from time to time and make suitable modifications, as may be necessary.

**Mandatory Disclosure under Section 135 of the Companies Act 2013 read with Rule 9
Companies (Corporate Social Responsibility Policy) Rules, 2014**

Vistra ITCL (India) Limited, (We, The Company, 'Vistra ITCL) recognizes the importance of Good Corporate Governance and Corporate Social Responsibility.

Introduction

Vistra ITCL (India) Limited (Vistra ITCL / The Company) is the largest independent corporate trustee in India. Vistra ITCL offers a multitude of trustee services across debentures and bonds, private equity and alternate funds and bank lending. The Company also offers corporate formation and market entry services, due diligence, enforcement and monitoring services to both domestic and foreign entities including banks, financial institutions, corporates, funds, governments, insurance companies, non-profit organisations and high net worth individuals. Established in 1995, Vistra ITCL holds debenture trustee license from the Indian capital markets regulator, Securities and Exchange Board of India (SEBI).

Vistra ITCL is part of the Vistra Group, which is amongst the world's largest corporate service providers with presence in 44 countries and a service offering across corporate formations, fiduciary trust, fund administration and international back offices.

The Company thoroughly believes that Corporate success and social welfare are interdependent. For the Society to thrive, businesses must create opportunities for philanthropy and sustainability, and this can be done only by making a positive difference to the society.

The CSR Policy of the Company adopted in August 2016, is aimed at creating sustainable livelihood for the underprivileged sections of the society and aim towards upliftment of the society.

The Company undertakes various socio-economic initiatives in its fulfilment of its role as a socially responsible Corporate citizen of the country.

The main focus area of the approved CSR Policy amongst other areas is summarized below:

- Support quality education including special education, and strengthening of education infrastructure,
- Support interventions in the area of healthcare and nutrition, safe and adequate drinking water, sports, environmental sustainability, ecological balance, natural resource protection and conservation disaster relief, any other form of rural development thereby enabling an improved quality of life and resource security in the catchment areas of its infrastructure projects.

Objectives

The Company’s ultimate objective is to delineate its responsibility as a Corporate citizen and lay down the guidelines and mechanism for undertaking socially useful programmes for welfare & sustainable development of the community at large. The Company aims to nurture & take up socio-economic development schemes for capacity building, livelihood creation, quality education, empowerment of people, etc., with the primary goal of ensuring that benefits reach the targeted beneficiaries.

The approach of the Company for implementation of the CSR activities will be oriented to identify and formulate projects in response to the need of society, devise transparent monitoring mechanism, and commit cent percent involvement to get desired results in a time bound manner and revolves around

- Making meaningful and measurable impact on the lives of the underprivileged and vulnerable communities.
- Promoting skill development training for economically backward and underprivileged sections of the society
- Promoting literacy and medical facilities amongst the disadvantaged and socially excluded people.

CSR Committee

The CSR initiatives are implemented under the guidance of Corporate Social Responsibility Committee (the “Committee”) of the Board of Directors of the Company. The Committee consist of the following members as on March 31, 2022 :

Sr No.	Name of Director	Designation/ Nature of Directorship
1.	Mr. Rajendra Kashyap	Chairman
2.	Mr. Jonathon Clifton	Member
3.	Ms. Shikha Bagai	Member

Contributions in the last three (3) years :

The Company has been fulfilling its Corporate Social Responsibility CSR through three NGO Partners i.e Savali Charitable Trust, Masoom and Nanhi Kali of K.C. Mahindra Education Trust (KCMET) for spending its CSR amount in the Education and Healthcare sector.

Further, to fulfil the social obligation towards the society and to support the cause of Union Government, towards fighting the Global Pandemic, the Company has also voluntarily contributed to the PM Cares Fund from its allocated CSR budgets.

(Amount in Rs.)

Sr No.	Financial Year	Savali Charitable Trust	Masoom Trust	KCMET / Nanhi Kali	PM Cares Fund	Total
1.	FY 2019-20	17,20,000	10,00,000	11,02,000	N.A.	38,22,000
2.	FY 2020-21	19,00,000	6,00,000	8,50,000	10,00,000	43,50,000
3.	FY 2021-22	21,00,000	6,00,000	5,17,320	9,42,680	41,60,000