

SBI Cards and Payment Services Limited

Corporate Social Responsibility Policy

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1. Introduction & Scope

SBI Card is committed to simplify the lives of its stakeholders through trust and excellence. Being a responsible corporate citizen, it has integrated Corporate Social Responsibility in the way it conducts its business. It has taken up innovative CSR projects with an aim to create sustainable impact by facilitating access, enhancing collaboration, and building capacity.

The Policy further ensures compliance with the provisions of the Indian Companies Act 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014 framed there under mandating CSR programs / activities by certain entities.

1.1. Applicability

A company satisfying any of the following criteria during the immediately preceding financial year is required to comply with CSR provisions specified under section 135 of /the Companies Act, 2013 read with the Companies (CSR Policy) Rules, 2014 made thereunder including any statutory amendments and modifications

- i) Net worth of rupees five hundred crore or more, or
- ii) Turnover of rupees one thousand crore or more, or
- iii) Net profit of rupees five crore or more.

The Company will undertake CSR projects in alignment with Schedule VII of the Companies Act, 2013 and has selected the following focus areas for CSR interventions:

- a) Health and Sanitation
- b) Livelihood and Skill Enhancement
- c) Ensuring environmental sustainability and ecological balance
- d) Education

The company will undertake CSR projects primarily with underprivileged communities with special focus on women, children, people with disability, people with mental health challenges, elderly, and terminally ill people.

Though CSR activities of the company shall be guided by the focus areas as mentioned above, the company may also engage in other CSR activities mentioned in Schedule VII of the Companies Act, 2013, after prior approval of the Board of Directors of the company on recommendation of CSR Committee of the Board to be called as Corporate Social Responsibility and ESG Committee.

1.2. Reference (Regulatory Guidelines & Circulars)

The Companies Act, 2013 and relevant rules made thereunder.

1.3. Associated Policies

- a) Sustainability and Business Responsibility Policy
- b) Document Record Retention/Disposal Policy

1.4. Annual Review

The policy shall be reviewed annually or earlier if business need arises or due to any regulatory/ external changes. The regulatory changes shall be deemed to be a part of the policy and same shall be placed before the Board in next Board Meeting with the recommendation of Corporate Social Responsibility and ESG Committee

2. Objectives

SBI Card is committed to simplify the lives of its stakeholders through trust and excellence. Being a responsible corporate citizen, it has integrated Corporate Social Responsibility in the way it conducts its business. It has taken up innovative CSR projects with an aim to create sustainable impact by facilitating access, enhancing collaboration, and building capacity. The company will undertake CSR projects primarily with underprivileged communities with special focus on women, children, people with disability, people with mental health challenges, elderlies, healthcare, and environmental issues.

2.1. CSR Vision and Mission

The Company's CSR vision is for an inclusive society where everybody has access to opportunities, financial security, and quality of life.

The Company's CSR mission is to be a significant contributor in India's growth story, by undertaking innovative, technology driven and impactful CSR programs with underprivileged communities.

3. Ownership and Approvals

The ownership of the policy is with Chief People Officer (CPO). The Policy shall be reviewed annually or at earlier intervals, as and when required. Modifications, if any, required to be made in this Policy, shall be placed before the Corporate Social Responsibility and ESG Committee which will recommend the policy to Board for review and approval. For approval of any recommended modifications, due to change in regulatory / legal requirements, the changes in the policy shall be deemed to be part of policy until Board approval date. However, it shall be placed before the Board in ensuing Board Meeting for ratification/approval.

4. Policy Exceptions

A "policy exception" means any deviation from the Policy.

Exceptions are generally discouraged; however, policy exceptions, if any, require prior approval from the Board provided however that such exception is permitted in terms of the applicable regulatory framework.

5. Governance Structure

The Company has constituted a Corporate Social Responsibility Committee to be called as

Corporate Social Responsibility and ESG Committee as per requirements. The composition / structure of the Corporate Social Responsibility and ESG Committee is described under the section 5.1.2 of this Policy. In addition to Corporate Social Responsibility and ESG Committee, Company has formed a management level Committee – (CSR Management Level Committee) to manage the CSR Activities more

efficiently and effectively. Composition/structure of the CSR Management Level Committee are described under 5.1.3. of this policy.

The Board shall, after taking into account the recommendations made by the Corporate Social Responsibility and ESG Committee, approve the Corporate Social Responsibility Policy for the company and ensure that the activities as are included in Corporate Social Responsibility Policy of the company are undertaken by the company.

5.1. Roles and Responsibilities

5.1.1. Board of Directors

- The Board shall ensure that the company spends, in every financial year, at least two per cent of the average net profit of the company made during the three immediately preceding financial years, in pursuance of its Corporate Social Responsibility Policy. The Board shall form a CSR Committee (Corporate Social Responsibility and ESG Committee) and disclose the composition of the CSR Committee (Corporate Social Responsibility and ESG Committee), and CSR Policy and Projects approved by the Board on Company's website, if any, for public access.
- The Board of Directors of the company shall, make Annual Report on CSR activities which forms part of the Board's Report for every financial year as required in the Companies Act and the Rules framed under the Act from time to time.
- The Board shall ensure implementation of the CSR activities and expenditure of requisite amount on CSR every year as per the applicable law and disclose reasons for not spending the amount (if applicable) in the Annual Report on CSR which forms the part of the Board Report of the Company and ensure the treatment of unspent amount as per the provisions of Companies Act 2013 and rules made thereunder.
- The Board shall ensure that CSR activities are undertaken by the company itself or through implementing partner(s) eligible for the said purpose, as per the requirements laid down under the Companies Act, 2013 and Rules made thereunder including statutory modifications/amendments.
- Ensure that CSR activities should be aligned to CSR Focus Areas/activities permitted in Schedule VII of the Companies Act, 2013 and rules made thereafter. The Board shall ensure that the administrative overheads shall not exceed five percent of total CSR expenditure of the Company for the financial year.
- The Board shall satisfy itself that the funds so disbursed have been utilized for the purposes and in the manner as approved by it and the Chief Financial Officer of the Company shall certify to the effect
- The Board shall ensure that any amount which may remain unspent or is spent more than requirement amount out of the CSR budget shall be treated as per the provision of the Companies Act and Rules made thereunder.
- The Board shall monitor the implementation of the Ongoing Projects with reference to the approved timelines and year-wise allocation and may make modifications, if required, for smooth implementation of the project within the overall permissible time.
- Ensure that the activities as are included in Corporate Social Responsibility Policy of the company are undertaken by the company
- Board shall review and approve/modify the Annual Action Plan recommended by the Corporate Social Responsibility and ESG Committee
- The Company Shall furnish a report on Corporate Social Responsibility in Form CSR-2 every year to the Registrar as an addendum to FORM AOC-4 or AOC-4 XBRL or AOC-4 NBFC, as required.

5.1.2. Corporate Social Responsibility and ESG Committee

In terms of Section 135(1) of the Companies Act, 2013 and rules made thereunder, the Company has constituted the Corporate Social Responsibility and ESG Committee and it would consist of three or more directors, out of which one shall be an independent director

The Roles and responsibilities of **Corporate Social Responsibility and ESG Committee** shall include:

- a) To formulate and recommend to the Board, a CSR policy which shall indicate the activities to be undertaken by the Company as per the provision of the Companies Act, 2013
- b) To recommend to the Board broad focus area of work and budgeted amount planned for the financial year at the beginning of every financial year.
- c) To monitor the Corporate Social Responsibility Policy of the company from time to time
- d) The **Corporate Social Responsibility and ESG Committee** shall formulate and recommend to the Board, an annual action plan in pursuance of its CSR policy, which shall include the following, namely: -
 - the list of CSR projects or programs that are approved to be undertaken in areas or subjects specified in Schedule VII of the Act.
 - the manner of execution of such projects or programs as specified in sub-rule (1) of rule 4.
 - the modalities of utilization of funds and implementation schedules for the projects or programs.
 - monitoring and reporting mechanism for the projects or program; and
 - details of need and impact assessment, if any, for the projects undertaken by the company:

The Board may alter annual action plan at any time during the financial year, as per the recommendation of its **Corporate Social Responsibility and ESG Committee**, based on the reasonable justification to that effect.

- e) The **Corporate Social Responsibility and ESG Committee** will be responsible for reviewing potential implementing partners & their project ideas.

The guiding principles for selection of projects are stated below:

- Alignment to SBI Card's CSR Focus Areas and the national priorities or activities mentioned in Schedule VII of the Companies Act, 2013 and are as per the CSR Policy of the Company.
- Identification of partners for implementation and areas with experience of creating impact and change
- Adjacency of the initiative to the business, its competencies, capabilities, and geographies of operation.

The above principles will be used to shortlist the areas of work and the projects subject to compliance of provisions in Schedule VII of the Companies Act and rules made thereunder.

- f) Any other requirement mandated under the Act or Rules due to statutory modifications/ amendments.
- g) The **Corporate Social Responsibility and ESG Committee** will be supported by the CSR Management Level Committee in all its responsibilities listed above.

5.1.3. CSR Management Level Committee

To manage the CSR Activities more efficiently and effectively, the company shall have a CSR Management Level Committee which will be a management level committee and shall have composition:

S. No.	Particulars	Designation in Committee
1.	Managing Director & Chief Executive Officer	Chairman
2.	Chief Operating Officer	Member/ Chairman in absence of MD & CEO
3.	EVP & Chief Financial Officer	Member
4.	Executive Vice President & Head - Open Market & Corporate Sales	Member
5.	Executive Vice President & Head - Operations	Member
6.	EVP & Chief People Officer	Convenor and Member

5.1.4. Quorum

The quorum would be MD & CEO or COO (in absence of MD and CEO) & any 2 members. In case of Non-availability of MD & CEO, COO will be the chairman.

CSR Management Level Committee meeting will be held at least once in a quarter and its Roles and responsibilities shall include but not limited to following:

- The CSR Management Level Committee will present and take approval for broad focus areas of work and budgeted amount planned for the financial year from the Corporate Social Responsibility and ESG Committee at the beginning of every financial year.
- The CSR Management Level Committee will design and develop CSR programs aligned to the organization's objectives and focus areas as approved by the Board / Corporate Social Responsibility and ESG Committee.
- To formulate, review and approve the amount of expenditure to be incurred on the CSR projects & implementing partner to be undertaken by the company
- Provide regular guidance and support for CSR project implementation and management.

6. Policy Framework

6.1. Principle & Overview

The Company will undertake CSR projects in alignment with Schedule VII of the Companies Act, 2013 and has selected the following focus areas for CSR interventions:

- Health and Sanitation
- Livelihood and Skill Enhancement
- Ensuring environmental sustainability and ecological balance
- Education

The company will undertake CSR projects primarily with underprivileged communities with special focus on women, children, people with disability, people with mental health challenges, elderly, and terminally ill people.

Though CSR activities of the company shall be guided by the focus areas as mentioned above, the company may also engage in other CSR activities mentioned in Schedule VII of the Companies Act, 2013, after prior approval of the Board of Directors of the company on recommendation of Corporate Social Responsibility and ESG Committee.

The company, in compliance with the Companies Act 2013, will contribute 2% of its average net profits made during the three immediately preceding financial years in pursuance to its CSR Policy. The CSR budget will be allocated/ approved at the start of every financial year. Further, mere disbursement of funds for implementation of a project will not be considered as CSR spent unless the implementing agency utilizes the whole amount.

According to Rule 2(1)(f) of the CSR Rules: “CSR Policy;” means a statement containing the approach and direction given by the board of a company, taking into account the recommendations of its

Corporate Social Responsibility and ESG Committee, and includes guiding principles for selection, implementation and monitoring of activities as well as formulation of the annual action plan.

Any surplus arising out of the CSR activities shall not form part of the business profit of the company and shall be ploughed back into the same project or shall be transferred to the Unspent CSR Account and spent in pursuance of CSR policy and annual action plan of the company or shall be transferred to a Fund specified in Schedule VII, within a period of six months of the expiry of the financial year.

Administrative overheads shall not exceed 5% of total CSR expenditure of the company for a financial year. Impact assessment amount booked under CSR shall not exceed five percent of the total CSR expenditure for that financial year or fifty lakh rupees, whichever is less.

Any amount which may remain unspent or is spent excess of requirement amount out of the CSR budget shall be treated as per the provision of the Companies Act and Rules made thereunder.

Any amount spent excess of CSR budget of current financial year; such excess amount may be set off in immediate succeeding three financial years subject to the conditions that-

- the excess amount available for set off shall not include the surplus arising out of the CSR activities
- the Board of the company shall pass a resolution to that effect.

The implementing partner organization must register itself with the Central Government by filing form CSR-1.

The implementing organization should have adequate systems and processes for project planning, execution, monitoring, reporting and review. Further, documented systems and processes should also be there for internal organizational management.

The company may engage international organizations for designing, monitoring and evaluation of the CSR projects or programs as per its CSR policy as well as for capacity building of their own personnel for CSR. The company may also collaborate with other companies for undertaking projects or programs on

CSR activities in such a manner that the Corporate Social Responsibility and ESG Committee of respective companies are able to report separately on such projects or programs in accordance with these rules.

The CSR amount may be spent by a company for creation or acquisition of a capital asset, which shall be held by –

- a) Implementing partner having CSR Registration Number
- b) beneficiaries of the said CSR project, in the form of self-help groups, collectives, entities
- c) A public authority

6.2. Execution Mechanism

The implementing organization should have adequate systems and processes for project planning, execution, monitoring, reporting and review. Further, documented systems and processes should also be there for internal organizational management. The key implementation steps and processes have been summarized below:

- Develop a CSR Strategy – aligned with the CSR Policies of the company
 - Operationalizing the institutional mechanism – Corporate Social Responsibility and ESG Committee & team identification and appointment
 - Clear identification of CSR Budget and development of annual action plan
 - Shortlist Implementing Agencies and conducting due diligence
 - Identification, selection, and approval of projects
- Finalizing agreements with the implementing agencies
- Project Implementation
 - Documentation
 - Monitoring and Evaluation
 - Project impact assessment (if required, by an independent third party)
 - Preparation of reporting format and placement in public domain

6.3. Evaluation Mechanism

6.3.1. Monitoring

The progress of the projects should be tracked and evaluated as defined in MoU/ Addendum.

- Quarterly/ half yearly/ annual progress report (whichever are applicable as per the MoU)
- Fund utilization/ expense report/ certificate (as per the MoU)
- Project monitoring through virtual meetings/field visit to track project progress
- Employee volunteering initiatives; wherever possible. Monitoring of the project by vetting invoices, utilization certificate and project reports

6.3.2. CSR Reporting

- The Board of Directors of the company shall, make Annual Report on CSR activities which forms part of the Board's Report for every financial year as required in the Companies Act and the Rules framed under the Act from time to time.

- The Board shall form a Corporate Social Responsibility and ESG Committee and disclose the composition of the Corporate Social Responsibility and ESG Committee, and CSR Policy and Projects approved by the Board on Company's website, if any, for public access.

6.3.3. Impact Assessment:

The Company shall undertake an undertake impact assessment, through an independent agency, of their CSR projects having outlays of one crore rupees or more, and which have been completed not less than one year before undertaking the impact study. The impact assessment reports shall be placed before the Board and shall be annexed to the annual report on CSR.

7. Version Control

Date of Review	Version at Start of Review	New Version
21 August 2020	Ver 1.4	Ver 2.0
31 May 2021	Ver 2.0	Ver 2.1
TBD (As per Board approval Date)	Ver 2.1	Ver 2.2

8. Annexure

Annexure 1 -Change Log

Page No. Paragraph Reference No.	Section Heading	Existing Provision	Revised Provision	Rationale for change
Page - 4	Introduction & Scope	Corporate Philosophy Pursuant to the provisions of the Companies Act, 2013 ("Act") and rules made thereunder including any statutory modifications/ amendments from time to time, SBI Cards and Payment Services Limited hereinafter referred to as ("SBICPSL") or ("Company") has framed	Introduction & Scope – The Policy further ensures compliance with the provisions of the Indian Companies Act 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014 framed there under mandating CSR programs / activities by certain entities.	Section added in line with updated policy format.

Page No. Paragraph Reference No.	Section Heading	Existing Provision	Revised Provision	Rationale for change
		it's Corporate Social Responsibility Policy ("Policy). This Policy provides approach and direction for undertaking the Corporate Social Responsibilities ("CSR") activities by SBICPSL while complying with the CSR provisions of the Act.	Rest of the section remains same.	
Page 4	1.5. Applicability	7. CSR Focus Area	<p>New section added as per format:</p> <p>A company satisfying any of the following criteria during the immediately preceding financial year is required to comply with CSR provisions specified under section 135 of /the Companies Act, 2013 read with the Companies (CSR Policy) Rules, 2014 made thereunder including any statutory amendments and modifications</p> <p>iv) Net worth of rupees five hundred crore or more, or</p> <p>v) Turnover of rupees one thousand crore or more, or</p> <p>vi) Net profit of rupees five crore or more.</p> <p>Rest of the section remains same.</p>	Section re-aligned with updated format. Added the CSR provision specified in the companies act 2013, read with the Companies (CSR Policy) Rules, 2014.

Page No. Paragraph Reference No.	Section Heading	Existing Provision	Revised Provision	Rationale for change
Page -4	1.6. Reference (Regulatory Guidelines & Circulars	NA	New Section Added The Companies Act, 2013 and relevant rules made thereunder.	Section added in line with updated policy format.
Page -4	1.7. Associate d Policies	NA	New Section Added a) Sustainability and Business Responsibility Policy b) Document Record Retention/Disposal Policy	Section added in line with updated policy format.
Page - 5	1.4 Annual Review	NA	New Section added The policy shall be reviewed annually or earlier if business need arises or due to any regulatory/ external changes. The regulatory changes shall be deemed to be a part of the policy and same shall be placed before the Board in next Board Meeting with the recommendation of Corporate Social Responsibility and ESG Committee.	Annual Policy review clause added to the policy.

Page No. Paragraph Reference No.	Section Heading	Existing Provision	Revised Provision	Rationale for change
Page -5	2. Objectives	<p>1. Corporate Philosophy 7. CSR Focus Area</p> <p>The company will undertake CSR projects primarily with underprivileged communities with special focus on women, children, people with disability, people with mental health challenges, elderly and terminally ill people.</p>	<p>New section added</p> <p>Information has been taken from two sections of the previous policy</p> <p>The company will undertake CSR projects primarily with underprivileged communities with special focus on women, children, people with disability, people with mental health challenges, elderlies, healthcare, and environmental issues.</p> <p>Rest details are same.</p>	Change in placement as per new format and target beneficiaries have been further elaborated to align with focus areas.
Page - 5	3. Ownership and Approvals	<p>11 Policy Ownership & Review Mechanism</p> <p>The ownership of the policy is with Chief People Officer. The Policy shall be reviewed annually or at earlier intervals, as and when required. Consequent upon any changes in regulatory guidelines, such change shall be deemed to be a part of the policy and same shall be placed before the Board with recommendation of Corporate Social Responsibility and ESG Committee</p>	<p>Ownership and Approvals</p> <p>The ownership of the policy is with Chief People Officer (CPO). The Policy shall be reviewed annually or at earlier intervals, as and when required. Modifications, if any, required to be made in this Policy, shall be placed before the Corporate Social Responsibility and ESG Committee which will recommend the policy to Board for review and approval. For approval of any recommended</p>	Section has been further elaborated to provide clarity on approval on changes in the policy due to regulatory/legal requirements .

Page No. Paragraph Reference No.	Section Heading	Existing Provision	Revised Provision	Rationale for change
		for Ratification.	modifications, due to change in regulatory / legal requirements, the changes in the policy shall be deemed to be part of policy until Board approval date. However, it shall be placed before the Board in ensuing Board Meeting for ratification/approval.	
Page -5	4. Policy Exceptions	NA	4. Policy Exceptions A “policy exception” means any deviation from the Policy.permitted in terms of the applicable regulatory framework.	New section added as per format
Page -5	5. Governance Structure	NA	5. Governance Structure The Company has constituted a Corporate Social Responsibility Committee (Corporate Social Responsibility and ESG Committee) as per requirements. Policy of the company are undertaken by the company.	New section added as per format

Page No. Paragraph Reference No.	Section Heading	Existing Provision	Revised Provision	Rationale for change
Page - 6	5.1.1. Board of Directors	<p>9. CSR Reporting</p> <p>The Board of Directors of the company shall, make Annual Report on CSR activities which forms part of the Board's Report for every financial year as required in the Companies Act and the Rules framed under the Act from time to time.</p> <p>4 Role of the Board</p> <p>The Board shall ensure that CSR activities are undertaken by the company itself or through implementing partner in compliance with the Companies Act, 2013 and Rules framed under it from time to time.</p> <p>5 Composition & Role of Corporate Social Responsibility and ESG Committee</p> <ul style="list-style-type: none"> Alignment to SBI Card's CSR Focus Areas and the national priorities or activities mentioned in Schedule VII of the Companies Act, 2013 and are as per the CSR Policy of the Company. 	<p>5.1.1. Board of Directors</p> <p>The Board of Directors of the company shall, make Annual Report on CSR activities which forms part of the Board's Report for every financial year as required in the Companies Act and the Rules framed under the Act from time to time.</p> <p>The Board shall ensure that CSR activities are undertaken by the company itself or through implementing partner(s) eligible for the said purpose, as per the requirements laid down under the Companies Act, 2013 and Rules made thereunder including statutory modifications/amendments.</p> <p>Ensure that CSR activities should be aligned to CSR Focus Areas/activities permitted in Schedule VII of the Companies Act, 2013 and rules made thereafter</p>	<p>Section moved under responsibilities of Board in the new format.</p> <p>Section further elaborated for clarification</p> <p>Responsibility moved from Corporate Social Responsibility and ESG Committee to Board responsibility</p>

Page No. Paragraph Reference No.	Section Heading	Existing Provision	Revised Provision	Rationale for change
			<p>The Board shall ensure that any amount which may remain unspent or is spent more than requirement amount out of the CSR budget shall be treated as per the provision of the Companies Act and Rules made thereunder</p> <p>Board shall review and approve/modify the Annual Action Plan recommended by the Corporate Social Responsibility and ESG Committee</p>	for correct alignment Added under Board responsibilities
Page number 7 Para ref 5.1.2	5.1.2 CSR Committee of the Board	CSR Committee of the Board	Updated: Corporate Social Responsibility and ESG Committee	Updated name of the Committee of the Board as suggested
Page number 8 Para ref 5.1.3	5.1.3 CSR Management Level Committee	CSR Review Committee Group	Updated: CSR Management Level Committee	Name of internal management level Committee has been changed to differentiate both Committee's.
Page - 7	5.1.2 Corporate Social Responsibility and ESG Committee	5 Composition & Role of Corporate Social Responsibility and ESG Committee	5.1.2. Corporate Social Responsibility and ESG Committee	Clause under role of Corporate Social Responsibility and ESG

Page No. Paragraph Reference No.	Section Heading	Existing Provision	Revised Provision	Rationale for change												
		<p>1. To recommend to the Board the amount of expenditure to be incurred on the activities as per the point (a) above.</p> <p>2. For projects approved by the Board, CSR Committee will be responsible for overseeing the designing, developing, execution and monitoring the projects.</p>	<p>1. To recommend to the Board broad focus area of work and budgeted amount planned for the financial year at the beginning of every financial year.</p> <p>2. Removed</p>	<p>Committee has been amended for clarity.</p> <p>As suggested by CSR Committee of the Board, this point has already been covered under para 5.1.2 (a-e)</p>												
Page 7	CSR Management Level Committee	<p>6. Composition & Role of the CSR Review Committee Group</p> <table><tr><td>4</td><td>EVP & Head Collections</td><td>Member</td></tr><tr><td>5</td><td>EVP & Head Customer Service</td><td>Member</td></tr></table> <p>Quorum</p> <p>Frequency of the meeting is not defined</p>	4	EVP & Head Collections	Member	5	EVP & Head Customer Service	Member	<p>CSR Management Level Committee</p> <table><tr><td>4</td><td>Executive Vice President & Head - Open Market & Corporate Sales</td><td>Member</td></tr><tr><td>5</td><td>Executive Vice President & Head – Operations</td><td>Member</td></tr></table> <p>Quorum</p> <p>CSR Management Level Committee meeting will</p>	4	Executive Vice President & Head - Open Market & Corporate Sales	Member	5	Executive Vice President & Head – Operations	Member	<p>Committee composition revisited.</p> <p>As suggested by CSR Committee of</p>
4	EVP & Head Collections	Member														
5	EVP & Head Customer Service	Member														
4	Executive Vice President & Head - Open Market & Corporate Sales	Member														
5	Executive Vice President & Head – Operations	Member														

Page No. Paragraph Reference No.	Section Heading	Existing Provision	Revised Provision	Rationale for change
			be held at least once in a quarter	Board, meeting frequency is defined.
Page - 8	6. Policy Framework	<p>7 The CSR Focus Areas</p> <p>3 Guiding Principle for Budget Outline</p> <p>The company, in compliance with the Companies Act 2013, will contribute 2% of its average net profits made during the three immediately preceding financial years in pursuance to its CSR Policy. The CSR budget will be allocated/ approved at the start of every financial year</p> <p>4. Role of Board The implementing partner organization must register itself with the Central Government by filing form CSR-1. The company may also collaborate with other companies for undertaking projects or programs on CSR activities in such a manner that the CSR committees of respective companies are able to report separately on such projects or</p>	<p>6. Policy Framework Information of Chapter 7 of earlier policy has been moved here to align with new format</p> <p>The company, in compliance with the Companies Act 2013, will contribute 2% of its average net profits made during the three immediately preceding financial years in pursuance to its CSR Policy. The CSR budget will be allocated/ approved at the start of every financial year. Further, mere disbursement of funds for implementation of a project will not be considered as CSR spent unless the implementing agency utilizes the whole amount</p> <p>Definition of the policy has been changed and added to point number 6.1 of Chapter Policy Framework</p>	<p>Realignment of section is done as per new format</p> <p>Information moved as per the requirement of new format</p> <p>Exact Definition of the CSR policy has been taken</p>

Page No. Paragraph Reference No.	Section Heading	Existing Provision	Revised Provision	Rationale for change
		programs in accordance with these rules	<p>According to Rule 2(1)(f) of the CSR Rules: “CSR Policy;’ means a statement containing the approach and direction given by the board of a company, taking into account the recommendations of its Corporate Social Responsibility and ESG Committee , and includes guiding principles for selection, implementation and monitoring of activities as well as formulation of the annual action plan.</p> <p>The implementing partner organization must register itself with the Central Government by filing form CSR-1. The company may also collaborate with other companies for undertaking projects or programs on CSR activities in such a manner that the Corporate Social Responsibility and ESG Committee of respective companies are able to report separately on such projects or programs in accordance with these rules.</p>	<p>from “Companies (Corporate Social Responsibility Policy) Rules”, 2014</p> <p>Information moved as per requirement of new format</p>
Page – 10	6.2. Execution Mechanism	8 Implementation and Monitoring Process	6.2. Execution Mechanism	Realignment of section is

Page No. Paragraph Reference No.	Section Heading	Existing Provision	Revised Provision	Rationale for change
		The key implementation and monitoring steps and processes have been summarized below	The implementing organization should have adequate systems and processes for project planning, execution, monitoring, reporting and review. Further, documented systems and processes should also be there for internal organizational management. The key implementation steps and processes have been summarized below Rest details are same	done as per new format
Page 10	6.3.1. Monitoring	8. Implementation and Monitoring Process The key implementation and monitoring steps and processes have been summarized below 1. Develop a CSR Strategy 11. Preparation of reporting format and placement in public domain	6.3.1. Monitoring The progress of the projects should be tracked and evaluated as defined in MoU/ Addendum. (As per the MoU) • Quarterly/ half yearly/ annual progress report (whichever are applicable as per the MoU • Employee volunteering initiatives; wherever possible. Monitoring of the project by vetting invoices, utilization certificate and project reports	Monitoring process amended
Page number 8 Para ref 5.1.3	5.1.3 CSR Management Level Committee	The Roles and responsibilities of CSR Management Level Committee shall include but not limited to following:	Updated: The Roles and responsibilities of CSR Management Level Committee shall include	Roles & responsibility of CSR Management Level Committee

Page No. Paragraph Reference No.	Section Heading	Existing Provision	Revised Provision	Rationale for change
		<p>a) To formulate, review & screen all the CSR projects before they are presented to the Corporate Social Responsibility and ESG Committee.</p> <p>b) Provide regular guidance and support for CSR project implementation and management.</p>	<p>but not limited to following:</p> <p>a) The CSR Management Level Committee will present and take approval for broad focus areas of work and budgeted amount planned for the financial year from the Board / Corporate Social Responsibility and ESG Committee at the beginning of every financial year.</p> <p>b) The CSR Management Level Committee will design and develop CSR programs aligned to the organization's objectives and focus areas as approved by the Board / Corporate Social Responsibility and ESG Committee.</p> <p>c) To formulate, review and approve the amount of expenditure to be incurred on the CSR projects & implementing partner to be undertaken by the company to formulate, review & screen all the CSR projects before they are presented to the Corporate Social Responsibility and ESG Committee.</p> <p>d) Provide regular guidance and support for CSR project</p>	has been further elaborated for better clarity.

Page No. Paragraph Reference No.	Section Heading	Existing Provision	Revised Provision	Rationale for change
			implementation and management.	
Page number 8 Para ref 6.1	6.1. Principle & Overview	The company, in compliance with the Companies Act 2013, will contribute 2% of its average net profits made during the three immediately preceding financial years in pursuance to its CSR Policy. The CSR budget will be allocated/ approved at the start of every financial year	Added "Further, mere disbursement of funds for implementation of a project will not be considered as CSR spent unless the implementing agency utilizes the whole amount".	Further Clarification received through FAQs on CSR dated 25 Aug 2021 issued by Ministry of Corporate Affairs (MCA)
Page number 6 Para Ref No. 5.1.1	5.1.1. Reporting	Form CSR-2 is not available	CSR Form 2 to be file as addendum to Form AOC4 as per Company (Accounts) Rules, 2022	As per Company (Accounts) Rules, 2022 dated 11 Feb 2022, Notification issued by Ministry of Corporate Affairs (MCA)

Annexure 2: Glossary, Definitions & Abbreviations

- “Act” means the Companies Act, 2013
- “Board” means the Board of Directors of the Company
- “CSR Committee” means the committee of the Board of Directors constituted pursuant to Section 135(1) of the Act and the Rules
- “Rules” means the Companies (Corporate Social Responsibility Policy) Rules, 2014 amended from time to time including the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021
- “Administrative overheads” shall have the meaning as defined in the CSR Rules.