

CORPORATE SOCIAL RESPONSIBILITY POLICY

VT Capital Market Private Limited

BACKGROUND

In compliance with the requirements of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, VT Capital Market Private Limited ('the Company') is, inter alia, required to:

(i) Constitute a Board Committee to formulate and recommend to the Board a Corporate Social Responsibility (CSR) Policy, recommend the amount of CSR expenditure and monitor the CSR activities of the Company from time to time.

(ii) Ensure that the Company spends, in every financial year, at least two per cent of the average Net Profits before Tax (PBT) of the Company, made during the three immediately preceding financial years, in pursuance of its CSR Policy.

PHILOSOPHY

The concept of Corporate Social Responsibility (CSR) has been introduced by the Companies Act 2013. CSR is traditionally driven by a moral obligation and philanthropic spirit. Taking CSR as a sustainable social initiative, VTCMPL aims to align and integrate resources of the Company with society's developmental needs towards creating a better tomorrow.

Our commitments towards Corporate Social Responsibility include but not limited to, promotion of education and healthcare, sanitation, energy and climate change, promoting gender equality, empowering women, and betterment of the society through respect for universal human rights and the environment, acting with integrity and accountability and operating responsibly and sustainably.

APPROACH

VTCMPL's approach will be that, CSR activities shall be undertaken in multiple ways:

(i) Independently by the company or

(ii) In association with external social bodies / NGOs/Trust or

(iii) Contribution to external social bodies / NGOs/Trust for carrying on CSR activities

VISION

(i) The Company is committed to conduct business in a true, fair and ethical manner and takes up the responsibility to create a good impact in the society it belongs.

(ii) To lay down guidelines to make CSR a key business process for sustainable development of the society. Ensuring the implementation of CSR initiatives in letter and spirit through appropriate procedures and reporting.

(iii) The Company believes that giving back to the society through CSR activities is its moral duty.

(iv) The Company aims to fulfill the requirements laid down under the Companies Act, 2013 and act diligently to comply with all its Rules and Regulations on CSR.

APPLICABILITY OF THE POLICY

(i) The Company's CSR Policy has been developed a CSR Policy (hereinafter referred to as Policy) in alignment with its objective, principles and values, for delineating its responsibility as a socially and environmentally responsible corporate citizen. The Policy lays down the principles and mechanisms for undertaking various programs in accordance with Section 135 of the Companies Act 2013.

(ii) The Policy shall apply to all the CSR initiatives, programs and activities undertaken by VTCMPL at various locations, preferably in the vicinity where the Company carries out its business operations for the benefit of diverse sectors of the society

OBJECTIVE OF THE CSR POLICY

VTCMPL's Corporate Social responsibility policy intends to:

(i) promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects.

(ii) promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE COMPOSITION:

The Corporate Social Responsibility Committee ('CSR Committee') shall consist of two or more Directors. The Members of the CSR Committee are:

1. Mr. Dhiraj Bhutoria – Director, Chairman
2. Mr. Vaibhav Anil Jain – Director, Member
3. Mrs. Prabha Jain – Director, Secretary

The Committee may formulate a CSR Sub-Committee with such other Directors / Executives of the Company from time to time as it may deem necessary and expedient.

MEETINGS:

(i) The Committee shall hold meeting as and when required, to discuss various issues on implementation of the CSR Policy of the Company and related expenditures.

(ii) The Committee shall review the implementation of the CSR Programmes as and when required in order to ensure orderly and efficient execution of the CSR programmes in accordance with this Policy.

(iii) It would be the responsibility of the CSR Committee to keep the Board apprised of the status of the implementation of CSR activities.

(iv) The Members of the Committee may participate in the meeting either in person or through video conferencing or other audio visual means as may be convenient.

(v) The quorum for a meeting of the Committee on CSR shall be one-third of its total strength (any fraction contained in that one-third being rounded off as one), or two members, whichever is higher.

ROLE/ TERMS OF REFERENCE OF CSR COMMITTEE:

To effectively implement the objectives of the Company with respect to CSR, the Committee is vested with the following functions and powers:

To formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company as specified in Schedule VII of the Companies Act 2013 or from time to time ;

To recommend the amount of expenditure to be incurred on the activities undertaken;

- To monitor the Corporate Social Responsibility Policy of the company from time to time.
- Reviewing performance of the Company in the areas of CSR.
- Spend 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
- Approve to undertake CSR activities, if necessary, in collaboration with other Companies/firms/NGOs/Trust etc., and to separately report the same in line with the CSR Rules
- Any other matter/thing as may be considered expedient by the members in furtherance of and to comply with the CSR Policy of the Company.
- Authorize executives of the Company to attend the CSR Committee Meetings, if necessary

CSR THROUGH REGISTERED TRUST, SOCIETY, OTHERWISE

The Board of Director may decide to undertake CSR activities approved by the CSR Committee, through a registered trust or a registered society or a company under section 8 of the Act or otherwise.

MONITORING AND REPORTING

The CSR Committee will be responsible for monitoring CSR activities and report to the Board from time to time. The CSR Committee has the powers to:

- (i) Seek monitoring and implementation report from organizations' receiving funds.
- (ii) Inspect the activities undertaken and ensure information in a timely manner.

Additionally, the Company may empower the members of the CSR Committee to spend such amount as they think appropriate for some other strategic CSR contingencies that may arise during any financial year. The amount spent as above shall be put up for ratification of the committee at its next meeting and shall report to the Board accordingly.

RESPONSIBILITIES OF THE BOARD

The Board shall:

- (i) Form a CSR Committee and disclose the composition of the CSR Committee.
- (ii) Approve the CSR Policy after taking into account the recommendations made by the CSR Committee.
- (iii) Place the CSR Policy on the Company's website.
- (iv) Ensure implementation of the activities under CSR.
- (v) Ensure expenditure of requisite amount on CSR every year as per law.
- (vi) Disclose reasons for not spending the amount (if applicable) in the Annual Report to the Shareholders of the Company.

CSR FOCUS AREAS

VTCMPL would focus the CSR activities around following thrust areas (In line with Schedule VII of Companies Act, 2013):

(i) Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation including contribution to the Swachh 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 centres 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, agroforestry, conservation of natural resources and maintaining quality of soil, air and water including contribution to the Clean Ganga Fund set-up 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 art and handicrafts;

(vi) measures for the benefit of armed forces veterans, war widows and their dependents;

(vii) training to promote rural sports, nationally recognised sports, paralympic sports and Olympic sports

(viii) contribution to the prime minister's national relief fund or any other fund set up by the central govt. For socio economic development and relief and welfare of the schedule caste, 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 govt.

(x) rural development projects

(xi) slum area development.

(xii) disaster management, including relief, rehabilitation and reconstruction activities.

INFORMATION DISSEMINATION

The CSR Policy will be available in the website of the Company. CSR initiatives of the Company will also be reported in the Annual Report of the Company.

GENERAL

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

(ii) The Company reserves the right to modify, cancel, add, or amend any of these Rules. The Policy has been duly approved by the Board members at it's' meeting held on 11th September, 2019