



Corporate Social Responsibility Policy

Version History

Version#	Particulars	Date	Approved By
1.0	Vivifi CSR Policy	2024/01/25	Board of Directors
1.1	Periodic Review	2025/06/30	Board of Directors

1. Introduction

Vivifi India Finance Private Limited (Vivifi) is an RBI licensed NBFC engaged in the business of extending loans to customers through an online platform, developed and managed in-house or outsourced to competent service providers, to meet customer needs, optimize operations and maximize shareholder value, while complying with all regulatory requirements and standards, following industry best practices.

2. Scope of the Policy

The policy framework lays down requirements related to CSR Provision as prescribed in section 135 of the Companies Act 2013 read with Schedule VII to the Companies Act, 2013 and The Companies (Corporate Social Responsibility Policy) Rules, 2014 along with subsequent amendments and Gazette notifications (together referred as 'Legal Provisions').

3. Regulation

At all the times, the company will strictly adhere to the guidelines stipulated by the Companies Act, 2013. These guidelines will include the below and will be updated from time to time.

- In accordance with the section 135 of the Companies Act 2013
- Schedule VII of the Companies Act, 2013
- The Companies (Corporate Social Responsibility Policy) Rules, 2014

Pursuant to any subsequent amendments or any statutory modifications or re-enactments in the above stated guidelines / norms / clarifications or in any other applicable acts / regulations, if there is any change in any of the parameter(s) framed by the Board, then the Act / regulation will have overriding effect on the parameter(s).

POLICY FOR CORPORATE SOCIAL RESPONSIBILITY

I. SHORT TITLE:

This policy in relation to the Corporate Social Responsibility ("**CSR.**") of Vivifi India Finance Private Limited is titled as the "**CSR Policy**". The Policy covers current as well as proposed CSR activities to be undertaken by the Company in alignment with Schedule VII of the Companies Act, 2013 ("Act"), and shall include any alterations, amendments, or modifications hereto from time to time.

II. VISION STATEMENT, OBJECTIVE, AND APPLICABILITY

1. The CSR Policy sets out our commitment to ensuring that our activities extend beyond business and include initiatives and endeavors for the benefit and development of the community and society. The CSR Policy lays down the guidelines for undertaking programmes geared towards social welfare activities or initiatives. Through this CSR Policy, the Company proposes to adopt short, medium and long term CSR programs and initiatives.
2. This CSR Policy has been framed in accordance with the applicable provisions of the Companies Act, 2013 ("**Act**") and the rules issued thereunder.
3. Notwithstanding anything to the contrary contained in this CSR Policy but subject to applicable law, in the event that the Company fails to meet the thresholds set out under Section 135(1) of the Act for three consecutive financial years, it shall not be required to:
 - (i) Constitute/maintain the CSR Committee; and
 - (ii) Comply with the provisions of this CSR Policy

till such time as it again meets the criteria specified in Section 135(1) of the Act.

III. DEFINITION AND INTERPRETATION

1. **"Act"** means the Companies Act, 2013.
2. **"Board"** means the Board of Directors of the Company.
3. **"Company"** means Vivifi India Finance Private Limited.
4. **"CSR Activities"** means such programs and projects as may be approved by the Board in terms of this CSR Policy.
5. **"CSR Rules"** means the Companies (Corporate Social Responsibility Policy) Rules, 2014.
6. **"CSR Expenditure"** means the amount recommended by the Board to be incurred on the CSR Activities in India in terms of the Act and the CSR Rules as approved by the Board from time to time.
7. **"Director"** means a member of the Board of the Company.
8. **"Implementing Agency"** means an implementing agency as defined under paragraph IV (3).

"Net Profits" means the net profit of the Company as per its financial statement prepared in accordance with the applicable provisions of the Act (or the provisions of the Companies Act, 2013, if then applicable), but shall not include (i) any profit arising from any overseas branch or branches of the Company (whether operated as a separate company or otherwise); and (ii) any dividend received from other companies in India, which are covered under and complying with the provisions of Section 135 of the Act.

9. **"Society"** means a society registered under the Societies Registration Act, 1860 or any other applicable law in India.
10. **"Trust"** means a trust registered under the Indian Trusts Act, 1882 or any other applicable law in India.

Any term not defined above, shall have the meaning assigned to it under the Act or the CSR Rules.

IV. IMPLEMENTATION OF THE CSR POLICY

1. CSR Committee will be constituted where the amount of CSR Expenditure exceeds INR 50 Lakhs, in line with the provisions of Section 135(9) of the Act. Where the CSR expenditure does not exceed INR 50 Lakhs, the Board shall be responsible for implementing the mandate of the CSR Policy and shall ensure that the CSR Activities are carried out in accordance with the CSR Policy read with the Act and CSR Rules.
2. The Board shall be responsible for the implementation of the CSR Activities in line with the approved CSR Policy and take on record the progress on the CSR Activities from time to time.
3. Mode of Implementation: The CSR Activities may be undertaken by the Company directly with the prior approval of the Board,
 - (i) Through a Trust, or a Society or a company established by the Company or its holding or subsidiary or associate company under Section 8 of the Act or otherwise; and/ or
 - (ii) Through a Trust, or a Society or a company established under section 8 of the Act with a established track record of three years in undertaking similar programs or projects; and/ or
 - (iii) In collaboration with other companies or NGOs
 - (iv) In collaboration with any Industry Body coordinating such activities
 - (v) Direct contribution/implementation of any project approved by Board
 - (vi) Contribution to PM Relief Fund or any other fund as may be notified by Govt as per Schedule VII of the Act
 - (vii) Voluntary work undertaken by its employees and logged on to Global Volunteer Month website or monitored in any other way by the company.

(the entities referred to under sub-clause (i) and (ii) above, are hereinafter referred to as "**Implementing Agencies**").
4. The Board shall empowered to finalize, approve and execute various agreements, deeds, writings, confirmations, undertakings or other documents, as may be necessary, under the Common Seal of the Company or otherwise, with any party including Implementing Agencies and/or others for the purposes of the CSR Policy and accept modifications, changes and amendments to any such documents/ agreements as it may deem fit.
5. In case of failure to ensure the minimum CSR Expenditure, details reasons for

the same should be submitted by the Board, who shall include the same in their report.

V. CSR EXPENDITURE

1. The Board shall be responsible for sanctioning the CSR Expenditure and taking steps to ensure that the amount for the CSR Expenditure is available for application towards the CSR Activities.
2. The Board shall ensure that the CSR Expenditure in a financial year is at least at two per cent of the average Net Profits of the Company made during the three immediately preceding financial years.
3. Any surplus arising out of the CSR Activities shall not form part of the business profit of the Company and may only be re-allocated to the CSR Activities being undertaken in terms of this CSR Policy.
4. In order to count towards CSR Expenditure, CSR Activities must be carried out in India and should not be solely for the benefit of the employees of the Company and their families.
5. Any amounts contributed directly or indirectly to any political party under Section 182 of the Act will not count towards CSR Expenditure or considered a part of CSR Activities.
6. Any amounts expended while undertaking activities in pursuance of normal course of business of a Company or on an item not in conformity or in line with activities set out in Schedule VII of the Act, will not form a part of CSR Expenditure.
7. Board shall ensure that expenditure, if any incurred towards any capacity building exercise internally or of Implementing Agencies through institutions with established track record of at least three financial years, as the case may be, shall not exceed five percent of the CSR Expenditure in one financial year.

VI. CSR ACTIVITIES

1. The Board shall ensure that the CSR Activities that are undertaken by the Company should be within the scope of the following activities:
 - (i) Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation and making available safe drinking water;

- (ii) Promoting education, including special education and employment enhancing vocation skills especially among children, woman, 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, agro forestry, conservation of natural resources and maintaining quality of soil, air and water;
 - (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 arts and handicrafts;
 - (vi) Measures for the benefit of armed forces veterans, war windows and their dependents;
 - (vii) Training to promote rural sports, nationally recognized 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 Government for social-economic development and relief and welfare of the Scheduled Castes, the Scheduled 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 Government;
 - (x) Rural development projects;
 - (xi) slum area development.
 - §[(xii) disaster management, including relief, rehabilitation and reconstruction activities.]
 - (xi)
 - (xii) Contribution to the funds specified in Schedule VII of the Act
 - (xiii) Such other activities as may be specified under the Act or the CSR Rules from time to time.
2. The CSR Activities will be carried out in a manner that the preference is to undertake the CSR Activities in and around the local areas where the Company operates.
 3. In case any of the CSR Activities to be undertaken are anticipated to be long term, then a detailed estimate on the implementation schedule or milestones should be submitted by the Board.
 4. The Board shall approve the following:

- (i) The specific CSR Activities that should be undertaken by the Company from time to time;
- (ii) The amount that should be deployed towards such CSR Activity;
- (iii) Whether the CSR Activities will be undertaken directly by the Company or through an Implementing Agency or in collaboration with any other companies or through contribution to any funds specified in Schedule VII of the Act.

VII. MONITORING PROCESS

1. To ensure that the objectives of CSR Policy are being met in an efficient and effective manner, the utilisation of the amount sanctioned towards CSR Activities should be reported to the Board on an annual basis in such manner as the Board may direct.

VIII. AMENDMENT

1. The Board of the Company may, subject to compliance with applicable law, at any time alter, amend or modify the CSR Policy as it deems fit to comply with the statutory obligation of the Company to undertake the CSR Activities.