TSC INDIA LIMITED

(CIN: U63040PB2003PLC026209)

(FORMERLY KNOWN AS TSC TRAVEL SERVICES LIMITED & TSC TRAVEL SERVICES PRIVATE LIMITED)

POLICY FOR CORPORATE SOCIAL RESPONSIBILITY

Pursuant to Section 135 of the Companies Act, 2013 read with Schedule VII, the Companies (Corporate Social Responsibility Policy) Rules, 2014 and notifications issued by the Ministry of Corporate Affairs from time to time

A. INTRODUCTION

TSC India Limited ("**the Company**") is committed to undertaking Corporate Social Responsibility ("**CSR**") activities in accordance with applicable CSR Regulations.

The Company firmly believes that corporate growth and development must be inclusive, and that every corporate entity has a responsibility to contribute to the betterment of society and the nation at large. TSC is committed to deploying its resources and capabilities towards social upliftment to the fullest extent possible.

B. POLICY OBJECTIVES

For the Company, sustainability means achieving an appropriate balance between economic, environmental and social considerations to arrive at the best available solution and to secure a more sustainable future. In pursuance of this commitment, the Company seeks to integrate sustainability into all its business processes and to treat it as the starting point for identifying new opportunities.

This Policy shall be read in conjunction with Section 135 of the Companies Act, 2013, the Companies (Corporate Social Responsibility Policy) Rules, 2014 ("**CSR Rules**") and such other rules, regulations, circulars and notifications (collectively, "**Regulations**") as may be applicable and as amended from time to time. This Policy will, *inter alia*, provide for the following:

i. establishing a framework for compliance with the Regulations and for dedicating a portion of the Company's profits to social projects;

ii. ensuring that CSR initiatives are implemented in letter and spirit, through appropriate procedures and reporting mechanisms;

iii. creating opportunities for employees to participate in socially responsible activities;

iv. pursuing economic development that has a positive impact on society at large, with a minimal resource footprint; and

v. taking responsibility for the Company's actions and encouraging a positive impact through its activities on hunger, poverty, malnutrition, the environment, communities, stakeholders and society as a whole.

C. DEFINITIONS

For the purposes of this Policy, the following terms shall have the meanings set out below:

Term	Meaning
Act	The Companies Act, 2013, as amended from time to time.
Areas of Interest / Objective	The focus areas identified by the Company for implementing CSR goals, in accordance with the CSR Regulations and as specified in Paragraph E of this Policy read with Schedule VII of the Companies Act, 2013, as amended from time to time.
Board / Board of Directors	The collective body of the Directors of the Company.
Company	TSC India Limited (CIN: U63040PB2003PLC026209).

Term	Meaning
CSR	Corporate Social Responsibility.
CSR Commitment	In respect of any financial year, at least 2% (two percent) of the average net profits of the Company made during the three immediately preceding financial years, or such other minimum contribution as may be prescribed under the CSR Regulations from time to time.
CSR Regulations	Section 135 of the Act (as amended), the Companies (Corporate Social Responsibility Policy) Rules, 2014 (as amended), and the notifications and circulars issued by the Ministry of Corporate Affairs from time to time.
CSR Rules	The Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended from time to time.
Net Profit	Shall have the meaning ascribed to it in the CSR Rules.
Organisations / Implementing Agencies	An entity falling within one of the following categories and holding a unique CSR registration number issued by the Ministry of Corporate Affairs (MCA): i. A company established under Section 8 of the Companies Act, 2013, with Section 12A and Section 80G registrations under the Income Tax Act, 1961, established by the Company (singly or jointly with other companies), or having an established track record of at least three years in undertaking similar activities; ii. A Registered Public Trust with Section 12A and Section 80G registrations under the Income Tax Act, 1961, established by the Company (singly or jointly), or having an established track record of at least three years in undertaking similar activities; iii. A Registered Society with Section 12A and Section 80G registrations under the Income Tax Act, 1961, established by the Company (singly or jointly), or having an established track record of at least three years in undertaking similar activities; iv. A company established under Section 8 of the Companies Act, 2013, or a Registered Trust or Registered Society, established by the Central Government or a State Government; or v. An entity established under an Act of Parliament or a State Legislature.

D. CSR PROJECTS, PROGRAMMES AND ACTIVITIES

The Company undertakes various CSR projects, programmes and activities from time to time and may also contribute towards existing or ongoing CSR projects and programmes. All such projects, programmes and activities shall be undertaken in keeping with the CSR philosophy of the Company and in alignment with the permissible activities under the CSR Regulations. The Company shall have full discretion to undertake, modify, implement or discontinue CSR projects, programmes and activities as it considers appropriate.

E. FOCUS AREAS

The Company may, either independently or in collaboration with other entities, contribute to one or more implementing agencies that are undertaking any of the following activities within the ambit of CSR:

i. **Education:** Promoting education, including special education and vocational skill development, particularly among children, women, the elderly and persons with disabilities, by way of monetary contributions, provision of food, vehicles or technology products.

ii. **Health Care:** Providing healthcare facilities for the physically challenged, setting up sanitation infrastructure in villages, supporting anganwadis with basic amenities, and establishing old age homes, day care centres and other facilities for senior citizens.

iii. **Gender Equality:** Setting up homes and hostels for women and orphans, and undertaking measures to reduce inequalities faced by socially and economically disadvantaged groups.

iv. **Environmental Sustainability:** Promoting environmental sustainability and ecological balance, including protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources, and maintenance of the quality of soil, air and water.

v. **National Heritage:** Protecting national heritage, art and culture, including restoration of buildings and sites of historical importance, setting up of libraries, and promotion and development of traditional arts and handicrafts.

vi. **Rural Development:** Promoting rural sports and supporting digital connectivity for local communities, including through the Government of India's Digital India initiative.

vii. **Science and Technology:** Contributing to incubators or research and development projects in the fields of science, technology, engineering and medicine, funded by the Central Government, a State Government, a Public Sector Undertaking, or any agency of the Central or State Government.

viii. **Others:** Any other projects, programmes and activities falling within the permissible activities prescribed under the CSR Regulations and Schedule VII of the Companies Act, 2013, as amended from time to time.

F. MODE OF CARRYING OUT CSR ACTIVITIES

The Company may carry out CSR activities directly, through implementing agencies, or through a combination of such modes as it considers appropriate. The Company may also collaborate with other companies in undertaking CSR projects, programmes and activities. The Company may engage specialised organisations, including international organisations, for the design, monitoring and evaluation of CSR projects or programmes, and for capacity building of its own personnel.

Where the Company proposes to contribute to the corpus of a trust, society or company, the Board of Directors shall satisfy itself that:

i. the trust, society or company has been created or incorporated exclusively for undertaking CSR activities, or that its corpus is dedicated exclusively to a purpose covered under the CSR Regulations; and

ii. such trust, society or company has an established track record of at least three years in undertaking similar programmes or projects and holds a CSR Registration Number allotted by the Ministry of Corporate Affairs.

G. RESPONSIBILITY OF THE BOARD OF DIRECTORS

The Board of Directors shall be responsible for the following:

i. Approving the CSR Policy and authorising CSR expenditure.

ii. Ensuring that, in each financial year, the Company spends at least 2% of the average net profits of the immediately preceding three financial years on CSR activities, in accordance with this Policy.

iii. Ensuring that CSR activities included in this Policy are duly undertaken by the Company and that such activities fall within the activities specified in Schedule VII of the Act.

iv. Ensuring that the Board's Report includes:
   a. the contents of the CSR Policy;
   b. an annual report on CSR in the prescribed format as notified by the Ministry of Corporate Affairs from time to time; and
   c. reasons for any failure to spend the requisite amount on CSR activities.

v. Ensuring that CSR activities are undertaken directly by the Company or through implementing agencies in accordance with this Policy.

vi. Ensuring the following:
   a. that funds are utilised for approved purposes and that utilisation is certified by the Chief Financial Officer or such other person responsible for the financial management of the Company;
   b. that ongoing CSR projects are monitored against approved timelines and year-wise allocations, and modified as required for smooth implementation within the permissible time period;
   c. that the annual action plan is approved in a timely manner;
   d. that administrative expenses and overheads are monitored and restricted to 5% of the total CSR spend of the Company for the relevant financial year;
   e. that any excess CSR spend in a given year is set off against the mandatory CSR obligation of subsequent years, in accordance with the Regulations; and
   f. that the composition of the CSR Committee (if constituted), along with the CSR Policy and approved CSR projects, are disclosed on the Company's website, if any, for public access.

H. CSR EXPENDITURE

i. The Company may, in each financial year, spend such amounts on CSR activities as the Board of Directors may authorise from time to time, subject to the minimum prescribed under the CSR Regulations.

ii. Any surplus arising out of CSR projects, programmes and activities undertaken by the Company shall not form part of the Company's business profits and shall be deployed for CSR purposes only, in accordance with the CSR Regulations.

iii. Any unspent or excess amount from the CSR budget in a financial year shall be accounted for in accordance with the provisions of the CSR Regulations.

iv. CSR funds may be utilised for the creation or acquisition of a capital asset, which shall be held by:

   a. a company established under Section 8 of the Act, or a Registered Public Trust or Registered Society, having charitable objects and a valid CSR Registration Number; or

   b. beneficiaries of the CSR project, in the form of self-help groups, collectives or other entities; or

   c. a public authority.

I. MONITORING PROCESS

The Board of Directors shall monitor the implementation of CSR programmes, projects and activities in such manner as it considers appropriate. The Board shall also determine the manner in which information, reports and documents are to be submitted by third parties as part of the monitoring process, and shall ensure that a transparent monitoring mechanism is in place at all times.

Where the Company implements CSR activities through implementing agencies, such agencies shall be required to submit progress reports to the Board for its review. The Board shall periodically assess and report on the progress made by the Company in implementing its CSR activities.

J. REPORTING

The Board's Report shall include an annual report on CSR containing the particulars required under the CSR Regulations, along with details of projects, programmes and activities undertaken by the Company in the relevant financial year.

K. EFFECTIVE DATE

This Policy shall come into effect from the date of its approval by the Board of Directors.

L. AMENDMENTS

This Policy may be reviewed and amended by the Board from time to time as may be considered necessary. In the event of any inconsistency between this Policy and the provisions of the Companies Act, 2013 (as amended), the provisions of the Act shall prevail and this Policy shall stand modified to that extent.

For TSC INDIA Limited

Managing Director