

VODAFONE IDEA LIMITED

Corporate Social Responsibility Policy

Introduction

The Company's Corporate Social Responsibility (CSR) Policy is enunciated in accordance the Companies (Corporate Social Responsibility Policy) Rules, 2014 as amended from time to time, framed by the Ministry of Corporate Affairs, Government of India, under Section 135 of the Companies Act 2013.

Our CSR Policy also conforms to the National Guidelines for Responsible Business Conduct released by the Ministry of Corporate Affairs, Government of India.

The Company's CSR Policy has been approved by the Board of the Company and is available on its website.

Our CSR Policy

The mission of our CSR Policy is to bring transformation in the lives of underserved communities through its focus on the themes of Vidya (Education), Swasth (Healthcare, Water & Sanitation), Aamdani (Sustainable Livelihood and Women Empowerment including Agriculture). These themes have potential to bring holistic development in the lives of underserved communities along with equity and access to basic facilities to the society. The Company remains committed to be the most respected company by leveraging technology and purposeful innovation to catalyze social prosperity, digital literacy and inclusivity.

Scope

This CSR Policy encompasses selection, formulation, implementation, monitoring, evaluation, impact assessment and reporting of CSR activities / projects undertaken by the Company. This Policy is in conformity with Section 135 of the Companies Act, 2013 and Rules made thereunder. Any new provision or amendment to Section 135 of the Companies Act, 2013 or Rules made thereunder or any new/amended guidelines shall be construed to be a part of this Policy. Further, such new provisions shall also be appropriately incorporated in the policy.

Guiding principles

Corporate Social Responsibility is the Company's commitment to its stakeholders to conduct business in an economically, socially and environmentally sustainable manner that is transparent, accountable and ethical.

In pursuance of the above objective, the Company shall comply with the Companies Act, 2013 and the Rules framed thereunder and will be guided by CSR Guidelines issued by Ministry of Corporate Affairs from time to time.

Coverage

The geographical coverage of the Company's CSR activities would be spread across India.

This Policy does not cover activities undertaken in pursuance of normal course of business, activities exclusively for benefit of the Company's employees or their families, activities carried out for fulfilment of any other statutory obligations under any law in force in India, activities on sponsorship basis deriving marketing benefits for its products and services or any other activity excluded under the Companies (Corporate Social Responsibility Policy) Rules, 2014 as amended from time to time.

Review of Policy

The Board of Directors of the Company may in their discretion and on recommendation of CSR Committee make any changes/modifications and /or amendments to this Policy from time to time. This Policy will be subject to review after a period of 3 years. During the applicability of this policy, in case of any perceived conflict between Section 135 of the Companies Act, 2013 or Rules made thereunder and this Policy, the former shall prevail in all circumstances.

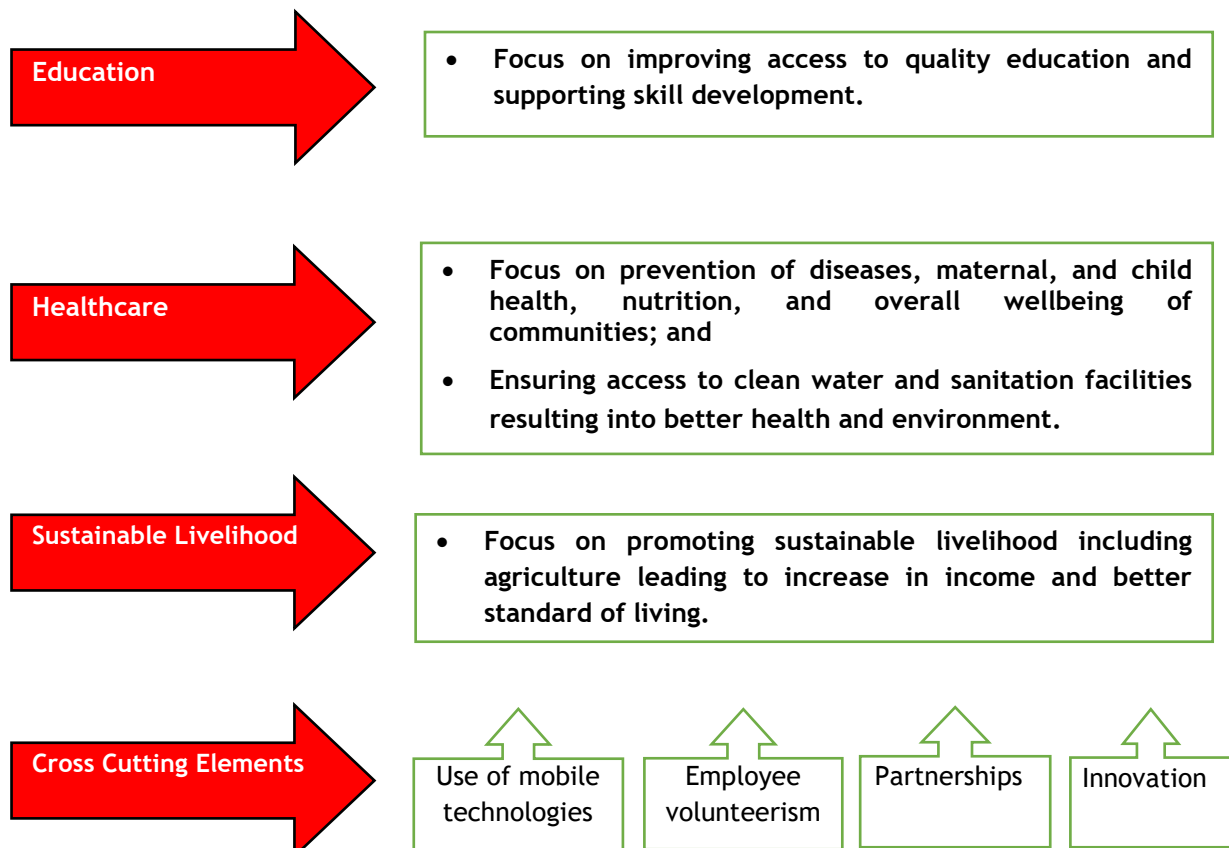
Implementation Process - Identification of Projects

All projects are identified on the basis of the themes and focus areas that have been identified by the Company in line with Schedule VII of the Companies Act, 2013 and in consultation with the community stakeholders in a participatory manner, literally sitting with them and gauging their basic needs and assessing the impact that the projects will have in the lives of the target beneficiaries. Subsequently, based on a consensus and in discussion with the stakeholders, projects are prioritized.

All of our projects /programmes are carried out under the aegis of Vodafone Foundation, a wholly owned subsidiary of the Company and are implemented directly by the Foundation or through implementing agencies, Section 8 Companies, Trusts, Societies etc. in conformity with Section 135 of the Companies Act, 2013 and the Rules framed thereunder.

In all our CSR programmes, we shall encourage innovative use of mobile technologies, employee volunteerism, partnerships and innovations.

Target Beneficiaries: Underserved and under privileged Children, women, men, differently abled, geriatrics and rural communities.



The Company, through its CSR programmes / projects shall support activities in the following domains:

1. Education

- Improving access to quality of education and fostering research and development through creating infrastructure, promoting scholarships, research grants, etc. in schools, colleges and universities.

2. Healthcare, Water & Sanitation

- Reducing child mortality, improving maternal health, combatting and preventing diseases, etc.;
- Utilizing innovative mobile technology solutions to promote healthcare education, raise awareness about road safety, etc. and share information and best practices in the area of health, safety and well-being;
- Ensuring sanitation and access to clean water for domestic use; and
- Promoting hygiene and sanitation, proper waste management, etc.

3. Sustainable Livelihoods

- Empowering women through formation of Self Help Groups;
- Imparting vocational training for specially abled people, socially and economically backward, and other weaker sections of the society;
- Promoting scientific and sustainable agriculture practices and supporting farmers with real time information;
- Ensuring access to water for irrigation/ livelihood; and
- Using mobile technologies to address global challenges of sustainable development and developing innovative mobile solutions with social impact.

Though the CSR activities, 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.

Activities, Setting Measurable Targets with Timeframes and Performance Management

Prior to the commencement of projects, we carry out a baseline study. The study encompasses various relevant parameters such as - health indicators, literacy levels, sustainable livelihood processes, and population data - below the poverty line and above the poverty line, state of infrastructure, etc. From the data generated, a one year plan and a two to three years rolling plans are developed for the holistic and integrated implementation.

These plans are presented to CSR Committee and thereafter to the Board of the Company for its approval.

Implementation of all projects/ programmes is closely monitored every quarter, measured against agreed targets and budgets. Wherever necessary, midcourse corrections are effected/carried out with the approval of the CSR Committee.

Any surplus arising out of the projects/programmes does 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 this 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.

Organizational Mechanism Responsibilities

The Board will 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 will form a CSR Committee and disclose the composition of the CSR Committee, and CSR Policy and Projects approved by the Board on the Company's website for public access. The Board will ensure implementation of the CSR activities and expenditure of requisite amount on CSR every year as per law and disclose reasons for not spending the amount (if applicable) in the Annual Report to the Shareholders of the Company and ensure the treatment of unspent amount is as per Section 135 of the Companies Act, 2013 and the Rules framed thereunder.

The Board will ensure that CSR activities are undertaken by the Company itself or through implementing partner in compliance with Section 135 of the Companies Act, 2013 and Rules framed thereunder from time to time.

The Board will 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 will certify to the effect.

The Board will monitor the implementation of the Ongoing Projects with reference to the approved timelines and year-wise allocation and will make modifications, if required, for smooth implementation of the project within the overall permissible time period.

The Board's Report shall include an Annual Report on CSR containing particulars specified in the Rules framed under Section 135 of the Companies Act.

The Company has a CSR Committee which recommends projects / activities to the Board as presented by the Company management after due review.

All projects/programmes placed before the CSR Committee will specify modalities of execution of such projects/programmes and the implementation schedules. The CSR Committee of the Board of Directors will recommend the budget allocation for CSR programmes and, formulate an annual action plan in pursuance of the Company's CSR Policy for approval from the Board. It will govern and review the CSR activities of the Company from time to time. It will carry a periodical review of the activities and monitor achievements against targets set at the beginning of the year.

A robust implementation structure, monitoring process and a team of professionals is in place at the Company.

The Company takes all actions to comply with Section 135 of the Companies Act, 2013 and the rules framed thereunder.

Budgets

The Budget provision towards CSR initiatives shall be at least two percent of the average net profit of the Company made during the three immediately preceding financial years calculated in terms of Section 198 of the Companies Act, 2013 excluding:

- 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.

A specific budget is allocated for CSR activities. This budget is project/programme driven.

Administrative overheads will not exceed five percent of total CSR expenditure of the Company for a financial year.

Impact assessment amount booked under CSR will not exceed five percent of the total CSR expenditure for that financial year or Rs. 50 Lakh , whichever is less.

Any amount which may remain unspent or is spent in excess of requirement amount out of the CSR budget will be treated as per the provision of the Companies Act and Rules as may be notified by Ministry of Corporate Affairs from time to time.

Any surplus funds arising out of the CSR activities shall not form part of the business profit of a 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.

Any amount spent in 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:

- i. the excess amount available for set off will not include the surplus funds arising out of the CSR activities; and
- ii. the Board of the Company will pass a resolution to that effect.

The CSR amount may be spent by the Company for creation or acquisition of a capital asset, which will be held by:

- a) Implementing partner being a company established under Section 8 of the Act, or a Registered Public Trust or Registered Society, having charitable objects and registered with the Central Government;
- b) Beneficiary group/organization; or
- c) A public authority.

CSR Annual Action Plan

The CSR Annual Action Plan of the Company shall include the following:

- a) the list of CSR projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Act;
- b) the manner of execution of such projects or programmes;
- c) the modalities of utilisation of funds and implementation schedules for the projects or programmes;
- d) monitoring and reporting mechanism for the projects or programmes; and
- e) details of need and impact assessment, if any, for the projects undertaken by the Company.

The CSR Committee shall formulate the Annual Action Plan and recommend to the Board of Directors. The Board of Directors may alter such plan at any time during the financial year, as per the recommendation of the CSR Committee, based on the reasonable justification to that effect.

Impact Assessment of CSR Projects

The Company shall undertake impact assessment of its CSR projects through an independent agency as per the provisions of the Companies Act, 2013 and rules framed thereunder.

The impact assessment reports shall be placed before the Board and shall be annexed to the Annual Report on CSR.

Information Dissemination

The Company's engagement in this domain is disseminated on its website, Annual Reports, in-house communications and through the media. The Company shall disclose the composition of CSR Committee, CSR Policy and projects approved by the Board on the website of the Company.

Management Commitment

Our Board of Directors, our Management and all of our employees subscribe to the philosophy of compassionate care. We believe and act on an ethos of generosity and compassion, characterized by a willingness to build a society that works for everyone. This is the cornerstone of our CSR Policy.
