



## CORPORATE SOCIAL RESPONSIBILITY POLICY

### **Trent Vision:**

Touch lives across choice markets with a portfolio of fashion & lifestyle brands

### **Trent Mission:**

Build brands that are fresh, responsible and bring joy to all

### **Objective:**

Trent Limited outlines its Corporate Social Responsibility (CSR) policy that integrates economic progress and social commitment. It aspires to always fuse its business values, cultural pillars and operating principles to exceed the expectations of our customers, employees, partners, investors, communities and the wider society.

Our core values form an integral part of our CSR programmes and aim towards responsibly improving the quality of life of our stakeholders.

**Tata group Core Purpose:** To improve the quality of life of the communities we serve through long term stakeholder value creation.

It may be noted that the policy is aligned under the following guidelines:

- ❖ The requirements of Section 135 of the Companies Act, 2013 (Act) and the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended from time to time (CSR Rules)
- ❖ Schedule VII of the Act
- ❖ In coherence with the overall long-term Tata group CSR strategy and values

### **Scope:**

This policy comprises guidelines adopted by Trent's Board of Directors and the CSR and Sustainability committee for selection, implementation and monitoring of CSR initiatives. This policy applies to Trent and its employees.

In case of any inconsistency in the CSR policy and the Act read with the CSR Rules, the provisions of the Act and the CSR Rules would prevail.

**Definition:**

“Administrative overheads” means the expenses incurred by the company for ‘general management and administration’ of CSR functions in the Company but shall not include the expenses directly incurred for the designing, implementation, monitoring, and evaluation of a particular CSR project or programme.

“Corporate Social Responsibility” means the activities undertaken by the Company in pursuance of its statutory obligation laid down in section 135 of the Act in accordance with the provisions contained in the CSR Rules.

“CSR project” would be defined as the activities designed to:

- ❖ Serve – society, local and national goals in all the locations where we operate;
- ❖ Create a significant and sustained impact on communities affected by our businesses;
- ❖ Provide opportunities for Trent employees to contribute to these efforts through volunteering

“Ongoing Project” means a multi-year project undertaken by the Company in fulfilment of its CSR obligation having timelines not exceeding three years excluding the financial year in which it was commenced and shall include such project that was initially not approved as a multi-year project but whose duration has been extended beyond one year by the board based on reasonable justification.

**Objective:**

Under the framework of this Policy, the sectors and issues focused by the Company shall fall under the purview of activities specified in the Schedule VII of the Act and those approved by the CSR and Sustainability Committee and the Board.

The Policy also considers abiding and aligning its focus areas as per the guidelines mentioned under the Affirmative Action Initiative, commonly referred to within the Tata group as TAAP (Tata Affirmative Action Programme). The focus areas are Education, Entrepreneurship, Employability, Essential Enablers and other key allied social initiatives with an aim to improve the quality of life of those we are associated with.

***\*NOTE- TATA Affirmative Action Program (TAAP) is focused on reducing inequalities faced by socially backward groups (Ref. Sr. No. iii of Schedule VII of the Act).***

Strengthening the CSR work on Project Aalingana (by Tata group) for reducing causes and effects of climate change will remain a focus. The CSR initiatives will reflect this focus through Trent’s ESG focus and the Sustainable Development Goals (SDGs) lens.

New partnerships with other Tata companies, industry bodies, academia and the government, will be forged for achieving better synergies and scale.

The Company’s CSR activities will interalia, focus on the following thrust areas:

❖ Education	❖ Employability (Skilling/Livelihood)
❖ Environment including Biodiversity	❖ Entrepreneurship
❖ Essential Enablers like Health and Nutrition, Sports for development etc.	

Trent in accordance with Tata Group's Disaster Risk Reduction (DRR) guidelines will appropriately participate in ONE Tata Response, the Group's collective response to disasters.

**Geographies and target communities:**

We aim to focus the Company's CSR activities on geographies in proximity to our Distribution Centers and stores. The specific locations will be determined for each project basis need.

While we will ensure that all communities benefit from our CSR activities, we would focus on those groups that are socially and economically marginalized. These would include underprivileged youth (men and women), socially and economically backward groups (covered by the Tata Affirmative Action Programme), people from low-income groups, people with disability, and disaster affected communities.

**CSR expenditure:**

The Company shall spend, in every financial year, at least two percent of the average net profits of the Company made during the three immediately preceding financial years in pursuance of the CSR Policy.

The Board shall ensure that the administrative overheads shall not exceed five percent of total CSR expenditure of the company for the financial year.

Any surpluses arising out of CSR projects or programmes or activities shall not form a part of the business profits 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 transfer such surplus amount to a Fund specified in Schedule VII, within a period of six months of the expiry of the financial year.

Any amount remaining unspent, under any ongoing project, fulfilling such conditions as may be prescribed, undertaken by the company in pursuance of its Corporate Social Responsibility Policy, shall be transferred by the company within a period of thirty days from the end of the financial year to a special account to be opened by the company in that behalf for that financial year in any scheduled bank to be called the Unspent Corporate Social Responsibility Account, and such amount shall be spent by the company in pursuance of its obligation towards the Corporate Social Responsibility Policy within a period of three financial years from the date of such transfer, failing which, the company shall transfer the same to a Fund specified in Schedule VII, within a period of thirty days from the date of completion of the third financial year.

The CSR amount may be spent by a company for 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 CSR Registration Number as per the CSR Rules; or
- (b) beneficiaries of the said CSR project, in the form of self-help groups, collectives, entities; or
- (c) a public authority

**Implementing mechanisms:**

The Board shall ensure that the CSR activities are undertaken by the Company itself or through -

- (a) a company established under section 8 of the Act, or a registered public trust or a registered society, exempted under sub-clauses (iv), (v), (vi) or (via) of clause (23C) of section 10 or registered under section 12A and approved under 80 G of the Income Tax Act, 1961 (43 of 1961), established by the Company, either singly or along with any other company, or
- (b) a company established under section 8 of the Act or a registered trust or a registered society, established by the Central Government or State Government; or
- (c) any entity established under an Act of Parliament or a State legislature; or
- (d) a company established under section 8 of the Act, or a registered public trust or a registered society, exempted under sub-clauses (iv), (v), (vi) or (via) of clause (23C) of section 10 or registered under section 12A and approved under 80G of the Income Tax Act, 1961, and having an established track record of at least three years in undertaking similar activities.

The Company may also collaborate with other companies or foundations for undertaking projects or programmes or CSR activities in such a manner that the CSR committees of respective companies are in a position to report separately on such projects or programmes in accordance with the CSR Rules.

**Monitoring mechanism:**

Each of our CSR projects and programmes would have clearly defined output, outcome and process indicators which will have to be reported at specified frequencies, which will be at least six-monthly reports. In case of the company having an average CSR obligation of ten crore rupees or more in pursuance of sub-section (5) of section 135 of the Act, in the three immediately preceding financial years, shall 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.

All projects and programmes will be monitored by the Company CSR team. The monitoring process will cover both programme and financial reviews. The CSR and Sustainability Committee will receive quarterly progress reports of all CSR activities of the Company.

The Board of Directors shall satisfy itself that the funds so disbursed have been utilised for the purposes and in the manner as approved by it and the Chief Financial Officer or the person responsible for financial management shall certify to the effect.

In case of ongoing project, the Board of Directors shall monitor the implementation of the project with reference to the approved timelines and year-wise allocation and shall be competent to make modifications, if any, for smooth implementation of the project within the overall permissible time period.

**Reporting:**

Trent believes transparent reporting on sustainability and CSR is a cornerstone of corporate citizenship. As a practice, the company shall publish disclosures (including details on fund utilisation, unspent funds, set off amounts and impact assessment of projects or programs) in the Annual Report of the Company in accordance with the requirements of the Act and the CSR Rules. Salient details of the CSR projects to be implemented by the Company shall be published on the Company's website. The impact assessment reports shall be annexed to the annual report on CSR.

**Terms of reference of the CSR and Sustainability Committee in relation to CSR activities:**

The CSR and Sustainability Committee shall:

- ❖ Formulate and recommend a CSR policy to the Board, indicating the activities to be undertaken by the Company in areas or subjects specified in Schedule VII of the Act;
- ❖ Recommend the amount of expenditure to be incurred on the activities indicated in the policy;
- ❖ Monitor the CSR policy regularly;
- ❖ Oversee the Company's conduct with regard to its corporate and societal obligations and its reputation as a responsible corporate citizen;
- ❖ Oversee activities impacting the quality of life of various stakeholders;
- ❖ Formulate and recommend to the Board, an annual action plan in pursuance of the CSR policy, which shall include the following, namely:-
  - (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 CompanyProvided that Board may alter such plan at any time during the financial year, as per the recommendation of the CSR and Sustainability Committee, based on the reasonable justification to that effect.

The CSR and Sustainability Committee shall meet at least four times in the financial year.

**Composition of the CSR and Sustainability Committee:**

The CSR and Sustainability Committee is constituted in accordance with the requirements of the Act. This CSR Policy, details of the composition of the CSR and Sustainability Committee and projects approved by the Board shall be hosted on the Company's website.

**Amendments to this Policy:**

This Policy shall be modified from time to time, to be compliant with any statutory requirements and/or operational changes. Such amendments to the Policy will be carried out in consultation with the CSR and Sustainability Committee and the Board as and when required.

Approved on 4<sup>th</sup> November 2014  
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