

**CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY  
OF  
TIMARPUR-OKHLA WASTE MANAGEMENT COMPANY LIMITED (“TOWMCL”)**

**A. POLICY OBJECTIVE**

Corporate Social Responsibility is strongly connected with the principles of Sustainability; an organization should make decisions based not only on financial factors but also on the social and environmental consequences. Therefore, it is the core corporate responsibility of **TOWMCL** to practice its corporate values through its commitment to grow in a socially and environmentally responsible way, while meeting the interests of its stakeholders.

**TOWMCL** recognizes that its business activities have a wide impact on the societies in which it operates, and therefore an effective practice is required giving due consideration to the interests of its stakeholders.

The Company endeavors to make CSR a key business process for sustainable development. **TOWMCL** is responsible to continuously enhance shareholders' wealth; it is also committed to its other stakeholders to conduct its business in an accountable manner that creates a sustained positive impact on society. Our Company is committed towards aligning with nature and has adopted eco-friendly practices. As a corporate entity, the company is committed towards sustainability. Ongoing dialogues with shareholders provide a valuable approach with an objective that each business decision takes into account its social and environmental impacts and plans.

This Corporate Social Responsibility Policy (“the CSR Policy”) has been framed by Timarpur-Okhla Waste Management Company Limited (“**TOWMCL**”) in accordance with Section 135, Schedule VII of the Companies Act, 2013 and CSR Rules issued by the Ministry of Corporate Affairs.

**B. THE PHILOSOPHY**

All CSR activities shall be driven by the core value of Inclusion. **TOWMCL** shall ensure that all developmental activities/ initiatives undertaken are accessible to the most marginalized segments such as children, women, the elderly, and those with disabilities. This would reflect particularly in the field of education, healthcare, sanitation, community welfare, skill development, employment generation, infrastructure development, promotion of national heritage & culture, etc.

**C. SCOPE OF CSR ACTIVITIES**

In line with the broad object and philosophy as defined above, the Company would have freedom and flexibility to choose from any of the activities specified in **Annexure I**. The CSR projects and programs to be undertaken by the Company shall include activities falling within the preview of Schedule VII of Companies Act, 2013; as amended from time to time. Thus, with any change in the statutory provisions governing the activities, the **Annexure I** shall be deemed to include/exclude such activities as permissible under law at that point in time.

The list and implementation modalities may be modified from time to time, as per recommendations of the CSR Committee of the Company. The surplus, if any, arising out of CSR initiatives of the Company shall not form part of its business profits and shall be utilized for CSR activities only.

**D. CSR IMPLEMENTATION**

The CSR Committee will be responsible for overseeing the approval, execution, implementation, and monitoring of the project. These programs will be executed by the Company and where appropriate in partnership with local government, various NGO partners, Trusts, service providers, and others.

In case the Company undertakes to carry any of the projects through any trust, society or company not established by the Company or its holding or subsidiary or associate company, the CSR Committee shall ensure that such trust, society or company has an established track record of three years in undertaking similar programs or projects and is eligible to undertake the projects under Section 135 of the Companies Act, 2013.



## **E. CSR BUDGET**

The CSR Committee under the supervision of the Board shall ensure that the Company spends in each Financial Year (FY), at least two percent of the average net profit (calculated as per Section 198 of the Companies Act, 2013) made during the three immediately preceding FYs (CSR Budget).

If the Company is unable to spend the prescribed 2% of its average net profit as mentioned above, the committee will review the reasons for the same and place the same with justification to the Board.

The Company will report reasons for not spending the entire Budget outlay for CSR allocated in any financial year. The unutilized fund would remain part of the corpus and get carried forward for the next year for expenditure thereon. The Company has to provide a reason for not spending such amount in that financial year. Further, it will not dilute the fund allocation requirement for such the next financial year.

To comply with the obligations, the CSR Committee may also decide to contribute an amount of CSR Budget, either wholly or partially towards Corpus of any foundation provided under Schedule VII (as amended from time to time) as may be approved by the Board.

## **F. TARGETS AND PERFORMANCE MEASURES**

To ensure effective implementation, the Committee will set measurable targets for each CSR project and Fund for such projects.

## **G. MONITORING ACTIVITIES**

The CSR Projects shall be monitored at various levels as follows:

### ▪ At Board Level:

The Board shall review, once in a year, the CSR initiatives of the Company including the amount spent thereon.

### ▪ At CSR Committee Level:

The CSR Committee shall carry out the following functions:-

- Identify the projects/activities to be undertaken by the Company for CSR;
- Recommend to the Board CSR Activities to be undertaken along with a detailed plan;
- Modalities of execution, monitoring process and amount to be incurred on such activities;
- Monitor the utilization of funds towards approved CSR Activities;
- Evaluate actual CSR performance and impact such activities are making on the people
- Society and environment; and
- Corrective measures to be taken to rectify deviations (if any); and
- Such other functions as may be delegated by the Board from time to time.

The members of the CSR committee (and specifically the Committee Chairman) may also take the following activities, whenever it deems necessary for effective discharge of its responsibilities:

- Field visits to Project / Programme sites;
- Interaction with beneficiary communities to obtain feedback;

## **REVIEW OF POLICY**

The CSR Policy will be reviewed periodically by the CSR Committee of the Company.

## **H. DOCUMENTATION, REPORTING, AND DISCLOSURES**

As part of compliance to the Act, and in preparation of the Annual CSR Report as per Reporting Format, Chairman of the CSR Committee will ensure the following:



1. All CSR Projects / Programme are comprehensively documented
2. Accountability is fixed at every level of the CSR process and the implementation apparatus

#### **I. DISCLOSURE IN THE ANNUAL REPORT OF THE COMPANY**

The details about the policy developed and implemented by the Company on corporate social responsibility, initiatives taken during the year, and details of CSR spent during the financial year shall be disclosed in the Annual Report of the Company.

This policy shall be subject to amendments under the Companies Act 2013 or any other applicable law or regulation.

#### **J. THE TERMS OF REFERENCE OF THE CSR COMMITTEE, WHICH ARE AS FOLLOWS:**

- (i) 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;
- (ii) Recommend the amount of expenditure to be incurred on the activities referred to in point (i) above;
- (iii) Monitor the Corporate Social Responsibility Policy of the Company from time to time.

#### Working Procedure of Corporate Social Responsibility Committee:

In accordance with Section 135 of the Companies Act, 2013, applicable rules thereto and applicable Secretarial Standards, the following working procedure is adopted by the Corporate Social Responsibility Committee:

##### a) Constitution of the Committee

- The Board of Directors shall constitute the CSR Committee
- The Committee shall comprise of at least three directors out of which one director shall be an independent director if appointed by the board

##### b) Quorum:

- Two members either personally present or through Electronic mode.
- Electronic mode shall be counted for quorum strictly as per the provisions of prescribed under Companies Act, 2013.
- The quorum shall be present throughout the meeting.
- Where a member is interested in a particular item, he/she shall not be present (physically or through Electronic Mode), during the discussion and shall not vote on such item.

##### c) Chairman:

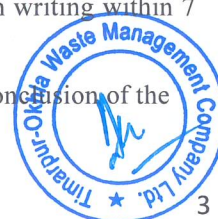
- The Chairman of this Committee shall be elected by the Committee.

##### d) Frequency of the meeting:

- As and when required

##### e) Minutes of the Meeting:

- Draft minutes of the CSR Committee Meeting shall be duly circulated within 15 days from the conclusion of the meeting to the members of the Committee for their comments.
- The Members, whether present or not shall communicate their comments, if any, in writing within 7 days from the date of circulation of draft minutes.
- Minutes shall be entered in the Minutes Book within 30 days from the date of the conclusion of the



meeting.

- Minutes of the meeting shall be signed and dated by the Chairman of the Meeting or by the Chairman of the next meeting.
- A signed copy of the minutes shall be circulated to all the members within 15 days after the minutes are signed duly certified by Company Secretary.

f) Company Secretary of the Committee:

- Company Secretary of the Company shall act as a Company Secretary of the Committee.

g) Attendance at the General Meeting:

- The Chairman of the CSR Committee may participate in the Annual General Meeting of the Company and in his absence, can authorize anyone to participate

h) Passing of resolution by Circulation:

- The Committee, in case of urgent business, may pass the resolution by circulation. Only that business can be transacted through circulation which is not restricted as per Companies Act, 2013, and other applicable laws and standards as prescribed by the regulatory authorities. Applicable rules shall apply

i) Other points:

- The Committee shall adhere to all applicable acts, laws, regulations, and standards as prescribed by the regulatory authorities.
- In case of ambiguity or clarification, the Company should refer to applicable Secretarial standards, provisions of Companies Act, 2013 and Articles of Association of the Company.
- In case of any amendments or modifications in any of the applicable laws, regulations the working procedure shall stand modified from time to time.



## Annexure I

### List of CSR Activities falling within the purview of Schedule VII of the Act and which the Company may undertake on related lines:

Activities relating to:

- (i) eradicating hunger, poverty, and malnutrition, promoting health care including preventive health care and sanitation including contribution to the Swach 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, daycare centers 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 the 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 arts and handicrafts;
- (vi) measures for the benefit of armed forces veterans, war widows, 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 socio-economic development and relief and welfare of the scheduled 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 Government;
- (x) rural development projects;
- (xi) slum area development/re-development;

Explanation.— For the purposes of this item, the term ‘slum area’ shall mean any area declared as such by the Central Government or any State Government or any other competent authority under any law for the time being in force.”

- (xii) Providing facilities such as furniture, equipment, etc. to schools and other institutions such as old age homes, daycare centers.
- (xiii) social projects and programs/projects that benefit society;
- (xiv) Any other activities in relation to the above and all other activities which form part of CSR as per Schedule VII of the Companies Act, 2013 (the “Act”) and rules made thereto, as amended from time to time. (Collectively referred to as “CSR Activities”)

(This document was approved by the Board of Directors at its Meeting held on August 08, 2023)

