



HYDERABAD MSW ENERGY SOLUTIONS PRIVATE LIMITED Corporate Social Responsibility Policy & Guidelines

1. CONCEPT

1.1 Objective & Scope

At Hyderabad MSW Energy Solutions Private Limited, (*hereinafter referred as "The Company"*), Corporate Social Responsibility (CSR) is an integral, self-regulating mechanism through which the business monitors and safeguards its active compliance with global norms and ethical standards. The goal of the Company is to embrace responsibility for its actions and do all that it takes to make a positive impact on the communities, employees, consumers, stakeholders and the public at large.

The main object of the CSR Policy is to lay down guidelines for the Company to make CSR as one of the key focus areas to adhere to.

This Policy covers current as well as proposed CSR activities to be undertaken by the Company and examining their alignment with Schedule VII of the Companies Act, 2013 (Act), as amended from time to time. It covers the CSR activities which are being carried out in India only and includes strategy that defines plans for future CSR activities.

1.2 Vision Statement

To focus on equitable, sustainable and accessible development opportunities for the communities we serve.

1.3 Area to be focused

To work in the areas listed in Schedule VII of the Companies Act, 2013, specifically focusing on Women empowerment, Rural Development, Education and Health through sustainable models.

1.4 Modalities of Execution of CSR activities

CSR activities shall be implemented by the Company either directly or through a Trust or Societies or in association with companies incorporated under Section 8 of the Companies Act, 2013 with proven track record and excellence.

CSR initiatives shall be implemented in project mode with clearly defined objectives, allocation of resources and time line. While executing CSR Projects / programmes / activities utmost care should be taken by the CSR Committee to ensure active involvement of community/beneficiaries in planning, implementation and monitoring. Any surplus arising out of the fund allocated for CSR activity shall not be the part of the business profit of the Company and shall be treated in compliance with the provisions of the Companies Act, 2013 (including any statutory amendment/ modification/ re-enactment thereof).

2. GOVERNANCE

Pursuant to the provisions of Section 135 of the Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amendments thereto, the Board of Directors shall constitute the Corporate Social Responsibility (CSR) Committee, if applicable. The Members of CSR Committee, which shall be appointed by the Board of Directors of the Company must consist of at least three Directors (one of whom shall be Independent Director, if any). In case the Company is not required to appoint an independent director under Section 149, it shall have in its Corporate Social Responsibility Committee two or more directors.

The period during which the formation of the Committee is not mandatory pursuant to the provisions of the Companies Act, 2013, the functions of CSR Committee shall, be discharged by the Board of Directors of the Company.

2.1 Organization structure for governance

2.1.1 Board of Directors shall

- Form CSR Committee, when applicable
- Consider and Approve the CSR Policy recommended by CSR Committee.
- Approve CSR Plan on annual basis.
- Ensure spending of allocated funds
- Monitor and Disclose reasons for non-utilization of funds, if any.
- Take decision for treatment of un-spent amount as per the provisions of Act.

2.1.2 CSR Committee

Powers of Committee

- Formulate CSR Policy and recommend the same to the Board of Directors of the Company for approval
- Undertake CSR activities as stated under Schedule VII of the Act
- Approve to undertake CSR activities in collaboration with other Companies/firms/NGOs etc. and to separately report the same in accordance with the CSR Rules
- Recommend the CSR Budget
- Spend the allocated CSR amount on the CSR activities once it is approved by the Board of Directors of the Company in accordance with the Act and the CSR Rules
- Create transparent monitoring mechanism for implementation of CSR Initiatives in India
- Submit the Reports to the Board in respect of the CSR activities undertaken by the Company
- Monitor CSR Policy from time to time
- Monitor activities/charter of authorized officers, who are authorized to ensure that the CSR activities of the Company are implemented effectively
- Authorize executives of the Company to attend the CSR Committee Meetings

Frequency of Meetings

The CSR Committee after its constitution shall meet at least once in a year. Members of the CSR Committee can agree upon mutually regarding time and place for the said meetings. Quorum for the meeting should be two members. The Members of the Committee may participate in the meeting either in person or through video conferencing or other audio visual means in accordance with the provisions of the Companies Act, 2013 and rules made there under from

time to time. Minutes of the CSR Committee shall be placed before the ensuing Board Meeting for noting.

3. BUDGET & RESOURCES FOR CSR

A specific project driven budget shall be allocated for CSR activities.

Provision for allocation of annual CSR Budget will be made towards the thrust areas identified on year on year basis.

4. AUTHORISATION AND DELEGATION

The expenditure to be incurred for CSR activities/programmes/projects will be recommended by CSR Committee (or Board until the Committee is formed) for approval of the Board. The following shall be the process of authority:

- Board of Directors shall approve the CSR Budget
- CSR Committee/Board may authorize one of its members (with the power to sub-delegate such authorization) to execute the projects as per the approved budget.
- Such authorized member may sub-delegate and authorize any other officer of the Company as he may deem fit, for administrative convenience and smooth operations, in consultation with the Committee/ the Board.

5. IDENTIFICATION OF PRIORITY AREAS

5.1 Priority Areas

- Women Empowerment
- Education
- Health Care
- Eradicating hunger, poverty and malnutrition
- Setting up drinking water facility.

The Policy shall be open to accommodate any activities as defined in Schedule VII of the Companies Act, 2013, as and when required.

5.2 Disqualifying Activities of CSR

- Projects and programmes that are implemented by the Company for employees and their families.
- Any amount directly or indirectly contributed towards any political party under Section 182 of the Act shall not be considered as CSR Spend.
- Any other activities which are not considered as CSR activities under the Act and relevant Rules.

6. MONITORING MECHANISM FOR CSR PROJECTS/PROGRAMMES

It shall be monitored at following levels:

6.1 Board Level

- Board members will review CSR Projects based on their output and impact

6.2 CSR Committee Level

- Committee will hold a meeting on yearly basis to review and monitor the progress of various CSR Projects
- Committee members shall ensure that the expenditure incurred towards projects/activities as per the approved CSR Policy
- Committee shall ensure activities planned and executed in line with list activities

7. PUBLICATION OF CSR POLICY

The CSR Policy should be placed on the website of the Company (if any), the mission, vision, details of committees and activities undertaken during the financial year should form part of the annexure to Board's report as per the format or provision of Companies Act,2013 and rules made thereunder.

8. ANNUAL CSR PLAN

The Committee, if applicable shall formulate & recommend an Annual CSR Plan to the Board for approval every year.

The Annual CSR plan shall include the following;

- a) The list of CSR projects or programs 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 programs.
- c) The modalities of utilization of funds and implementation schedules for the projects or programs.
- d) Monitoring and reporting mechanism for the projects or programs.
- e) The details of need and impact assessment, if any, for the projects undertaken by the company.

The Board of the company may alter the plan at any time during the financial year, as per the recommendation of the CSR committee, if applicable based on the reasonable justification to that effect

9. POLICY REVIEW & AMENDMENTS

The Committee, when applicable shall review its CSR Policy from time to time and make suitable changes as may be required and place the same before the Board of Directors for their approval.