

CORPORATE SOCIAL RESPONSIBILITY POLICY

1. CORPORATE SOCIAL RESPONSIBILITY (CSR) PHILOSOPHY

Social and environmental responsibility has always been at the forefront of Texmaco Rail & Engineering Limited ('Texrail') operating philosophy and as a result the Company consistently contributes to socially responsible activities. As a responsible corporate citizen, we try to contribute for social and environmental causes on a regular basis. We believe that to succeed, an organization must maintain highest standards of corporate behaviour towards its employees, consumers and societies in which it operates. We are of the opinion that CSR underlines the objective of bringing about a difference and adding value in our stakeholders' lives.

The Company's Corporate Social Responsibility Policy is rooted in the Company's core values of quality, reliability and trust guided by international standards and best practices, and driven by our aspiration for excellence in the overall performance of our business.

2. CSR VISION STATEMENT AND OBJECTIVE

- (a) Develop meaningful and effective strategies for engaging with all stakeholders;
- (b) Consult with local communities to identify effective and culturally appropriate development goals;
- (c) Partner with credible organizations like trusts, foundations etc. including non-government organizations;
- (d) Check and prevent pollution; recycle, manage and reduce waste, manage natural resources in a sustainable manner;
- (e) Ensure efficient use of energy and environment friendly technologies;
- (f) In alignment with vision of the Company, the Company, through its CSR initiatives, will create value in the society and in the community in which it operates, through its services, conduct & initiatives, so as to promote sustained growth for the society and community.

3. CONSTITUTION OF CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

- 3.1. The Corporate Social Responsibility Committee shall consist of three or more Directors amongst which one shall be an Independent Director.
- 3.2. The Committee shall hold meeting as and when required, to discuss various issues on implementation of the CSR Policy of the Company.

3.3. The sitting Fees for attending the meeting shall be determined from time to time by the Board of Directors.

3.4. The Committee shall:-

3.4.1. 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 of the Companies Act, 2013.

3.4.2. Recommend the amount of expenditure to be incurred on the activities as mentioned in the Schedule VII of the Companies Act, 2013 or any modification(s) made therein from time to time in a Financial Year.

3.4.3. Monitor the Corporate Social Responsibility Policy of the Company from time to time.

3.4.4. Any other matter as may be considered expedient by the Members in furtherance of and to comply with the CSR Policy of the Company.

3.5. The Board of Directors shall ensure that the Company spends at least 2% of the average net profits of the Company made during the three immediately preceding financial years in pursuance of its CSR Policy.

4. FUNDING & ALLOCATION

4.1 For achieving CSR objectives through implantation of meaningful & sustainable CSR programmes, the Company will allocate 2% of its average net profits made during the three immediately preceding Financial Years.

4.2. CSR expenditure shall include all expenditure including contribution to corpus, for projects or programs relating to CSR activities approved by the Board on the recommendation of its CSR Committee, but does not include any expenditure on an item not in conformity with the CSR Policy.

5. PLANNING & IMPLEMENTATION

5.1 The Company shall identify any one or more of the following areas for its CSR spending:

5.1.1. Eradication of hunger and poverty;

5.1.2. Promotion of education;

5.1.3. Promotion of gender equality and empowerment of women;

5.1.4. Reducing child mortality and improving maternal health;

5.1.5. Combating human immunodeficiency virus, acquired immune deficiency syndrome, malaria and other diseases;

5.1.6. Ensuring environmental sustainability;

5.1.7. Employment enhancing vocational skills;

5.1.8. Social business projects;

5.1.9. Contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government or State Governments for socio-economic development and relief and funds for the welfare of the Schedule Castes, the Scheduled Tribes, other backward classes, minorities and women.

5.2. The CSR projects or programs or activities undertaken by the Company in India only shall amount to CSR expenditure in accordance with the provisions of Section 135(5) of the Companies Act, 2013.

5.3. The activity / list of activities identified by the Company from time to time from the above items shall form part of this CSR Policy. Since this is the first year of formal CSR activity to undertaken by the Company under the provisions of the Companies Act, 2013, the specific modalities of execution of CSR Project / Program and its implementation scheduled is being developed by the Committee for recommending to the Board of Directors.

5.4. Preference shall be given to local area and areas around the Company for spending the amount earmarked for CSR.

5.5. The Board of the Company may decide to undertake its CSR activities recommended by the CSR Committee, through a registered Trust or a registered society or a Company established by the Company under Section 8 of the Companies Act, 2013. Provided that –

5.5.1. If such trust, society or company is not established by the Company or its holding or subsidiary or associate Company, it shall have an established track record of three years in undertaking similar programs or projects;

5.5.2. The Company shall specify the project or programs to be undertaken through these entities, modalities of utilization of funds on such projects and programmes and the monitoring and reporting mechanism.

5.6. The Company shall build CSR capacities of their own personnel as well as their implementing agencies through Institutions with established track records of at least three Financial Years but such expenditure shall not exceed 5% of total CSR expenditure of the Company in a Financial Year.