

CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY

1. SHORT TITLE AND APPLICABILITY:

1.1 This policy, which encompasses the philosophy of **TCG Urban Infrastructure Holdings Private Limited** (“**Company**”) for delineating its responsibility as a corporate citizen and lays down the guidelines and mechanism for undertaking socially useful programmes for welfare and sustainable development of the community at large, is titled as the ‘**CSR Policy**’.

1.2 This policy shall apply to all corporate social responsibility (“**CSR**”) initiatives and activities to be undertaken by the Company.

1.3 This CSR Policy shall operate as the corporate social responsibility policy of the Company for the purposes of Section 135 of the Companies Act, 2013 and the rules made thereunder.

2. VISION AND OBJECTIVE:

2.1 In alignment with vision of the Company, the Company, through its CSR initiatives, will serve the society by undertaking CSR projects / programs and proactively responding to the needs of the community preferably in the economic proximity of the Company’s operations.

2.2 The objective of the CSR Policy is to:

Lay down the guidelines and mechanism for undertaking socially useful programmes for welfare and sustainable development of the community at large.

3. CSR PROJECTS / PROGRAMES:

3.1 The Company proposes to serve the society by undertaking CSR projects / programs and proactively responding to the needs of the community preferably in the economic proximity of the Company’s operations.

3.2 The Company proposes to adopt one or more of the following CSR projects / programmes / activities as prescribed by applicable laws, including Schedule VII of the Companies Act, 2013, as amended from time to time:

- eradicating hunger, poverty and malnutrition, promoting health care (including preventive health care) and sanitation and making available safe drinking water;
- promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects;
- 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 Castes, the Scheduled Tribes, other backward classes, minorities and women;

3.3 The CSR activities shall be undertaken within the territory of the Republic of India.

4. CSR COMMITTEE:

4.1 The CSR policy and programs shall be implemented, managed and supervised by the CSR committee appointed by the Board of Directors of the Company (“**CSR Committee**”).

4.2 The CSR Committee shall comprise at least of such number of directors as is mandatorily required by applicable laws.

4.3 The CSR Committee of the Company shall comprise of three or more Directors, of which at least one should be an Independent Director (if applicable as per law).

Provided that where a company is not required to appoint an independent director, it shall have in its Corporate Social Responsibility Committee two or more Directors.

5. ROLES AND RESPONSIBILITIES OF THE CSR COMMITTEE:

The CSR Committee shall:

5.1 Decide the CSR Projects or Programs to be taken up by the Company either directly or through registered trust or registered society or a Company established by the Company or its holding or subsidiary of associate Company under Section 8 of the Act or otherwise.

5.2 Place before the Board the CSR projects or programs proposed to be taken up by the Company for approval, each year.

5.3 Define and monitor the Budgets for the carrying out the Projects or Programs.

5.4 Monitor and Review the implementation of the CSR Policy.

6. ROLE AND RESPONSIBILITIES OF THE BOARD:

6.1 The Board shall take into account the recommendations of the CSR Committee and provide appropriate instructions / directions to the CSR Committee when required.

6.2 The Board shall consider the CSR Policy formulated by the CSR Committee and approve the same with or without modifications, if required.

6.3 The Board shall ensure that activities included by the Company in the CSR Policy are in accordance with Schedule VII of the Act.

6.4 The Board shall consider the budgetary allocation proposed by the CSR Committee and approve the same with or without modifications, if required.

6.5 The Board shall ensure that the CSR activities undertaken by the Company are in accordance with the CSR Policy of the Company.

6.6 The Board shall monitor the CSR activities of the Company in accordance with its CSR Policy and the law.

7. FINANCIAL OUTLAY FOR CSR ACTIVITIES:

7.1 Every year, the Company shall with the approval of its Board of Directors make a budgetary allocation for CSR activities/ projects for the year. The budgetary allocation will be based on the profitability of the Company and the requirements of applicable laws.

7.2 The Company expects to spend the budgeted amount allocated for CSR activities/ projects planned for each financial year, within that year. If for any reason, the budget of a year remains unutilised, the same may be carried forward to the next year for expenditure on CSR activities, which were planned for implementation in the previous year, but could not be completed due to some reason.

The CSR Committee and the Board of Directors will disclose the reasons for not being able to spend the entire budgeted amount on the CSR activities as planned for that year in the Annual Report of the Company.

7.3 Any surplus arising out of the CSR activities, projects or programs shall not form part of the business profits of the Company.

8. EXECUTING AGENCY:

8.1 If in the opinion of the CSR Committee, the implementation of CSR projects requires specialized knowledge and skills, and if the Company does not have such expertise in-house, the wherewithal, and dedicated staff to carry out such activities, the CSR Committee may decide to avail the services of external specialised agencies for the implementation of such CSR projects.

8.2 In the event an external agency is engaged for the purposes of the CSR initiatives of the Company, the Company will need to enter into an agreement with the relevant executing/implementing external agency, setting out the terms and conditions of the engagement of the external agency.

9. GENERAL:

9.1 In case of any doubt with regards to any provision of this CSR Policy and also in respect of matters not covered herein, a reference should be made to the CSR Committee. In all such matters, the interpretation and decision of the CSR Committee shall be final.

9.2 All provisions of the CSR Policy would be subject to revision/amendment in accordance with the applicable laws.

9.3 The Company reserves the right to modify, cancel, add, or amend this CSR Policy.