



# Twamev Construction and Infrastructure Limited

(Formerly known as Tantia Constructions Limited)

## Registered Office

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## POLICY ON CORPORATE SOCIAL RESPONSIBILITY

### 1. CONCEPT

#### 1.1 PREAMBLE

- 1.1.1. Undertaking activities of corporate social responsibility at Twamev Construction and Infrastructure Limited (“Company”) portrays a deep and symbiotic relationship that the Company enjoys with the communities it engages with. As a responsible corporate citizen, the Company endeavours to contribute towards social and environmental causes on a regular basis.
- 1.1.2. With the advent of Companies Act, 2013, constitution of a corporate social responsibility committee and formulation of a policy on corporate social responsibility became a mandatory requirement. Therefore, the Company seeks to formulate a robust policy on corporate social responsibility which encompasses its philosophy and guides its sustained efforts for undertaking and supporting social programs for the welfare & sustainable development of the society.
- 1.1.3. Section 135 of the Act (*as defined below*) mandates CSR (*as defined below*). It encompasses particularly 5 (five) important elements:
- CSR applicability
  - CSR policy & activities
  - CSR Committee
  - CSR expenditure
  - CSR reporting

#### 1.2. SHORT TITLE & APPLICABILITY

- 1.2.1. This Policy reflects the Company’s responsibility as a corporate citizen and lays down the guidelines and mechanisms for undertaking and implementing socially beneficial programmes aimed at the welfare & sustainable development of the community at large. The Policy has been formulated in alignment with the Company’s code of business ethics and in compliance with the provisions of the Act and the Rules.
- 1.2.2. This Policy applies to all CSR initiatives and activities undertaken by the Company across various work-centres and locations, benefiting diverse sections of the society.

#### 1.3. CSR VISION STATEMENT & OBJECTIVE

- 1.3.1. The primary objective of this Policy is to define the guiding principles and establish the overall framework of action for the senior management of the Company to undertake and fulfil its corporate social responsibility.

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- 1.3.2. In alignment with the Company's vision, its CSR initiatives aims to create value for the society and the communities in which it operates, through its services, conduct, and initiatives, thereby promoting sustainable growth for the society and community as a whole.
- 1.3.3. CSR is a form of corporate self-regulation integrated into a business model. Accordingly, this Policy will function as a built-in, self-regulating mechanism through which the Company will monitor and ensure active compliance with spirit of the law and ethical standards.

## 2. Definitions:

- 2.1 'Act' shall mean the Companies Act, 2013, as amended from time to time;
- 2.2 'Board' shall mean the board of directors of the Company, as constituted from time to time;
- 2.3 'CSR' shall mean 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 Rules, but shall not include the following, namely:
  - a. activities undertaken in pursuance of normal course of business of the Company;
  - b. any activity undertaken by the Company outside India except for training of Indian sports personnel representing any state or union territory at national level or India at international level;
  - c. contribution of any amount directly or indirectly to any political party under section 182 of the Act;
  - d. activities benefitting employees of the Company as defined in clause (k) of section 2 of the Code on Wages, 2019 (29 of 2019);
  - e. activities supported by the Company on sponsorship basis for deriving marketing benefits for its products or services; and
  - f. activities carried out for fulfilment of any other statutory obligations under any law in force in India.
- 2.4 'Committee' shall mean corporate CSR committee of the Company, as constituted from time to time;
- 2.6 'Policy' shall mean CSR policy of the Company, as amended from time to time;
- 2.7 'Rules' shall mean the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended from time to time.

## 3. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

- 3.1. The Committee shall consist of three (3) or more directors, amongst which at least one (1) shall be an independent director.
- 3.2. The Committee shall hold meetings as and when required, to discuss various issues on implementation of the Policy of the Company and matters incidental thereto and connected therewith.
- 3.3. **Roles and responsibilities of the Committee:**

In terms of section 135 of the Act read with the Rules, the following are the key responsibilities of the Committee:

- 3.3.1. Formulate and recommend to the Board, a Policy which shall indicate the activities to be undertaken by the Company in areas or subject, specified in schedule VII of the Act;
- 3.3.2. Recommend the amount of expenditure to be incurred on the activities referred to above;
- 3.3.3. Monitor the Policy of the Company from time to time;
- 3.3.4. The Committee shall formulate and recommend to the Board, an annual action plan in pursuance of its Policy, which shall include: (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 Company. The Board may alter the annual action plan at any time during the financial year, as per the recommendation of the Committee, based on the reasonable justification to that effect;

- 3.3.5. Any other matter/action deemed expedient by the Committee in furtherance of, and in compliance with the Policy.
- 3.4. The Board shall, after considering the recommendations of the Committee, approve the Company's Policy, disclose its contents in the Board's report, and publish the details on the Company's website, if any, in the manner prescribed in annexure II of the Rules.
- 3.5. The Board shall ensure that the Company spends, in every financial year, at least 2% (two percent) of the average net profits of the Company made during the 3 (three) immediately preceding financial years in pursuance of its Policy.
- 3.6. The company secretary shall act as a secretary to the Committee.

#### **4. RESOURCES**

##### **4.1. Funding & Allocation**

- 4.1.1. For achieving its CSR objectives through implementation of meaningful & sustainable CSR programmes, the Company shall allocate, every financial year, atleast 2% (two percent) of its average net profits made during the 3 (three) immediately preceding financial years as its annual CSR budget.
- 4.1.2. The annual CSR budget shall be spent on activities laid down in clause 5.
- 4.1.3. If the Company fails to spend the amount allocated towards its annual CSR budget, the Board shall, in its report prepared in accordance with of section 134(3)(o) of the Act, specify the reasons for not spending the amount and, unless the unspent amount relates to any ongoing project referred to in section 135(6) of the Act, transfer such unspent amount to a fund specified in schedule VII of the Act, within a period of 6 (six) months of the expiry of the financial year.
- 4.1.4. If the Company spends an amount in excess of requirement provided under section 135(5) of the Act, such excess amount may be set off against the requirement provided under section 135(5) of the Act up to immediate succeeding 3 (three) financial years subject to the conditions that – (i) the excess amount available for set off shall not include the surplus arising out of the CSR activities, if any; and (ii) the Board of the Company shall pass a resolution to that effect.
- 4.1.5. Any surplus arising out of the CSR activities shall not form part of the business profit 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 Policy and annual action plan of the Company or transfer such surplus amount to a fund specified in schedule VII of the Act, within a period of 6 (six) months of the expiry of the financial year.
- 4.1.6. Any surplus arising out of the CSR projects shall not form a part of the business profit of the Company.

## 5. PLANNING & IMPLEMENTATION

- 5.1. The Company shall identify any one or more of the following areas for its CSR spending:
- 5.1.1. Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation, including contribution to the Swachh Bharat Kosh set-up by the Central Government for the promotion of sanitation, and making available safe drinking water;
  - 5.1.2. Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects;
  - 5.1.3. Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;
  - 5.1.4. Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water, including contribution to the Clean Ganga Fund set-up by the central government for rejuvenation of river Ganga;
  - 5.1.5. 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;
  - 5.1.6. Measures for the benefit of armed forces veterans, war widows and their dependents, Central Armed Police Forces (CAPF) and Central Para Military Forces (CPMF) veterans, and their dependents including widows;
  - 5.1.7. Training to promote rural sports, nationally recognised sports, paralympic sports and Olympic sports;
  - 5.1.8. Contribution to the Prime Minister's National Relief Fund or or Prime Minister's Citizen Assistance and Relief in Emergency Situations Fund (PM CARES 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;
  - 5.1.9. Contribution to incubators or research and development projects in the field of science, technology, engineering and medicine, funded by the central government or state government or public sector undertaking or any agency of the central government or state government;
  - 5.1.10. Contributions to public funded universities; Indian Institute of Technology (IITs); National Laboratories and autonomous bodies established under Department of Atomic Energy (DAE); Department of Biotechnology (DBT); Department of Science and Technology (DST); Department of Pharmaceuticals; Ministry of Ayurveda, Yoga and Naturopathy, Unani, Siddha and Homoeopathy (AYUSH); Ministry of Electronics and Information Technology and other bodies, namely Defence Research and Development Organisation (DRDO); Indian Council of Agricultural Research (ICAR); Indian Council of Medical Research (ICMR) and Council of Scientific and Industrial Research (CSIR), engaged in conducting research in science, technology, engineering and medicine aimed at promoting Sustainable Development Goals (SDGs).
  - 5.1.11. Rural development projects;
  - 5.1.12. Slum area development. For the purpose of this item, the term 'slum area' shall mean any area declared as such by the central government or any other competent authority under any law for the time being in force;
  - 5.1.13. Disaster management, including relief, rehabilitation and reconstruction activities.
- 5.2. The Company shall give preference to the local area and areas around it where it operates, for spending the amount earmarked for CSR activities;

- 5.3. The Company may also collaborate with other companies for undertaking CSR activities in such a manner that the CSR committees of respective companies are in a position to report separately on such activities in accordance with the Rules.
- 5.4. The of activities identified by the Company from time to time from the items listed above shall form part of this Policy.
- 5.5. Since the Company's primary objective is to develop infrastructure facilities for the nation through its various work sites, preference shall be given to local areas surrounding the Company's offices and work sites when allocating CSR funds.
- 5.6. The Board may decide to undertake its CSR activities recommended by the Committee, either itself or through:
  - g. 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;
  - h. 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;
  - i. any entity established under an act of parliament or a state legislature. The term 'entity' shall mean a statutory body constituted under an act of parliament or state legislature to undertake activities covered in Schedule VII of the Act;
  - j. 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, and having an established track record of at least three years in undertaking similar activities.
- 5.7. The Board shall ensure that the administrative overheads shall not exceed 5% (five percent) of the Company's total CSR expenditure in any financial year.

## **6. MONITORING AND FEEDBACK**

- 6.1. To ensure effective implementation of the CSR programmes undertaken at each work centre or work sites, a monitoring mechanism will be put in place by the work centre head. The progress of CSR programmes under implementation at work centre will be reported to the company secretary within 15 (fifteen) days of the closure of every quarter.
- 6.2. The Committee may conduct impact studies on a periodic basis, through independent professional/ third parties/professional institutions, especially on the strategic and high value programmes.
- 6.3. Work centres and work sites will also try to obtain feedback from beneficiaries about the programmes.
- 6.4. Appropriate monitoring of the Company's Policy, annual CSR activities, executing partners, and expenditure entailed shall be undertaken periodically on a regular basis. The composition of the Committee, Policy and the projects approved by the Board, shall be disclosed on the website of the Company.
- 6.5. CSR initiatives of the Company shall be reported in the annual report of the Company and the Board's Report in compliance with the provisions of the Act and the Rules.

## 7. GENERAL

- 6.1 In case of any doubt with regard to any provision of the Policy and also in respect of matters not covered herein, a reference to be made to the Committee. In all such matters, the interpretation & decision of the Committee shall be final.
- 6.2 Any or all provisions of the Policy would be subject to revision/amendment by the Board based on the recommendations of the Committee, in accordance with the Act and the Rules.
- 6.3 The Company reserves the right to modify, add, or amend any of the provisions of Policy stated herein above.

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