



CORPORATE SOCIAL RESPONSIBILITY POLICY



TCI EXPRESS LIMITED

1. Preamble

TCI Express Limited ('TEL' or 'the Company') management believes that corporations are socio-economic citizens and that their objectives have to be congruent with society's goals. Therefore, it is the core corporate responsibility of TEL to practice its communal values through its commitment to grow in a socially and environmentally conscientious way, while protecting interests of its stakeholders.

TEL also understands that its business activities have extensive impact on the society in which it operates and therefore an effectual practice is required giving due consideration to the welfare of its stakeholders. Therefore, it is committed to its stakeholders to conduct its business in a conscientious manner that builds a sustained optimistic impact on society. Our company is committed towards aligning with environment and has adopted green practices.

As a corporate entity, the company is committed towards sustainability and to move ahead in this direction in an organized manner, the Company hereby forms its Corporate Social Responsibility Policy (Hereinafter referred to as the 'CSR' Policy') containing the approach and direction given by the Board of the company, taking into account the recommendations of its CSR Committee, and includes guiding principles for selection, implementation and monitoring of activities as well as formulation of the annual action plan, as described in this document.

For Company, Corporate Social Responsibility (CSR) includes the activities undertaken by the Company in pursuance of its statutory obligation laid down in section 135 of the Companies Act, 2013 (the Act) read with rules made thereunder, including statutory modification made time to time.

2. Policy Avowal

We strive to be an admired and trusted corporation by carrying out our business ethically in a socially and environmentally responsible way.

3. Vision & Mission

TEL believes that the proper assessment of development, accomplishment and evolution goes beyond balance sheets or conservative fiscal indices. The Company firmly believes that in order to ensure long term sustainability, emphasis needs to be given on Triple Bottom Line (TBL) i.e. adherence to people, planet & profit. TBL is an accounting framework that incorporates three dimensions of performance: social, environmental and financial. It is best mirrored in the difference that business and industry make to the lives of public at large. Through its societal investments, TEL concentrates on the needs of communities residing in the areas from where it operates, taking sustainable initiatives in the areas of health, education, green preservation and community development.

- Integration of social, environmental and ethical responsibilities for long term success and sustainability;
- Economic and social development of communities ;
- Expand the knowledge horizons to channelize the skilled youth power in the development of the nation. In a developing economy like India, youth power can be utilized in nation building by creating more job opportunities by using vast national resources
- Ensure green sustainability by implementing finest conservation practices and encouraging protection/thoughtful use of natural resources.

- Leave positive mark within the society by creating comprehensive and enabling atmosphere for inhabitable communities.
- Toil in the direction of mainstreaming the ignored segments of the society by working towards providing equal opportunities and making significant difference in their existence.
- Support in skill improvement by providing path and technological expertise to the vulnerable thereby powering them towards a dignified living.
- At times of national crisis, react to disasters & adversities by providing opportune aid to affected sufferers.

4. Applicability

This CSR Policy will be applicable to the Company including its subsidiaries and associates, if any.

5. Execution, Implementation and Evaluation

- I. TEL Board shall ensure that the CSR activities are undertaken by the company itself or through:
 - (a) Group arm TCI Foundation & TCI Charities - a Trust duly registered since 25th September, 1995 and registered with Ministry of Corporate affairs for undertaking CSR activities, vide registration number CSR00000298 and CSR00008941) respectively; or
 - (b) Any company established under section 8 of the Act or a registered public trust or a registered society, registered under section 12A and 80 G of the Income Tax Act, 1961, established by the TEL, either singly or along with any other company; or
 - (c) Any company established under section 8 of the Act or a registered trust or a registered society, established by the Central Government or State Government; or
 - (d) Any entity established under an Act of Parliament or a State legislature; or
 - (e) Any company established under section 8 of the Act, or a registered public trust or a registered society, registered under section 12A and 80G of the Income Tax Act, 1961, and having an established track record of at least three years in undertaking similar activities.
- II. TEL may engage international organisations for designing, monitoring and evaluation of the CSR projects or programmes as per its CSR policy as well as for capacity building of their own personnel for CSR.
- III. TEL may also collaborate with other companies for undertaking projects or programmes or CSR activities in such a manner that the CSR committees of respective companies are in a position to report separately on such projects or programmes in accordance with these rules.
- IV. In case of ongoing project, the Board of TEL shall monitor the implementation of the project with reference to the approved timelines and year-wise allocation and shall be competent to make modifications, if any, for smooth implementation of the project within the overall permissible time period.
- V. The Board of TEL shall satisfy itself that the funds so disbursed have been utilised for the purposes and in the manner as approved by it and CSR Head/Chief Financial Officer shall certify to the effect.

6. CSR Committee

The Board of Directors of the Company shall constitute / re-constitute the CSR Committee from time to time in compliance with statutory requirements. The CSR Committee shall comprise of members as mentioned under Section 135 of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time. The composition and terms of reference of the Committee is available in the 'Investor Relations' Section of Company's website i.e. www.tciexpress.in. The CSR Committee may invite members of senior management, representatives of CSR Department and other persons as it deems necessary to the committee meetings.

7. CSR Capacity Building

TEL may build CSR capacities of own personnel as well as of its alliances if any, as mentioned in this Policy but such expenditure shall not exceed 5% of total CSR expenditure of TEL in any one financial year.

8. Scope of CSR Committee

The overall governance of CSR activities and approving of CSR Policy will be the responsibility of the CSR Committee and the Board. The CSR Department of TCI Foundation (group arm) will be responsible for administering and executing the approved policy.

The CSR Committee shall:

- I. formulate and recommend to the Board, Policy on CSR and changes therein, as may be required to give effect to any applicable laws, rules or regulations or to implement or carry out CSR activities in a more efficient manner;
- II. formulate and recommend to the Board, an annual action plan in pursuance of its CSR policy, which shall include the following:
 - (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;

Provided that the Board of Directors of the Company may alter such plan at any time during the financial year, as per the recommendation of its CSR Committee, based on the reasonable justification to that effect.

9. CSR Budget and Expenditure

For achieving the CSR objectives as defined under this Policy, the CSR Committee will recommend to the Board for its consideration and approval, an annual action plan at the start of each financial year, amounting to 2% or more of the average net profits of TEL made during the three immediately preceding financial years, calculated in accordance with Section 198 of the Act. On the basis of such recommendation the Board of TEL shall consider and approve manner of expenditure towards CSR. However the Board shall ensure that:

- (a) Administrative overheads during a financial year shall not exceed 5% of total CSR expenditure of the company.

Here, "Administrative overheads" means the expenses incurred by the company for 'general management and administration' of Corporate Social Responsibility functions in the company but shall not include the expenses directly incurred for the designing, implementation, monitoring, and evaluation of a particular Corporate Social Responsibility project or programme;

- (b) Any surplus arising out of the CSR activities shall not form part of the business profit of TEL and shall be ploughed back into the same project or shall be transferred to the Unspent CSR Account and spent in pursuance of CSR policy and annual action plan of the company or transfer such surplus amount to a Fund specified in Schedule VII, within a period of six months of the expiry of the financial year.
- (c) Where TEL 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 to spend under section 135(5) of the Act upto immediate succeeding three financial years subject to the conditions provided under the Act.
- (d) The CSR amount may be spent by TEL for creation or acquisition of a capital asset in the manner provided to the Act.

10. What shall constitute CSR

Corporate Social Responsibility (CSR) means the activities undertaken by TEL in pursuance of its statutory obligation laid down in section 135 of the Act and rules made thereunder.

11. What shall not constitute CSR

- (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 solely benefitting employees of the company, its subsidiaries and associates and their families;
- (e) activities supported by the companies on sponsorship basis for deriving marketing benefits for its products or services;
- (f) activities carried out for fulfilment of any other statutory obligations under any law in force in India;

12. Reporting & Disclosures

The Company shall make such disclosures as required under various laws, rules and regulations as may be applicable on the Company from time to time.

13. Amendment

The Company reserves the right to amend or modify this Policy in whole or in part, at any point of time. Any amendment to the Policy shall take effect from the date when it is approved by the Board, based on the recommendation of the CSR Committee and hosted on the Company's website.
