



TEXMO PIPES AND PRODUCTS LIMITED

(CIN: L25200MP2008PLC020852)

Corporate Social Responsibility Policy

Overview:

This Corporate Social Responsibility Policy (“the CSR Policy”) has been framed by **Texmo Pipes and Products Limited** (the Company) in accordance with the Section 135, Schedule VII of the Companies Act, 2013 and CSR Rules made thereunder including its amendments and statutory modifications thereto. Unless the context otherwise requires, the definitions mentioned in the said rules and Companies Act 2013, shall apply to this CSR Policy.

Policy Objectives:

Corporate Social Responsibility is the continuing commitment by business to behave ethically and contribute to economic development of the society at large and building capacity for sustainable livelihoods.

This Policy specifies the projects and programmes that can be undertaken, provides a list of CSR projects/ programmes in terms of the Schedule VII to the Companies Act, 2013, which the Company plans to undertake during the implementation years through registered Organizations’ or by the company, on its own as the case and situation may be. The scope of the Policy has been kept as wide as possible, so as to allow the Company to respond to different situations and challenges appropriately and flexibly, subject to the activities enumerated in Schedule VII of the Companies Act, 2013.

Corporate Social Responsibility Committee:

The Company has constituted Corporate Social Responsibility Committee (“the Committee”) comprising of following three Directors out of which two Directors are Independent Directors:

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| 1. Dr. Smita Hajari | - Chairperson (Non-Executive Independent Director) |
| 2. Mr. Parvez Anjum | - Member (Non-Executive Independent Director) |
| 3. Mr. Sanjay Kumar Agrawal | - Member (Managing Director) |

The Board of Directors of the Company may re-constitute the Committee, as and when required to do so, by following the sections, sub-sections, rules, regulations, notifications issued or to be issued, from time to time, by the Ministry of Corporate Affairs or the Central Government of India. The Committee shall exercise powers and perform the functions assigned to it by the Board of Directors of the Company pursuant to section 135 of the Companies Act, 2013 and CSR Rules notified with regard thereto.

Role of the CSR Committee

- Formulate and recommend the CSR Policy and any amendments therein to the Board of Directors of the Company.
- Develop and approve various CSR projects, programs and activities to be undertaken from time to time either directly by the Company or through other entities.
- Undertake all necessary steps to implement the CSR activities.
- Authorize and approve CSR expenditure from time to time subject to the limits approved by the Board of Directors.
- Review and monitor the progress of CSR projects already undertaken by the company and the utilization of budgets for each such project. The CSR activities in such manner as it deems fit.
- Review and recommend the CSR report to be included in the board's report.
- To carry such other functions as may be delegated to it by the board relating to CSR activities of the company.

CSR Activities:

Without prejudice to the generality of the aforesaid, the Company may from time to time undertake any project, program and activity mentioned in Schedule VII of the Companies Act 2013, the entries in the said Schedule VII must be interpreted in letter and spirit so as to capture the essence of the subjects enumerated in the said Schedule. The items enlisted in the amended Schedule VII of the Act, are broad-based and are intended to cover a wide range of activities mentioned. The company would give preference to the local area and areas around it where it operates, for spending the amount earmarked for Corporate Social Responsibility activities.

1. Eradicating hunger, poverty & malnutrition, promoting preventive health care & sanitation [“including contribution to the Swach Bharat Kosh set-up by the Central Government for the promotion of sanitation”] & making available safe drinking water;
2. Promoting education, including special education & employment enhancing vocation skills especially among children, women, elderly & the differently unable & livelihood enhancement projects;
3. Promoting gender equality, empowering women, setting up homes & hostels for women & orphans, setting up old age homes, day care centers & such other facilities for senior citizens & measures for reducing inequalities faced by socially & economically backward groups;
4. Ensuring environmental sustainability, ecological balance, protection of flora & fauna, animal welfare, agro forestry, conservation of natural resources & maintaining quality of soil, air & water [including contribution to the Clean Ganga Fund set-up by the Central Government for rejuvenation of river Ganga”];

5. Employment enhancing vocational skills ;
6. Protection of national heritage, art & culture including restoration of buildings & sites of historical importance & works of art; setting up public libraries; promotion & development of traditional arts & handicrafts;
7. Measures for the benefit of armed forces veterans, war widows & their dependents;
8. Training to promote rural sports, nationally recognized sports, sports & Olympic sports;
9. Contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government for socio-economic development & relief & welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities & women;
10. Contributions or funds provided to technology incubators located within academic institutions, which are approved by the Central Government;
11. Rural development projects, etc
12. Activities pursuant to measures taken for COVID-19 pandemic as approved by the Ministry of Corporate Affairs.
13. Donations and other activities as prescribed under the Companies Act, 2013 and rules made thereunder as applicable.

Execution of Projects / Programs

The company may undertake one or more projects or programs or activities provided in the policy either as its own or through any implementation agency. It shall be the endeavour of the company to build up necessary capabilities to implement the CSR projects on its own in the long run. It can also acquire the services of experts in respective fields by appointing them as consultants in a particular program or project. Where implementation agencies are appointed for a particular project, the company endeavor to acquire the necessary skills to run the program on its own within 3-5 years from its implementation where it is a continuing program. While engaging a third party agency for implementing a project or program covered in the CSR policy, the CSR committee shall ensure that they have credible standing and experience in the respective fields for at least three preceding financial years.

CSR Expenditure Budget:

- The Company will endeavor to spend at least 2% of the average net profits made during the immediate three preceding financial years (CSR Budget).

- Any unspent CSR budget will be kept in a CSR Fund (Corpus) created by the company. This Fund would also include any income arising there from and any surplus arising out of CSR activities.
- Any surplus arising out of CSR projects shall not form part of business profits of the Company.

Monitoring Of CSR Activities:

CSR committee of the company will be responsible for the monitoring of various CSR projects or programs undertaken by the company directly or indirectly. The committee shall ensure that;

- Company undertakes the CSR activities as provided in the CSR policy
- The projects/ programs are implemented as per the program approved by the board
- The budget allocated for each of the project is utilized for the projects as per the approved plans.
- The objective of the project/program is achieved as per the plans.
- Company shall provide necessary resources and human capital for implementation and the effective monitoring of the CSR projects and programs as may be directed by the CSR Committee. The services of any external agencies or persons who have experience in the same or similar projects or programs undertaken or proposed to be undertaken by the company may also be made available for successful implementation and monitoring of the project.

Amendment of Policy

The CSR policy of the company may be amended at any time by the board of the company on the Recommendation of the CSR committee.

Identification of activities/projects:

Out of approved CSR activities, the Committee shall decide which activity/project should be given priority for the respective financial year. While arriving at the decision of the activity to be undertaken for the respective year, the Committee shall analyse the basic need of the community/ area in which the organization operates or at the place where its registered office is situated. The Committee shall record its findings and prioritize the CSR activities.

Implementation process:

After prioritizing the activity the Committee shall finalise the detail implementation project / programme, including planning for expenses against the total budget allocated for CSR activities.

Organizational Responsibility:

At organizational level for implementation of agreed CSR activity, the committee may constitute an implementation team or authorised any of the Department of the Company to organize for the implementation of the CSR activity. The team or respective department shall monitor the implementation process from time to time, on behalf of the CSR committee and place a report to the Committee regarding the progress of the activity implementation, on timely basis. The respective department or implementation team would be responsible for reporting of any irregularity to the Committee on immediate basis.

Monitoring by the Board:

The Board of Directors shall constantly monitor the implementation of the CSR activities. The CSR committee shall place a progress report, including details of expenses, before the Board on timely basis. The Board shall review the same and suggest recommendation, if any, to the committee with regard to implementation process.

Compliance and Reporting to Board:

The Committee is responsible to undertake CSR activities as per the approved CSR Policy. Apart from reporting to the Board about the implementation of CSR activity, a detail report containing the implementation schedule, total budget allocated, actual expenses incur, surplus arising, if any, result achieved, further work to do in the concern CSR activity, recommendation for the CSR activities for next year etc. should be placed before the Board for its consideration. Any surplus arising out of the fund allocated for CSR activity shall not be the part of the business profit of the Company. On approval of The CSR policy or any amendments thereof, the contents of the policy shall be included in the Boards' report. At the end of each financial year, the CSR committee shall prepare a report of the CSR program in the prescribed form relating to the financial year and submit to the board for its inclusion in the Board's report.

Management Commitment:

Our Board of Directors, our Management and all of our employees subscribe to the philosophy of compassionate care. We believe and act on an ethos of generosity and compassion, characterized by a willingness to build a society that works for everyone. This is the cornerstone of our CSR policy.

Our Corporate Social Responsibility policy conforms to the relevant sections of the Corporate Social Responsibility, Rules made under Companies Act, 2013 and amendment(s) to be made thereto in future.

For
Texmo Pipes and Products Limited
Rashmi Devi Agrawal
Sd/-
Chairperson
DIN: 00316248

Date : 28.10.2020

Place : Burhanpur