



TM INTERNATIONAL LOGISTICS LIMITED

Internal Communication Form

Date: 27th October, 2021

Subject: Corporate Social Responsibility Policy of TMILL

This is in continuation to CSR Policy adopted by TMILL in its Board Meeting held on 28th October 2014 in compliance with the provision of the Companies Act and Companies (Corporate Social Responsibility Policy) Rules, 2014.

Please note that the TMILL CSR Policy has been updated as per the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021 issued by Ministry of Corporate Affairs vide its notification dated 22nd January 2021. The same has been approved by TMILL Board in its Meeting held on 27th October, 2021.

For TM International Logistics Limited

A handwritten signature in blue ink, appearing to read 'D. Shastri', written over a horizontal line.

Dinesh Shastri
Managing Director

Encl: a/a.



TM INTERNATIONAL LOGISTICS LIMITED

CORPORATE SOCIAL RESPONSIBILITY POLICY OF TM INTERNATIONAL LOGISTICS LIMITED

VERSION- 4.0

Prepared by	Ms. Jyoti Purohit
Designation	Company Secretary & Ethics Counsellor
Date of Revision	27 th October, 2021
Date of Board Approval	27 th October, 2021
Date of Signing	27 th October, 2021

CORPORATE SOCIAL RESPONSIBILITY POLICY of TMILL

Tata Group Core Purpose:

To improve the quality of life of the communities we serve through long term stakeholder value creation.

Philosophy:

Our Corporate Social Responsibility (CSR) activities are designed to:

- Promote sustainable and equitable development so as to improve the quality of life of the people in the communities in and around the geographies we operate in.
- Provide opportunities for our employees to contribute to these efforts through volunteering and engagement.

Focus Areas:

- 1) To improve the quality of life amongst socially and economically backward communities.
- 2) Promoting education including special education and employment enhancing vocational skills.
- 3) Promoting preventive healthcare and sanitation and making available safe drinking water.
- 4) Prioritising permitted CSR interventions in social crisis of national or regional importance, including national disasters and pandemic.

Approach:

- **Identification of Key Communities** – The local unit CSR teams would identify the target beneficiaries or key communities who are targeted to be served through its CSR initiatives.
- **Need Identification** – The local unit CSR teams of the Company would engage with and identify the needs of the target communities in a participatory manner in consultation with the communities. Subsequently, The Apex CSR Steering Committee would arrive on a consensus and obtain necessary approval from the CSR Committee at the Board level.
- **Annual Action Plan** – The Company would prepare an Annual Action Plan for CSR along with relevant timelines, budget and modalities for implementation, which would be aligned with Schedule VII of the Companies Act, 2013.
- **Partnerships** – The Company would collaborate with partners, as necessary, who bring in complementary resources, expertise and influence that would strengthen the company's CSR initiatives.
- **Training** – The Company would train its CSR personnel from time to time or as required for improving their CSR capabilities.
- **Building Awareness** – The Company would create consciousness through a process of continuous dialogue, initiatives and collaboration.

Delivery Mechanism:

- TMILL would implement its CSR initiatives both through direct as well as in collaboration with its suitable partners.

- **Direct Intervention:**

The Company will nominate CSR Champions at each locations who will oversee the day-to-day management and implementation of the CSR activities.

The CSR Champions along with the CSR Head shall develop an Annual CSR Plan with timelines, budget and modalities for implementation for the respective operating units based on the relevant opportunities in the region, keeping in mind TMILL's Focus Areas.

- **Partnerships:**

The Company might partner with other Tata Group Companies and like-minded corporate organizations, funding agencies, governmental and non-government organizations, to further its CSR objectives, based on the following selection criteria for NGO/Society/Trust:

- Registered as per Government legislations
- Minimum track record of 3 years
- Established financial track record.
- Non-political identity
- Objectives alignment
- Access to the target community
- Infrastructure and team for effective execution of initiatives.
- Process of utilization of fund for beneficiaries

- The Company would provide resources in a phased manner to implement the planned activities as linked with progress of the project.
- The Company will partner with NGO/Society/Trust/Section 8 Companies for implementation of CSR activities only if they have obtained CSR1 certificate from the Ministry of Corporate Affairs.

Note: Any surpluses arising out of CSR projects or programs or activities shall not form part of the business profits of the Company.

Evaluation & Improvement:

The Company would endeavour to improve its processes with continuous evaluations through the following mechanisms:

- Taking periodic feedback from stakeholders and target communities.
- Adopting Best Practices from within the Tata Group and outside.
- Sharing its learnings and experience across its units.
- Third Party audit of all CSR activities, as and when required.
- Impact assessment will be carried out for projects in line with the Companies Act requirement as amended from time to time. The impact assessment, if required, shall be carried out independently by third party. Report shall be placed before Board and annexed to Annual Report of the Company.

Governance Mechanism:

- The composition of the CSR Committee of the Board is as below:

Mr. Virendra Sinha	Non-Executive, Independent Director	Chairman
Mr. Sandeep Bhattacharya	Non-Executive, Non Independent Director	Member
Mr. Dinesh Shastri	Managing Director	Member

- The CSR Committee of the Board will govern and review the CSR activities of the company from time to time. The CSR Committee will recommend the Annual Action Plan for CSR to the Board for its approval. The plan will inter alia include resource requirements and allocation across interventions and locations.
- The Apex CSR Steering Committee chaired by the Managing Director and comprising the senior management team of TMILL and the CSR Champions will do a quarterly review of the activities and monitor achievements against targets set at the beginning of the year.
- The Board of Directors shall satisfy itself that the funds so disbursed have been utilized for the purposes and in the manner as approved by it and the Chief Financial Officer of the Company will certify to the Board to this effect, at the end of each financial year.

Disclosures and Treatment of excess / shortfall CSR spend

- CSR projects of the Company should be segregated between "Ongoing project" and "Other than ongoing project." An ongoing project means a multi-year project undertaken by the Company in fulfilment of its CSR obligation having timelines not exceeding three years excluding the financial year in which it was commenced, and shall include such project that was initially not approved as a multi-year project but whose duration has been extended beyond one year by the Board based on reasonable justification.
- As per the provisions of Companies Act, spending 2% each year as CSR (as per applicability) is mandatory. Funds that remain unspent relating to Ongoing Projects during a financial year are to be transferred to a special account to be opened in this regard by the Company. Funds that remain unspent not relating to ongoing projects are to be transferred to a Fund specified in Schedule VII of the Companies Act 2013 including PM CARES, Swach Bharat Kosh, Clean Ganga Fund, Prime Minister's National Relief Fund, etc.
- Excess amount spent on CSR in a given financial year can be set-off for up to 3 succeeding financial years through a Board resolution passed by the Company.
- Mandatory disclosure of Composition of CSR committee, CSR policy and projects approved by the Board for public access has to be made in Company's website.
- All disclosures mentioned in Section 135 of Companies Act 2013 and Schedules thereto that are required to be given in the Annual Report, shall be made by the Company.

Review of CSR activities:

The Apex CSR Steering Committee would discuss, review and recommend the CSR Policy to the Board for approval. The CSR Committee would meet ordinarily once in every quarter, or at such intervals as the Board may deem appropriate, to review the progress of the activities undertaken in the Annual Action plan for CSR.

The Board of Directors of TMILL adopts this policy, as recommended by the CSR Committee of the Board, at their respective meetings held on 27th October, 2021.

For TM International Logistics Ltd



Dinesh Shastri
Managing Director