Corporate Social Responsibility (CSR) Policy

POLICY STATEMENT

At **Bharat Mumbai Container Terminals Private Limited** (also known as "**PSA Mumbai**"), believe that CSR is an integral part of our Company's ethos and core business tenets.

We as an organisation are committed towards inclusive growth of our stakeholders namely customers, investors, suppliers, employees, environment and community. All our initiatives are planned based on the need assessment of the location and aimed with the approach of empowering communities.

The Company believes in including the local community at multiple levels. Providing them job opportunities, training or imparting them the right skill sets for their continued employability, restoring the environment and contributing towards community infrastructure are few of the instances.

CSR VISION AND OBJECTIVE

a. The CSR vision of our Company is to deliver maximum value to all the stakeholders working harmoniously with local and global communities;

b. The **objective** of this policy is as follows:-

The CSR Policy, formulated in alignment with the Mission and Vision of the Company, lays down guidelines and mechanisms to be adopted by the Company in order to carry out CSR Projects/Programs.

All CSR Projects/Programs will be conceived and implemented through a focused approach towards target beneficiaries for generating maximum impact.

CSR Projects/Programs of the Company may be carried out in partnership with credible implementing agencies.

SCOPE AND APPLICABILITY

This CSR Policy is applicable to the Company which is mandated with the CSR expenditure obligations as per Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended from time to time.

This Policy applies to all CSR projects that will be undertaken by the Company and shall fulfil all the requirements of Section 135 of the Companies Act, 2013 read with the applicable rules made thereunder. The Company shall ensure all these activities are over and above the normal course of business and are in line with Schedule VII of the Companies Act, 2013. This Policy will be periodically reviewed and updated in line with the relevant codes of legislation and best practices that can be adopted by the Company.

CSR PHILOSOPHY AND APPROACH

For our Company, responsible business practices include being responsible for our business processes, services, engaging in responsible relations with employees, customers and the community. Hence for the Company, CSR goes beyond just adhering to statutory and legal compliances and creates social and environmental value.

Being Accountable for what we do: The Company strongly believes that it is accountable for contributing back in a meaningful way to the society.

For execution of its CSR objectives and to make a positive impact with its CSR activities, our Company desires to involve its employees too in an effort to create a sense of involvement and bring about social responsibility amongst them. Wherever necessary, our Company will partner and collaborate with NGOs / other similar organizations that have experience, knowledge and a wider reach to meet its CSR objectives.

DEFINITIONS

"**Corporate Social Responsibility (CSR)"** means and includes but is not limited to:

(i) Projects or programs relating to activities specified in Schedule VII to the Companies Act, 2013 or

(ii) Projects or programs relating to activities undertaken by the Board of Directors of a company (Board) in pursuance of recommendations of the CSR Committee of the Board, if any as per declare CSR Policy of the Company subject to the condition that such policy will cover subjects enumerated in Schedule Vll of the Companies Act, 2013.

"**CSR Policy**" relates to the activities to be undertaken by the Company as specified in Schedule VII to the Companies Act, 2013 and the expenditure thereon, excluding activities undertaken in pursuance of normal course of business of a Company:

"**Net profit**" means the net profit of a company as per its financial statement prepared in accordance" with the applicable provisions of the Companies Act, 2013, but shall not include the following, namely:-

(i) any profit arising from any overseas branch or branches of the company' whether operated as a separate company or otherwise; and

(ii) any dividend received from other companies in India, which are covered under and complying with the provisions of Section 135 of the Companies Act, 2013.

ALLOCATION OF RESOURCES & THRUST AREAS

In line with the provisions of Companies Act, 2013, the Company's Board of Directors on the recommendations of the CSR Committee, pledges to spend the prescribed amount towards CSR initiatives or projects or programs which meet the needs of the local communities where we operate.

Our commitment to CSR will be manifested by investing resources in any of the following areas:

i. Eradicating hunger, poverty and malnutrition, promoting health care including preventive health

care and sanitation including contribution to the Swach Bharat Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water;

ii. Promoting education, including special education and employment enhancing vocational skills especially among children, women, elderly and the differently abled and livelihood enhancement projects;

iii. 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;

iv. 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.

v. 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 art and handicrafts;

vi. 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;

vii. Training to promote rural sports, nationally recognised sports, paralympic sports and olympic sports;

viii. Contribution to the Prime Minister's National Relief Fund or Prime Minister’s Citizen Assistance and Relief in Emergency Situations Fund (PM CARES Fund) or any other fund set up by the central govt. for socio economic development and relief and welfare of the schedule caste, tribes, other backward classes, minorities and women;

ix. Contribution to incubators funded by Central Government or State Government or any agency or Public Sector Undertaking of Central Government or State Government, and 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 Defense 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);

x. Rural development projects;

xi. Slum area development;

Explanation:- For the purposes of this item, the term `slum area' shall mean any area declared as such by the Central Government or any State Government or any other competent authority under any law for the time being in force.

xii. Disaster management, including relief, rehabilitation and reconstruction activities; and

xiii. Any other activities/ projects prescribed by the Ministry of Corporate Affairs or any other regulatory authorities under Schedule VII of the Act.

The surplus arising out of the CSR activities will not be considered as a part of the business profits of the company.

CSR STRATEGY &INITIATIVES:

As per the approach and direction of the Board of Directors / CSR Committee of the Company, the Company's CSR efforts would continue to be directed and focused towards Community Development, Health and Education, as briefed hereunder:

- ***Community Development***

Purpose: Aid holistic development of communities around our unit/office locations, and that of other vulnerable communities by helping meet their critical needs and overcoming any emergencies.

Our Community Development initiatives focus on a multitude of interventions based on need and a continuous engagement with our communities to help them to improve their lives in the following areas:

- Providing facilities: Rest rooms & sanitation, provision of drinking water facility, rain water harvesting structures as well as building toilets and creating sanitation awareness in schools, communities, etc.

- Promoting Community Welfare: Providing scholarship and grants to children, resolution of community challenges, family & community welfare, promotion of sports and wellness activities including yoga;

- Supporting rural development: Carrying out village development activities, infrastructure development, girl and youth education, women empowerment, vocational trainings, festival celebration, recreational activities & sports, distribution of seeds and plants, clothes, stationary, food, support in implementation of government schemes and livelihood promotion.

- ***Health***

  Purpose: To promote health care including preventive healthcare by rendering quality health care facilities to people living in the villages and in the area / vicinity in which we operate through hospitals and health care centres. Creating awareness on various health problems and providing basic sanitation.

  - Community Health: Health awareness sessions for women, adolescents & children, initiatives to reduce levels of malnutrition among children, setting up of blood donation camps, mother and childcare projects, preventive health care through awareness programmes for communicable / non-communicable diseases, health care for visually impaired and differently abled etc.
  - Health Emergencies: Support communities to meet any critical needs during health emergencies by providing medical kits, instruments, ambulances, etc.

- ***Education***

  Purpose: To support the transformation of the education system in India. Its interventions work to improve learning abilities in children, and support teachers to teach better, thereby supporting schools to develop high quality learning spaces. The Company's interventions in the space of education strive to ensure children have access to a holistic education.

  We work with the government run schools and help teachers create safe learning spaces, where children can ask questions freely and engage in dialogue with both teachers and peers. Children feel secure, there is an absence of fear, governed by equality and equity. We also help create peer networks for the teachers, where they discuss teaching approaches, curriculum, etc., along with challenges and triumphs. Enable them to learn from each other's experiences while fostering trust and camaraderie.

IMPLEMENTATION AGENCY / PARTNERS

The CSR initiatives will be undertaken by the Company itself or through any eligible/ qualifying implementing partners/ agencies.

The following minimum criteria will be ensured while selecting NGO's / voluntary organizations for programme execution:

- ✓ The NGO is a registered Society / Public Charitable Trust;
- ✓ The NGO has a permanent office / address in India; and
- ✓ The NGO has a valid Income Tax Exemption Certificate.

The Company may also collaborate with other companies to undertake CSR projects or programs, provided the Board of Directors and the CSR Committee, if any of the respective companies are in a position to report separately on such projects or programs. For CSR activities undertaken through other Executing Agency, the Company will specify the projects or programs to be undertaken through these agencies, the modalities of utilization of funds on such projects or programs.

A governance structure at the Company is responsible for implementing and administering CSR Policy, in compliance with the requirements of Section 135 of the Companies Act, 2013.

CSR BUDGET

The total budget for the CSR projects in each financial year will be decided by the CSR Committee/ Board of Directors in accordance with applicable provisions of the Companies Act, 2013 read with the applicable rules made thereunder. The CSR Committee/ Board of Directors shall propose to distribute the budget among the Areas to Focus or such of them as the Board of Directors and the CSR Committee, if any may deem fit in each financial year, in such proportion and in a manner that meets the objectives of the CSR Policy.

For any reason if the CSR Team/Management is not able to follow the allocation agreed on in any of the Areas to focus described above, the same shall be utilized in such other areas to focus as the CSR Team / Management may recommend with the reasons therefore, and the CSR Committee / Board of Directors may approve.

IMPLEMENTATION AND MONITORING

The Company has a well-defined and multi-tiered governance mechanism to oversee implementation of and monitor the CSR Policy in compliance with the Section 135 of the Act and rules framed thereunder.

CSR Committee: The CSR Committee has been constituted by the Board of Directors in line with provisions of Section 135 of the Companies Act, 2013 read with rules made thereunder.

The CSR Committee will be responsible for ensuring that all CSR projects are monitored in a systematic manner. The CSR Committee will oversee and track the implementation of its CSR projects and may conduct needs analysis, situational analysis, social audits and impact studies of projects through the implementing agency or an independent third party agency, if required. All CSR projects will be evaluated against the milestones defined in the implementation plan of the project.

REPORTING AND COMMUNICATION

The Board of Directors and the CSR Committee, if any, based on reports presented by the CSR Team/Management, will annually publish report on the CSR projects as a part of the Director's report. The report will disclose information in the format as prescribed by the Section 135 of the Companies Act 2013.

The CSR Policy on being approved by the CSR Committee / Board of Directors shall be displayed on the website of the Company and any modifications carried out from time to time shall also be updated on the website of the Company respectively.

TREATMENT OF SURPLUS

Any surplus generated from CSR projects undertaken by the Company will be tracked and channelized into the Company's CSR corpus. These funds will be further used in development of the CSR projects and will not be added to the company's business profits.

POLICY GUIDELINES

- All CSR Projects must be aligned as prescribed in Schedule VII of the Companies Act, 2013;
- CSR projects or programmes or activities must be undertaken in India alone;
- Preference shall be given to the local areas and areas around it where it operates, for spending the amount earmarked for CSR activities;
- CSR activities must not include the activities undertaken in pursuance of normal course of business of the Company;
- Projects or programmes or activities that benefit only the employees of the Company and their families shall not be considered as CSR;
- CSR activities should be in project/programme mode. One-off events such as marathons/ awards/ charitable contribution/ advertisements/ sponsorship of TV programmes etc. will not qualify as part of CSR expenditure;
- Contribution of any amount directly or indirectly to any political party and religious activities shall not be considered as CSR.

APPROVAL AND AMENDMENTS

The Board of Directors are authorised to amend this Policy on recommendation of the CSR Committee as may be required from time to time, subject to applicable laws.

Any amendment(s) in the statutory/regulatory requirements shall be binding even if not incorporated in this Policy.

SCOPE AND LIMITATION

In the event of any conflict between the provisions of this Policy and the Companies Act, 2013 and rules framed thereunder or any other regulatory/statutory enactments, rules, the provisions of the Companies Act, 2013 or other regulatory/statutory enactments, rules shall prevail over this Policy.

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