



## CORPORATE SOCIAL RESPONSIBILITY POLICY

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**Tower Vision India Private Limited**

Approval Date	Effective Date	Amendment Date	Version
29 <sup>th</sup> November, 2017	29 <sup>th</sup> November, 2017		01

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## 1. PREFACE

- 1.1 Tower Vision India Private Limited (hereinafter “**TVIPL**” or the “**Company**”) is an independent tower management company specializing in the provision of passive infrastructure to the wireless telecommunications industry, which is then shared among multiple telecom operators on the basis of long-term service agreement. The Company is registered with the Department of Telecommunications as Infrastructure Provider Category-I (IP-1).
- 1.2 In compliance with the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility) Rules, 2014 and Schedule VII to the said Act, as amended from time to time (the “**CSR Regulations**”), the Board of Directors (the “**BoD**”) of TVIPL has constituted a Corporate Social Responsibility Committee (the “**CSR Committee**”) in its meeting held on 30<sup>th</sup> August, 2017.
- 1.3 The CSR Committee so constituted formulated this Policy on Corporate Social Responsibility (this “**CSR Policy**”) and recommended the same to the BoD for its approval.
- 1.4 The BoD vide its resolution dated 29<sup>th</sup> November, 2017 approved and adopted this CSR Policy with immediate effect.

## 2. THE CSR COMMITTEE

### 2.1 Constitution

As per the CSR Regulations, the CSR Committee shall consist of at least three directors at all times. Accordingly, the composition of the CSR Committee is as follows:

1. Mr. Michael Huber;
2. Mr. Steven Felsher; and
3. Mr. Amit Ganani

The BoD shall have the power to remove or appoint such other board members in the CSR Committee, as they may deem fit, by passing of a board resolution.

The Company Secretary, and in her/his absence any other officer as may be authorized by the BoD, shall act as a Secretary to the CSR Committee.

### 2.2 Responsibilities

The CSR Committee shall be responsible for:

- a. Recommending to the BoD, the amount of expenditure to be incurred on the CSR projects/programs/activities along with modalities of utilization of such funds;
- b. Instituting a transparent monitoring mechanism for implementation of the CSR projects/ programs/ activities undertaken by the Company;
- c. Monitoring the compliances under this CSR Policy, and reviewing performance against agreed targets;
- d. Receipts of reports and review the activities of the CSR Steering Group (*defined below*); and
- e. Such other activities as directed by the BoD of the Company and/or as deemed appropriate and expedient by the CSR Committee for the furtherance of the CSR objectives of the Company, all in accordance with the CSR Regulations.



### 2.3 Meetings of the Committee members

Meetings of the CSR Committee shall be held at such times as its members may deem appropriate by giving a notice of not less than 7 days in advance, provided that at least two meetings shall be held in every financial year. The meetings can be called at a shorter notice with the consent of all the members of the CSR Committee.

A quorum of two members is required to be present for the proceedings to take place. The CSR Committee members may attend the meeting either physically or via such audio-visual means as permitted under the CSR Regulations. A duly convened meeting of the CSR Committee at which a quorum is present shall be competent to exercise all authorities, powers and discretions vested in or exercisable by the CSR Committee. The CSR Committee shall have the authority to call such employee(s), senior official (s) and or externals, as it deems fit.

### 2.4 Reporting to the BoD

- a. The CSR Committee shall submit minutes of the proceedings of its meetings to the BoD within maximum 7 working days of the meeting.
- b. As per the CSR Regulations, the Board's Report of the Company is required to include an annual report on CSR containing the specified particulars. The BoD shall finalize such annual report after taking inputs from the CSR Committee.
- c. The CSR Committee shall take a quarterly report from the CSR Steering Group for reviewing the progress of CSR projects/programs/ activities undertaken by the Company in pursuance of the CSR Policy. The CSR Committee shall take all the necessary and/or corrective steps to ensure the proper implementation of the identified CSR Projects. Basis the report received from the CSR Steering Group the CSR Committee shall prepare a report which shall include any corrective measures taken up by the CSR Committee, if at all, and shall submit the same to the BoD every six months, or such other intervals as may deem fit by the BoD.

### 3. FOCUS AREAS – PROJETS/PROGRAMS/ACTIVITIES

In accordance with requirements under the CSR Regulations, the Company shall focus on any of the following projects/programs/activities and/or any other projects/programs/activities that may be permitted under the CSR Regulations from time to time:

- a. 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;
- b. Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agro forestry, 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;
- c. Measures for the benefit of armed forces veterans, war widows and their dependants;
- d. Training to promote rural sports, nationally recognized sports, Paralympics sports and Olympic sports;
- e. Contribution to the Prime Minister's National Relief 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 and Backward Classes, minorities and women;

The Company shall give preference to the local area and areas around where it operates, for spending the amount earmarked for CSR activities.

**4. IMPLEMENTATION MECHANISM**

The BOD may decide to undertake its CSR projects/programs/activities, approved by the CSR Committee, through–

- a. A company established under section 8 of the Act (non for profit companies) or a registered trust or a registered society, established by the Company, either singly or along with any other company, or
- b. 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 or any entity established under an Act of Parliament or a State legislature; or
- c. A company established under section 8 of the Act or a registered trust or a registered society, other than those specified under a) and b) above, provided that such company or trust or society shall have an established track record of three years in undertaking similar programs/projects/activities.

The CSR Committee in consultation with the BoD shall identify the suitable projects amongst the CSR projects/programs/activities enlisted under Clause 3 above which shall then be implemented through the identified CSR implementation mechanism.

**5. ANNUAL CSR BUDGET**

At the beginning of every financial year, and on the basis of the CSR Committee's recommendation, the Company shall earmark as CSR budget, an amount of expenditure to be incurred on CSR projects/programs/activities as stated herein, and no expenditure shall be made on any activity falling outside the purview of the CSR Regulations.

Further, any unutilized CSR allocation of a particular year, will be carried forward to the following year, i.e. the CSR provision will be non-lapsable in nature. However, subject to the above, efforts will be made to ensure that the annual CSR allocation is fully utilized in the respective year.

It is further clarified that any surplus arising out of the CSR projects/programs/activities shall not form part of the business profits of the Company and shall be kept for the continuous functions of the respective projects/programs/activities.

**6. MONITORING PROCESS**

The CSR Committee shall prepare a transparent monitoring mechanism for ensuring implementation of the projects/ programs/ activities undertaken by the Company.

The CSR Committee shall have the authority to obtain professional advice from external sources for the purpose of instituting the monitoring mechanism and accomplishing the overall CSR objectives laid down under this CSR Policy.

The monitoring methodologies so devised, including any changes therein, shall be presented to the BoD for its approval from time to time.



7. **CSR STEERING GROUP**

The administration of the CSR Policy and the execution of identified projects, programs and activities under it shall be carried out under the overall superintendence and guidance of an internal steering/implementation group formed for this purpose and it shall report directly to the CSR Committee (the "Steering Group").

The internal Steering Group shall initially comprise of –

1. Vijay Kumar Jain, COO
2. Gunjan Jain, Head HR
3. Richa Manuja, CS
4. Rajneesh Arora, CFO

8. **CSR REPORTING**

The Board's Report of the Company shall include an annual report on CSR activities containing particulars as specified under the CSR Regulations.

9. **DISPLAY OF CSR ACTIVITIES ON THE WEBSITE OF THE COMPANY**

The CSR activities shall also be displayed at the website of the Company in such format as prescribed under the CSR Regulations.

10. **AMENDMENTS TO THE POLICY**

The BoD either suo-motto or as per the recommendations of the CSR Committee can amend this CSR Policy, as and when required and/or may deem fit by the Board, by passing of a board resolution in its duly convened meeting. Any revision in this CSR Policy shall be in accordance with the CSR Regulations.

