

Corporate Social Responsibility Policy & Guidelines

1. CONCEPT

1.1 Objective & Scope

At Mumbai Waste Management Ltd., (hereinafter referred as “The Company”), Corporate Social Responsibility (CSR) is an integral, self-regulating mechanism through which the business monitors and safeguards its active compliance with global norms and ethical standards. The goal of the Company is to embrace responsibility for its actions and do all that it takes to make a positive impact on the communities, employees, consumers, stakeholders and the public at large.

The main object of the CSR Policy is to lay down guidelines for the Company to make CSR as one of the key focus areas to adhere to.

This Policy covers current as well as proposed CSR activities to be undertaken by the Company and examining their alignment with Schedule VII of the Companies Act, 2013 (Act), as amended from time to time. It covers the CSR activities which are being carried out in India only and includes strategy that defines plans for future CSR activities.

1.2 Vision Statement

To focus on equitable, sustainable and accessible development opportunities for the communities we serve.

1.3 Mission Statement

To work in the areas of Women empowerment, Education and Health through sustainable models.

1.4 Modalities of Execution of CSR activities

CSR activities shall be implemented by the Company either directly or through a Trust or Societies with proven track record and excellence.

CSR initiatives shall be implemented in project mode with clearly defined objectives, allocation of resources and time line. While executing CSR Projects / programmes / activities utmost care should be taken by the CSR Committee to ensure active involvement of community/beneficiaries in planning, implementation and monitoring. Any surplus arising out of the fund allocated for CSR activity shall not be the part of the business profit of the Company.

2. GOVERNANCE

Pursuant to the provisions of Section 135 of the Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amendments thereto, the Board of Directors shall constitute the Corporate Social Responsibility (CSR) Committee. The Members of CSR shall be appointed by the Board of Directors of the Company which must consist of at least three Directors (one of whom shall be Independent Director, if any).

2.1 Organization structure for governance

2.1.1 Board of Directors shall

- Form CSR Committee
- Approve the CSR Policy
- Ensure spending of allocated funds
- Disclose reasons for utilization of funds, if any.

2.1.2 CSR Committee

Powers of Committee

- Formulate CSR Policy and recommend the same to the Board of Directors of the Company for approval
- Undertake CSR activities as stated under Schedule VII of the Act
- Approve to undertake CSR activities in collaboration with other Companies/firms/NGOs etc. and to separately report the same in accordance with the CSR Rules
- Recommend the CSR Budget
- Spend the allocated CSR amount on the CSR activities once it is approved by the Board of Directors of the Company in accordance with the Act and the CSR Rules
- Create transparent monitoring mechanism for implementation of CSR Initiatives in India
- Submit the Reports to the Board in respect of the CSR activities undertaken by the Company
- Monitor CSR Policy from time to time
- Monitor activities/charter of authorized officers, who are authorized to ensure that the CSR activities of the Company are implemented effectively
- Authorize executives of the Company to attend the CSR Committee Meetings

Frequency of Meetings

The CSR Committee shall meet at least once in a year. Members of the CSR Committee can agree upon mutually regarding time and place for the said meetings. Quorum for the meeting should be two. The Members of the Committee may participate in the meeting either in person or through video conferencing or other audio visual means in accordance with the provisions of the Companies Act, 2013 and rules made there under from time to time. Minutes of the CSR Committee shall be placed before the Board for noting.

3. BUDGET & RESOURCES FOR CSR

A specific project driven budget shall be allocated for CSR activities.

Provision for allocation of annual CSR Budget will be made towards the thrust areas identified on year on year basis.

4. POWERS OF APPROVAL

The expenditure to be incurred for CSR activities/programmes/projects will be recommended by CSR Committee for approval of the Board. The following shall be the process of authority:

- Board of Directors shall approve the CSR Budget
- CSR Committee shall authorize one of its members to execute the projects as per the approved budget.

- Such authorized member of the CSR Committee shall sub-delegate and authorize any other officer of the Company as he may deem fit, in consultation with the Committee, for administrative convenience and smooth operations.

5. IDENTIFICATION OF PRIORITY AREAS

5.1 Priority Areas

- Women Empowerment
- Education
- Health Care

The Policy shall be open to accommodate any activities as defined in Schedule VII of the Companies Act, 2013, as and when required.

5.2 Disqualifying Activities of CSR

- Projects and programmes that are implemented by the Company for employees and their families.
- Any amount directly or indirectly contributed towards any political party under Section 182 of the Act shall not be considered as CSR Spend.
- Any other activities which are not considered as CSR activities under the Act and relevant Rules.

6. MONITORING MECHANISM FOR CSR PROJECTS/PROGRAMMES

It shall be monitored at following levels:

6.1 Board Level

- Board members will review CSR Projects based on their output and impact

6.2 CSR Committee Level

- Committee will hold a meeting on half yearly basis to review and monitor the progress of various CSR Projects
- Committee members shall ensure that the expenditure incurred towards projects/activities as per the approved CSR Policy
- Committee shall ensure activities planned and executed in line with list activities

7. PUBLICATION OF CSR POLICY

As per CSR Rules, the contents of the CSR Policy shall be included in the Directors' Report and the same shall be displayed on the Company's website, if any.

8. POLICY REVIEW & AMENDMENTS

The Committee shall annually review its CSR Policy from time to time and make suitable changes as may be required and submit the same for the approval of the Board.

WHISTLE BLOWER POLICY

A. INTRODUCTION

Mumbai Waste Management Limited (the “Company”) is committed to lawful and ethical behavior in its everyday activities. This Policy is applicable to all directors, officers, employees, agents, representatives, and other associated persons of the Company (which may include consultants, advisors and temporary employees) (collectively “Company Personnel”).

The Company expects all Company Personnel to act in accordance with all applicable laws, regulations, and Company policies, and to observe the highest standards of business and personal ethics in conducting their duties and responsibilities. The Company therefore expects and requires any Company Personnel who have knowledge of, or reason to suspect, any violation of law or the Company’s Policies to report such concerns to the Chief Compliance Officer immediately.¹ Reports may be made anonymously. If any Company Personnel fail to report known or suspected violations, then the relevant Company Personnel may be subject to disciplinary action, up to and including termination.

It is the Company’s policy that, if the report of known or suspected violations is made honestly and in good faith, no adverse employment-related action will be taken against any Company Personnel in retaliation for reporting a violation or suspected violation of anti-corruption laws or this Policy.

All concerns raised by Company Personnel shall be treated with strict confidence and the Company shall take disciplinary action up to and including termination for anyone who threatens or engages in retaliation, retribution, or harassment of any other person who has reported or is considering reporting a violation under this Policy.

B. CATEGORIES OF COMPLAINTS TO BE REPORTED

Company Personnel are free to report, without fear of retaliation, any concerns or issues, or any inappropriate act or conduct, whether actual, potential, or suspected. This list is not exhaustive. However, the list below is intended to provide a sample of the types of misconduct that should be reported under this Policy:

- Violations of the Company’s Anti-Bribery and Anti-Corruption Policy;
- Acceptance of or giving kickbacks or bribes by Company Personnel or the Company’s business partners;
- Violations of Company policy by the Company’s agents, vendors, and business partners;
- Misappropriation of funds;

¹ The Chief Compliance Officer (“CCO”) is to be named. Until the CCO is appointed or where the office of the CCO is vacant, the Risk Management Committee (currently comprised of Goutham Reddy, Mr Menon and Satya Adamala) shall function in the role of the CCO.