CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY

M Moser Design Associates (India) Private Limited

Policy Name	M Moser Design Associates (India) Private Limited CSR Policy in terms of the Companies (Corporate Social Responsibility Policy) Rules read with Section 135 of the Companies Act, 2013
Policy Year	FY 2019-20
Policy Version No.	Version – 1
Recommended by CSR Committee	3rd April 2019
Approved by the Board of Directors	3rd April 2019
Effective Date	3rd April 2019
Expiry / Review Date	As and when required

1. PREAMBLE

For M Moser Design Associates (India) Private Limited (the "Company"), Corporate Social Responsibility is an opportunity to contribute meaningfully to society while conducting business responsibly, respecting applicable laws and human dignity. The Company seeks to support sustainable and inclusive development in the communities in which it operates.

2. CSR VISION STATEMENT

The Company's CSR vision is to contribute to the social and economic development of communities through responsible community investment and the direct efforts of its colleagues, with particular regard to the poor and underprivileged.

3. DEFINITIONS

In this Policy, unless the context otherwise requires:

(a) "Act" means the Companies Act, 2013, as applicable on the effective date of this Policy.

(b) "CSR Committee" means the Corporate Social Responsibility Committee of the Board referred to in Section 135 of the Act.

(c) "Corporate Social Responsibility" or "CSR" means and includes projects or programmes relating to activities, areas or subjects specified in Schedule VII to the Act, or projects or programmes undertaken by the Board in pursuance of the recommendations of the CSR Committee, subject to the requirements of the Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014.

(d) "CSR Policy" relates to the activities to be undertaken by the Company in areas or subjects specified in Schedule VII to the Act and the expenditure thereon, excluding activities undertaken in the normal course of business of the Company.

(e) "Net Profit" shall have the meaning assigned under the applicable CSR provisions and shall be calculated in accordance with Section 198 of the Act for the purposes of Section 135.

4. APPLICABILITY AND SCOPE OF THE CSR POLICY

This Policy sets out the Company's approach for selection, implementation and monitoring of CSR projects and programmes in accordance with Section 135 and Schedule VII of the Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014.

CSR activities undertaken by the Company shall not include:

a. activities undertaken in pursuance of the normal course of business of the Company;

b. projects or programmes undertaken outside India;

c. projects or programmes that benefit only the employees of the Company and their families; and

d. contribution of any amount, directly or indirectly, to any political party under Section 182 of the Act.

5. APPROACH FOR CSR SPENDING

The Company's CSR approach will be guided by impact, partnerships, affirmative action, volunteerism, communication and innovation.

The Board shall endeavour to ensure that, in every financial year, the Company spends at least two per cent of the average net profits made during the three immediately preceding financial years, calculated in accordance with Section 198 of the Act, on eligible CSR activities.

If the Company fails to spend the prescribed amount, the Board shall specify the reasons for not spending the amount in its report, in accordance with Section 135 as applicable on the effective date of this Policy.

Any surplus arising out of CSR projects, programmes or activities shall not form part of the business profits of the Company.

6. CSR PROGRAMME IMPLEMENTATION

CSR projects, programmes and activities may be carried out directly by the Company or through eligible implementing entities in accordance with the CSR Rules, including:

a) a company established under Section 8 of the Act, or a registered trust or registered society, established by the Company, either singly or along with any other company;

b) a company established under Section 8 of the Act, or a registered trust or registered society, established by the Central Government or State Government, or an entity established under an Act of Parliament or a State Legislature; or

c) another company established under Section 8 of the Act, registered trust or registered society having an established track record of at least three years in undertaking similar programmes or projects, provided that the Company specifies the projects or programmes to be undertaken, the modalities of utilisation of funds and the monitoring and reporting mechanism.

The Company may collaborate with other companies for undertaking CSR projects or programmes, provided that the CSR Committees of the respective companies are in a position to report separately on such projects or programmes.

The Company may build CSR capabilities of its own personnel and those of its implementing agencies through institutions having an established track record of at least three financial years, subject to the expenditure limit prescribed under the CSR Rules applicable at the time.

7. CSR PROGRAM FOCUS AREAS

The Company may undertake CSR activities in any of the areas or subjects specified in Schedule VII to the Act. Preference shall be given to the local area and areas around which the Company operates, while retaining the flexibility to support eligible projects in other parts of India where appropriate.

8. CSR BUDGET AND CSR EXPENDITURE

a) The CSR budget shall be based on the amount required to be spent under Section 135(5) of the Act.

b) CSR expenditure shall include expenditure, including contribution to corpus where permissible, on projects or programmes relating to CSR activities approved by the Board on the recommendation of the CSR Committee, but shall not include expenditure on items not in conformity with Schedule VII.

c) Any surplus arising out of CSR projects, programmes or activities shall not form part of the business profits of the Company.

d) The tax treatment of CSR expenditure shall be governed by the Income-tax Act, 1961 and other applicable law.

9. CSR PLANNING, IMPLEMENTATION AND MONITORING

9.1 Partner Selection

Where CSR activities are implemented through an external partner, the Company may undertake an appropriate evaluation and due diligence having regard to the partner’s legal status, track record, credibility, expertise, relevance to the proposed project and ability to monitor and report utilisation of funds.

9.2 Programme Evaluation

CSR proposals may be evaluated with reference to relevance, expected outcomes, experience of the implementing partner, efficiency of execution and fund utilisation, sustainability, monitoring and reporting arrangements, and project risks.

9.3 Monitoring

The CSR Committee shall institute a transparent monitoring mechanism for implementation of the CSR projects or programmes undertaken by the Company. Progress and utilisation of funds shall be reviewed periodically and reported to the CSR Committee and the Board, as appropriate.

10. GEOGRAPHY

The Company shall give preference to local areas and areas around which it operates. CSR activities may also be undertaken elsewhere in India where considered appropriate and consistent with Schedule VII and the Company’s CSR objectives.

11. ROLES AND RESPONSIBILITIES OF THE BOARD

a) Approve the CSR Policy after taking into account the recommendations of the CSR Committee.

b) Disclose the contents of the CSR Policy in the Board's Report and display the Policy on the Company's website, if any.

c) Ensure that the activities included in the CSR Policy are undertaken by the Company.

d) Endeavour to ensure that the Company spends, in every financial year, at least two per cent of the average net profits of the three immediately preceding financial years on CSR activities.

e) Where the prescribed CSR amount is not fully spent, specify the reasons for not spending the amount in the Board's Report.

12. CSR COMMITTEE AND ITS ROLES AND RESPONSIBILITIES

The composition of the CSR Committee constituted of the Board is as under:

Ms. Moira Marion Luk Moser-Chairperson (Director)
Mr. Man Keung Joseph Luk-Member (Director)
Mr. John Merritt Sellery-Member (Director)
Mr. Nirmal Mangal-Member (Director)

The Committee shall:

a) formulate and recommend to the Board a CSR Policy indicating the activities to be undertaken by the Company in areas or subjects specified in Schedule VII;

b) recommend the amount of expenditure to be incurred on CSR activities;

c) monitor the CSR Policy of the Company from time to time;

d) review the implementation and performance of CSR projects and programmes; and

e) perform such other functions as may be required under the Act, the CSR Rules or by the Board.

13. WEBSITE DISCLOSURE

The Board, after taking into account the recommendations of the CSR Committee, shall approve the CSR Policy and disclose its contents in the Board's Report. The Policy shall also be displayed on the Company's website at www.mmoser.com, in accordance with the CSR Rules applicable on the effective date of this Policy.

14. REPORTING

The Board's Report shall include an annual report on CSR containing the particulars prescribed under the Companies (Corporate Social Responsibility Policy) Rules, 2014. The CSR Committee shall periodically review the status of current and proposed CSR activities and report to the Board as appropriate.

15. EFFECTIVE DATE AND AMENDMENT

This Policy shall be effective from 3rd April 2019. It may be reviewed and amended from time to time by the Board on the recommendation of the CSR Committee. Any amendment to the applicable provisions of the Act, Schedule VII or the CSR Rules shall prevail over any inconsistent provision of this Policy from the date such amendment becomes effective.

16. CONTACT DETAILS

For queries related to the CSR Policy, activities, projects or programmes, please write to the Company Secretary at PankajA@MMoser.Com.