

Corporate Social Responsibility Policy

1) INTRODUCTION AND GOAL

- 1.1 MModal defines Corporate Social Responsibility ("CSR") as the integration of business operations and values, whereby the interests of all stakeholders including investors, customers, employees, the community and the environment are reflected in its policies and actions. Hence, MModal's CSR commitment positions its social and environmental consciousness as an integral part of its business plan and its commitment to all its stakeholders.
- 1.2 MModal's CSR Policy has been formulated as per the Notifications dated 27th February, 2014 issued by Ministry of Corporate Affairs regarding Companies (Corporate Social Responsibility Policy) Rules, 2014; Schedule VII and Section 135 of Companies Act, 2013 relating to Corporate Social Responsibility which is made effective from 01st April, 2014.
- 1.3 The overall goal of the CSR activities would be to promote sustainable and inclusive development as a responsible corporate entity in India.
- 1.4 The purpose of this Policy is to define the goals and scope of CSR activities and how MModal proposes to work towards achieving it. The CSR policy governs the approach of MModal towards these activities.

2) POLICY STATEMENT

- 2.1 MModal's CSR Policy aims to achieve, consolidate and strengthen Good Corporate Governance including socially and environmentally responsible business practices that balance financial profit with social well being.

3) SCOPE AND APPROACH

- 3.1 MModal is committed to the well being of the local communities and the society at large.
- 3.2 The geographic scope of MModal's CSR work would include:
 - (a) the immediate surroundings of the registered office and/or branch offices of MModal;
 - (b) the district, town or city as a whole where the registered office and/or branch offices of MModal are located;
 - (c) the country as whole as part of MModal's contribution to national efforts towards dealing with emergency situations and achieving higher national goals.
- 3.3 The focus of MModal's CSR work includes, but shall not be limited to:
 - (a) eradicating hunger, poverty and malnutrition, promoting healthcare including preventive health care and sanitation and making available safe drinking water;
 - (b) promotion of education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differentially abled and livelihood enhancement projects;
 - (c) 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;

- (d) 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;
- (e) 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 arts and handicrafts;
- (f) measures for the benefit of armed forces veterans, war widows and their dependents;
- (g) training to promote rural sports, nationally recognized sports, paralympic sports and Olympic sports;
- (h) contribution to 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, other backward classes, minorities and women;
- (i) contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government;
- (j) rural development projects.
- (k) slum area development.

3.4 The approach of MModal would be oriented to identify and formulate projects in response to felt societal needs in diverse areas falling in the geographic scope mentioned in para 3.2 and to implement them with full involvement and commitment in a time bound manner.

3.5 This section enlists a set of sample activities amongst which anyone can be undertaken by the Company towards the achievement of the CSR goal and objectives. These are by no means an exhaustive list and will be reviewed and modified from time to time as may be required.

4) STRATEGIES

4.1 The strategies for designing, implementing and monitoring the CSR activities of MModal would be based on the existing good practice models in the country and sample activities suggested in the Notifications dated 27th February, 2014 issued by Ministry of Corporate Affairs regarding Companies (Corporate Social Responsibility Policy) Rules, 2014; Schedule VII and Section 135 regarding Corporate Social Responsibility of Companies Act, 2013. Any amendments to the suggested sample activities, made by the government and/or the relevant authorities, would also be considered under this policy from time to time.

4.2 The implementation of the CSR activities will be co-ordinated by a Committee especially created for CSR.

4.3 The Annual CSR Plan and the Annual Budget Allocation will be approved by the MModal Board before implementation. This plan will be developed through the active engagement, leadership and inputs of the staff members of MModal.

5) GUIDING PRINCIPLES

5.1 In keeping with the Notifications dated 27th February, 2014 issued by the Ministry of Corporate Affairs regarding Companies (Corporate Social Responsibility Policy) Rules, 2014; Schedule VII and Section 135 of Companies Act, 2013, the CSR initiatives of MModal will be guided by the following overarching principles:-

- i) Ensure care for all stakeholders in implementing its core business as well as CSR activities. MModal will remain committed to protecting the interests of all its partners and stakeholders and the society at large.
- ii) Undertake ethical business practices building on the existing systems for maintaining transparency and accountability.
- iii) Promote healthy workplaces and maintain commitment to quality, health and safety in every aspect of business.
- iv) Ensure environmental consideration and strategic environment conservation initiatives as an integral aspect of business processes.
- v) Promote equality of opportunity and diversity of workforce throughout business operations.

7) INSTITUTIONAL SET UP

- 7.1 The CSR functions of MModal will be co-ordinated and monitored by the CSR Committee constituted by the Board of Directors of MModal.
- 7.2 The Board of Directors of MModal will determine the members of the CSR Committee; which shall be in accordance with the requirements of the statutory provisions.
- 7.3 Towards achievement of the CSR activities any of the members of the CSR Committee will be expected to identify opportunities for CSR activities within the broad framework outlined in this Policy. After an opportunity has been identified and approved by the CSR Committee any of the member of the CSR Committee shall facilitate selection of appropriate agencies for implementation, supervising and monitoring the quality of work and reporting to the CSR Committee about the progress.
- 7.4 The members of the CSR Committee shall also provide necessary inputs for preparation of the annual CSR plan.
- 7.5 The appropriate agencies must be a registered trust or registered society or a company established under section 8 of the Companies Act, 2013 so as to fulfil the criteria for their eligibility under Notification dated 27th February, 2014 issued by Ministry of Corporate Affairs regarding Companies (Corporate Social Responsibility Policy) Rules, 2014.
- 7.6 Within the overall framework of the CSR Policy and aligned to the business plan of MModal, the CSR Committee will facilitate the development of an annual CSR action plan and budget. This will include projects identified by the CSR Committee. The Annual CSR Plan detailing the individual projects and budgeting will become operational after review and approval by the MModal Board.
- 7.7 The CSR Committee will have the option to co-ordinate, monitor and assist operationalization of the activities in partnership with a range of stakeholders including Civil Society Organizations; Community based organizations and other public and private sector enterprises. Services of technical experts will be sought when required. For this purpose, MModal may enter into agreements with these agencies and/or experts on agreed terms of reference including detailed work plans with budgets and timelines.
- 7.8 The CSR Committee will prepare annual plans, follow up on financial and programme targets, recommend CSR projects, facilitate agency selection, co-ordinate periodic

monitoring and evaluation visits, provide feedback to the implementing organizations and report to the MModal Board.

8) IMPLEMENTATION MECHANISM

8.1 Overall, the CSR Committee will be responsible for overseeing the planning, coordination and implementation of CSR activities including compilation of information and preparation of annual reports, etc.

8.2 While identifying the CSR initiative the CSR Committee shall consider the following:

- i) Thrust of the schemes/projects should be in the identified priority areas of MModal.
- ii) While implementing the identified projects, time frames and milestones will be predefined.

8.3 The authority for approval of financial limits and the sanctioning authority for CSR projects shall always be the Board of Directors of MModal.

9) ALLOCATION OF FUNDS

9.1 The following criteria shall be followed in the allocation of funds:

(a) The CSR Budget, in every financial year, shall be two per cent of average net profits of MModal made during the three immediately preceding financial years, as per the Notifications dated 27th February, 2014 issued by Ministry of Corporate Affairs regarding Companies (Corporate Social Responsibility Policy) Rules, 2014; Schedule VII and Section 135 of Companies Act, 2013 on CSR, which shall be approved by MModal's Board of Directors.

(b) The surplus arising out of CSR projects or programs or activities shall not form part of the business profit of the Company.

9.2 Fund disbursement to the implementing organisation would be released after the requisite documentation between MModal and the implementing agency with the recommendation of the CSR Committee.

10) REVIEW AND REPORTING

10.1 The CSR Committee will meet on a need basis, to review the progress of proposed activities as per agreed targets and timelines.

10.2 An annual report of the activities undertaken under the CSR initiatives would be prepared as prescribed by law and suitably integrated into MModal's Board Report.

10.3 The CSR Committee will evaluate the CSR activities.

11) DISPLAY

11.1 This CSR Policy would be displayed on MModal's website.

11.2 The significant contents of this Policy as notified by law would be disclosed in MModal's Board Report.

12) GENERAL

- 12.1 The Company reserves the right to modify, cancel, add, or amend any of the above contents of the Policy with the approval of the Board of MModal.
- 12.2 Any or all provisions of the CSR Policy shall be subject to revision/amendment in accordance with the Companies Act, 2013 and/or any notifications on the subject as may be issued by the Ministry of Corporate Affairs, from time to time.
- 12.3 In case of doubt with regard to any of the provisions of this Policy and also in respect of matters not covered herein, the interpretation and decision of the Board of MModal shall be final.

13) CONFIDENTIALITY

- 13.1 This is a confidential document and as such it is not to be copied, duplicated, distributed, and posted on any electronic bulletin board to any third party outside the Company and/or its holding, subsidiaries and associate companies.