

CORPORATE SOCIAL RESPONSIBILITY POLICY OF MAJESCO SOFTWARE AND SOLUTIONS INDIA PRIVATE LIMITED

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Policy Approval Authority	:	The Board of Directors

CONTEXT

Majesco Software and Solutions India Private Limited (“**MSSIPL**”) is committed to the success of every stakeholder, not just the shareholder. **MSSIPL** Corporate Social Responsibility (“**CSR**”) policy is focussed on building a dynamic relationship between **MSSIPL** and well-being of the community mainly in areas of healthcare, education, environment, skill enhancement for earning livelihood, while harnessing the power of technology.

CSR Policy of **MSSIPL** has been prepared keeping in mind the company’s business ethics and to comply with the requirements of Companies Act, 2013 (“the **Act**”) and the Companies (Corporate Social Responsibility Policy) Rules, 2014 read with the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021.

OBJECTIVE

This policy will be applicable to all CSR initiatives and activities taken up by **MSSIPL**, for the benefit of various segments of the society, specifically the under-privileged and differently abled persons. The main objective of CSR Policy is to establish the basic principles and the general framework of action for the management of **MSSIPL**, to undertake and fulfil its corporate social responsibility obligation.

CSR COMMITTEE

Composition:

In compliance with the Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014 read with the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021, the CSR Committee shall consist of at least two Directors, as **MSSIPL** is a private limited company.

Composition of the CSR committee will be disclosed in the Board of Directors’ Report.

Meetings:

The CSR Committee shall hold meeting as and when required, to discuss various aspects related to implementation of CSR Policy of MSS IPL.

Quorum:

The quorum will be one-third of its total strength (any fraction contained in that one-third being rounded off as one), or two members, whichever is higher.

Role of CSR Committee:

- (a) To formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by MSS IPL in areas as specified in Schedule VII to the Act;
- (b) To recommend the amount of expenditure to be incurred on the activities mentioned in clause (a);
- (c) To monitor the Corporate Social Responsibility Policy from time to time;
- (d) To formulate and recommend to the Board, an Annual CSR Action Plan in pursuance of its CSR policy and recommend alterations, if any, to Annual CSR Action Plan to the Board; and
- (e) Any other matter as may be considered expedient by the members to comply with the CSR Policy.

TOTAL OUTLAY FOR CSR PROJECTS

In accordance with requirements of the Act, MSS IPL will mandatorily allocate and spend at least **2% of its average net profits** made during immediately preceding three financial years as its Annual CSR Budget.

For this purpose, the net profit will be calculated in accordance with the provisions of Section 198 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 as amended by the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021.

MSS IPL may spend up to 5% of Annual CSR Budget on administrative expenses relating to the general management and administration of CSR function but shall not include the expenses directly incurred for the designing, implementation, monitoring, and evaluation of a particular CSR project.

The surplus, if any, arising out of CSR Projects will not be considered as a part of the business profits of the Company and shall be ploughed back into the same project, or shall be transferred to the Unspent CSR Account and it should be spent in pursuance of this CSR policy and annual action plan of the Company, or the Company may transfer such surplus amount to a Fund specified in Schedule VII of the Act, within six months of the expiry of the financial year.

Any unspent amount out of Annual CSR Budget will be transferred to a Fund specified in Schedule VII, within a period of six months of the expiry of the financial year.

GUIDING PRINCIPLES FOR SELECTION OF CSR PROJECTS

All CSR Projects will be focussed on the areas, as enumerated in the Act and the rules/ regulations framed there under and circulars/ clarifications issued thereunder from time to time, of which major areas are listed below:

- **HUNGER, POVERTY, MALNUTRITION AND HEALTH:** Eradicating hunger, poverty and malnutrition, promoting preventive health care & sanitation and making safe drinking water available.
- **EDUCATION:** Promoting education, including special education and employment-enhancing vocational skills, especially among children, women, elderly and the differently abled, and livelihood enhancement projects.
- **GENDER EQUALITY AND EMPOWERMENT OF WOMEN:** Promoting gender equality and empowering women, setting up of homes/ hostels for women and orphans, old age homes and other such facilities for senior citizens and measures to reduce inequalities faced by socially and economically backward groups.
- **ENVIRONMENTAL SUSTAINABILITY:** Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agro-forestry, conservation of natural resources and maintaining the quality of soil, air and water.
- **NATIONAL HERITAGE, ART AND CULTURE:** Protecting national heritage, art and culture, including the restoration of buildings, sites of historical importance, and works of art; setting up public libraries; reviving, promoting and developing traditional arts and handicrafts.
- **RESEARCH & DEVELOPMENT PROJECTS:** Contribution to incubators or research and development projects in the field of science, technology, engineering and medicine, funded by the Central Government or State Government or Public Sector Undertaking; and Contributions to public funded Universities; Indian Institute of Technology (IITs) and; National Laboratories and autonomous bodies as specified in the Act, engaged in conducting research in science, technology, engineering and medicine aimed at promoting Sustainable Development Goals.
- **RURAL DEVELOPMENT PROJECTS & SLUM AREA DEVELOPMENT**
- **DISASTER MANAGEMENT INCLUDING RELIEF, REHABILITATION AND RECONSTRUCTION ACTIVITIES.**

MSSIPL will prefer to take up projects for spending the amount earmarked for CSR at local areas and areas where it operates.

Exclusions: Following activities shall not be considered as CSR Projects:

- Activities undertaken in pursuance of normal course of business of the Company;
- Any activity undertaken outside India except for training of Indian sports personnel representing any State or Union territory at national level or India at international level;
- Contribution of any amount directly or indirectly to any political party;
- Activities benefitting employees of the Company;
- Activities supported on sponsorship basis for deriving marketing benefits for its products or services; and
- Activities carried out for fulfilment of any other statutory obligation.

IDENTIFICATION AND IMPLEMENTATION OF CSR PROJECTS

CSR Projects, fulfilling guiding principles as stated above, may be identified by means of the following: (a) by the Senior Management/ professional agencies; (b) Internal need assessment by cross-functional team of employees at the local level; and (c) Receipt of proposals/ requests from Charitable institutes/ NGOs.

The Board will ensure that identified and approved CSR projects are implemented through the eligible entity, which can be following:

- (a) a company established under Section 8 of the Act, or a registered public trust or a registered society, registered under section 12A and 80 G of the Income Tax Act, 1961, 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
- (c) any entity established under an Act of Parliament or a State legislature; or
- (d) a company established under Section 8 of the Act, or a registered public trust or a registered society, registered under section 12A and 80G of the Income Tax Act, 1961, and having an established track record of at least three years in undertaking similar activities.

MSSIPL may engage International Organisations [organisations notified by the Central Government as an international organisation under Section 3 of the United Nations (Privileges and Immunities) Act, 1947], only for the purpose of designing, monitoring, and evaluation of CSR Projects as well as capacity building of their personnel.

Every entity who intends to undertake any CSR project, will register itself with the Central Government by filing the form CSR-1 electronically with the Registrar and obtain unique CSR Registration Number.

CSR Annual Action Plan and Monitoring

Post-finalisation of Annual CSR Budget, the CSR Committee will formulate and recommend to the Board Annual Action Plan which shall include the following:

- (a) list of CSR projects that are approved to be undertaken in areas specified in Guiding Principles;
- (b) manner of execution of such projects;
- (c) modalities of utilisation of funds and implementation schedules for the projects programmes;
and
- (d) monitoring and reporting mechanism for the projects.

To ensure effective implementation of CSR projects, a monitoring and evaluation mechanism will be put in place. The report on progress of the CSR Projects undertaken by MSSIPL will be put forward to the CSR Committee.

The Board of the Company shall satisfy itself that the funds so disbursed have been utilized for the purposes and in the manner as approved by it and the Chief Financial Officer or the person responsible for financial management shall certify to this effect to the Board, as mandatory requirement.

CSR Projects of the Company will be reported in the Annual Report & the Board of Directors' Report in the format prescribed in the Act and rules made thereunder.

GENERAL

Any or all provisions of the CSR Policy would be subject to revision/ amendment in accordance with the rules/ guidelines on the subject as may be issued by the Ministry of Corporate Affairs from time to time. The CSR Committee reserves the right to modify, add, or amend any of provisions of this Policy in compliance with the regulatory requirements, subject to approval of the Board of Directors of MSSIPL.
