



Member of the Surbana Jurong Group

CORPORATE SOCIAL RESPONSIBILITY POLICY

Preamble

SMEC recognizes the importance of integrating its business values of sustainable economic growth with its environmental and social responsibilities. The SMEC's philosophy is that a small amount of money spent wisely, can produce far-reaching social and economic benefits. It is SMEC India's intention, that wherever possible, it will fulfil its Corporate Social Responsibility (CSR) commitments and ensure it continues to act in a manner which promotes community engagement and sustainability.

Corporate Social Responsibility Policy

SMEC India is committed to ensuring the social, environmental and economic wellbeing of communities in the vicinity of its business operations. These activities will focus on the requirements of the Companies Act, 2013 and will include:

- **Eradicating extreme poverty and hunger:** *SMEC will promote preventative healthcare, sanitation and the provision of safe drinking water.*
- **Promotion of education:** *SMEC will promote the provision of employment-enhancing vocational skills particularly to the underprivileged community.*
- **Gender equality and the empowerment of women:** *This will focus on measures aimed at reducing gender inequality particularly those faced by the less privileged social groups.*
- **Ensuring environmental sustainability:** *Ensuring environmental sustainability is fully considered as part of the work we undertake.*
- **Reducing child mortality and improving maternal health:** *This involves the better management of neonatal and childhood illnesses and improving child survival, particularly among vulnerable communities.*

Governance

In line with Section 135 of the Companies Act 2013 (hereinafter referred to as 'the Act'), the Board of Directors of the Company has formed a Corporate Social Responsibility (CSR) Committee comprising of three executive directors:

- Dr. Uma Maheswaran (Chairman),
- Dr. Janardhan Sundaram
- Mr. Mohiuddin Mahmud

This committee will be responsible for the following functions:

- a) To formulate and recommend to the Board a CSR Policy indicating activities to be undertaken as specified in prescribed Schedule VII of the Act;
- b) To recommend the amount of expenditure to be incurred on activities to be undertaken as specified in the prescribed schedule;
- c) To monitor implementation of the CSR Policy from time to time.

Monitoring and Review Mechanism

The administration of the CSR Policy and the execution of identified CSR projects, programmes or activities under it will be carried out under the overall superintendence and guidance of an internal monitoring group formed for this purpose.

The internal monitoring group shall submit its report periodically to the CSR Committee which shall monitor the CSR Policy of the Company from time to time.

Further, any or all provisions of the CSR Policy would be subject to revision/amendment by the Board of Directors of the Company based on the recommendations of the CSR Committee or else in accordance with the guidelines on the subject as may be issued from time to time.

CSR Expenditure

SMEC's CSR expenditure shall include all expenditure, direct and indirect, incurred by the company on activities as outlined in the policy. Any surplus arising from CSR projects shall be used for further CSR activities and will not be added to the normal business profits.

In case the Company is not able to make required expenditure on the above mentioned CSR activities during the year, it will contribute the required amount to the Prime Minister's Relief Fund or any other Fund prescribed under the Schedule VII to the Companies Act, 2013.

ANNEXURE - B

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2018

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I	REGISTRATION & OTHER DETAILS:		
i	CIN	U93000DL1997PTC088574	
ii	Registration Date	15 th December, 1994	
iii	Name of the Company	M/s SMEC (India) Private Limited	
iv	Category of the Company	Private company	
v	Address of the Registered office & contact details		
	Address :	507, 5 th Floor, Bhikaiji Cama Bhawan, Bhikaiji Cama Place, New Delhi – 110 066, India	
	Town / City :	New Delhi	
	State :	Delhi	
	Country Name :	India	
	Telephone :	+91 11 4165 9124	
	Fax Number :	+91 11 2618 8247	
	Email Address :	statutoryinfo.india@smec.com	
	Website, if any:	www.smec.com	
vi	Whether listed company	No	
vii	Name and Address of Registrar & Transfer Agents (RTA):-		
	Name of RTA:	NA	
	Address :	-	
	Town / City :	-	
	State :	-	
	Pin Code:	-	
	Telephone :	-	
	Fax Number :	-	
	Email Address :	-	
II.	PRINCIPAL BUSINESS ACTIVITY OF THE COMPANY		
All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-			
Sl. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the company
1	Engineering Consultancy services	7110	100%
III.	PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –		

No. of Companies for which information is being filled :					2	
S. No.	Name of the Company	Address of the Company	CIN/GLN	Holding/ Subsidiary /Associate	% of shares held	Applicable Section
1	M/s SMEC International Pty Ltd.	220-226, Sharp Street, Cooma, NSW 2630, Australia	NA	Holding	99.96%	Section 2(46)
2	M/s Leadrail Infra Solutions Private Limited	Flat No 201, Sri Sai Residency Bhuwaneshwari Nagar, C V Raman Nagar, Bangalore – 560 093	U45203KA2012PTC0644 27	Subsidiary	99.99%	Section 2(87)

IV.	SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)								
IV (A)	Category-wise Share Holding								
Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	De ma t	Physical	Total	% of Total Shares	De m at	Physical	Total	% of Total Shares	
A. Promoter s									
(1) Indian									
a) Individual/ HUF	-	-	-	0%	-	-	-	0%	0%
b) Central Govt	-	-	-	0%	-	-	-	0%	0%
c) State Govt(s)	-	-	-	0%	-	-	-	0%	0%
d) Bodies Corp.	-	-	-	0%	-	-	-	0%	0%
e) Banks / FI	-	-	-	0%	-	-	-	0%	0%
f) Any other	-	-	-	0%	-	-	-	0%	0%
(2) Foreign									
a) NRI - Individual/	-	-	-	0%	-	-	-	0%	0%
b) Other - Individual/	-	-	-	0%	-	-	-	0%	0%
c) Bodies Corp.	-	50,000	50,000	100%	-	50,000	50,000	100%	0%
d) Banks / FI	-	-	-	0%	-	-	-	0%	0%
e) Any Others	-	-	-	0%	-	-	-	0%	0%
Total	-	50,000	50,000	100%	-	50,000	50,000	100%	0%

shareholding of Promoter (A)									
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	0%	-	-	-	0%	0%
b) Banks / FI	-	-	-	0%	-	-	-	0%	0%
c) Central Govt	-	-	-	0%	-	-	-	0%	0%
d) State Govt(s)	-	-	-	0%	-	-	-	0%	0%
e) Venture Capital Funds	-	-	-	0%	-	-	-	0%	0%
f) Insurance Companies	-	-	-	0%	-	-	-	0%	0%
g) FIs	-	-	-	0%	-	-	-	0%	0%
h) Foreign Venture Capital Funds	-	-	-	0%	-	-	-	0%	0%
i) Others (specify)	-	-	-	0%	-	-	-	0%	0%
Sub-total (B)(1):-	-	-	-	0%	-	-	-	0%	0%
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	-	-	-	0%	-	-	-	0%	0%
ii) Overseas	-	-	-	0%	-	-	-	0%	0%
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	-	-	0%	-	-	-	0%	0%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	-	0%	-	-	-	0%	0%
c) Others (specify)	-	-	-	0%	-	-	-	0%	0%

Sub-total (B)(2):-	-	-	-	0%	-	-	-	0%	0%
Total Public Shareholding (B)=(B)(1)+(B)(2)	-	-	-	0%	-	-	-	0%	0%
C. Shares held by Custodian for GDRs & ADRs	-	-	-	0%	-	-	-	0%	0%
Grand Total (A+B+C)	-	50,000	50,000	100%	-	50,000	50,000	100%	0%

IV (B)	Shareholding of Promoters							
SI No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	M/s SMEC International Pty Ltd.	49980	99.96%	0%	49980	99.96%	0%	0%
2	M/s SMEC Services Pty Ltd	20	0.04%	0%	20	0.04%	0%	0%
	TOTAL	50000	100%	0%	50000	100%	0%	0%

IV (C)	Change in Promoters' Shareholding (please specify, if there is no change)			
SI. No. 1 - M/s SMEC International Pty Ltd.	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year	49980	99.96%	49980	99.96%

Changes During the Year					
Increase					
Date	Reason for Increase				
NA	Allotment	-	0%	-	0%
NA	Bonus	-	0%	-	0%
NA	Sweat	-	0%	-	0%
NA	Other	-	0%	-	0%
Decrease					
Date	Reason for Decrease				
NA	Transfer	-	0%	-	0%
NA	Other	-	0%	-	0%
At the End of the year		49980	99.96%	49980	99.96%
SI. No. 2 M/s SMEC Services Pty Ltd		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year		20	0.04%	20	0.04%
Changes During the Year					
Increase					
Date	Reason for Increase				
NA	Allotment	-	0%	-	0%
NA	Bonus	-	0%	-	0%
NA	Sweat	-	0%	-	0%
NA	Other	-	0%	-	0%
Decrease					
Date	Reason for Decrease				
NA	Transfer	-	0%	-	0%
NA	Other	-	0%	-	0%
At the End of the year		20	0.04%	20	0.04%

IV (D)	Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):	NA			
Name of the Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year		
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
At the beginning of the year		-	0%	-	0%

Changes During the Year					
Increase					
Date	Reason for Increase				
NA	Allotment	-	0%	-	0%
NA	Bonus	-	0%	-	0%
NA	Sweat	-	0%	-	0%
NA	Other	-	0%	-	0%
Decrease					
Date	Reason for Decrease				
NA	Transfer	-	0%	-	0%
NA	Other	-	0%	-	0%
At the End of the year (or on the date of separation, if separated during the year)		-	0%	-	0%

IV(E)	Shareholding of Directors and Key Managerial Personnel:				NA	
	S. No.: 01	Shareholding at the beginning of the year		Cumulative Shareholding during the year		
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	
At the beginning of the year		-	0%	-	0%	
Changes During the Year						
Increase						
Date	Reason for Increase					
NA	Allotment	-	0%	-	0%	
NA	Bonus	-	0%	-	0%	
NA	Sweat	-	0%	-	0%	
NA	Other	-	0%	-	0%	
Decrease						
Date	Reason for Decrease					
NA	Transfer	-	0%	-	0%	
NA	Other	-	0%	-	0%	
At the End of the year		-	0%	-	0%	
V	INDEBTEDNESS					
Indebtedness of the Company including interest outstanding/accrued but not due for payment						

Indebtedness at the beginning of the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
* Addition	-	-	-	-
* Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

VI	DETAILS OF REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL		
VI (A)	Remuneration of Directors and Key Managerial Personnel		
Sl. no.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
1	Gross salary	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission	-	-

	- as % of profit		-		-	
	- others, specify		-		-	
5	Others, please specify		-		-	
	Total VI(A)		-		-	
VI (B)	Remuneration to other Directors:					
Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
		A	B	C	D	
1	Independent Directors					
	Fee for attending board committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (1)	-	-	-	-	-
2	Other Non-Executive Directors					
	Fee for attending board committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total VI (B)=(1+2)	-	-	-	-	-
	Total Managerial Remuneration	-	-	-	-	-
	Overall Ceiling as per the Act					

VI (C)	Remuneration to Key Managerial Personnel other than MD/Manager/WTD				
Sl. no.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		CEO	CS	CFO	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary u/s 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-

4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	- others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	-	-	-	-

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:					
Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA
Compounding	NA	NA	NA	NA	NA
B. DIRECTORS					
Penalty	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA
Compounding	NA	NA	NA	NA	NA
C. OTHER OFFICERS IN DEFAULT					
Penalty	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA
Compounding	NA	NA	NA	NA	NA

For and on behalf of the Board of Directors

Sd/-
Dr. Uma Maheswaran
Chairman & Director
DIN: 06626772

sd/-
Dr. Janardhan Sundaram
Managing Director
DIN-08105548