
CORPORATE SOCIAL RESPONSIBILITY COMMITTEE CHARTER AND POLICY

1. OVERVIEW

- 1.1 Coforge Limited (Erstwhile NIIT Technologies Limited) (“Coforge”) is a leading provider of information technology solutions, servicing customers across the globe while following global standards in its software development processes. Coforge’s Value and Belief Statement aims to ensure that in any association with society, society benefits substantially more than what society gives to us and what society would gain from any other similar association.
- 1.2 The corporate sector controls a significant portion of the society’s resources and therefore, it is imperative for companies to draw a balance between their right to grow and their responsibilities towards society and the environment. The concept of Corporate Social Responsibility (“CSR”) acknowledges the debt that a company owes to the community within which it operates as a stakeholder and it urges a company to embrace the “triple bottom-line” approach whereby its financial performance can be harmonized with the expectations of society, the environment and the many stakeholders it interfaces with and not just its own shareholders and employees.
- 1.3 In the past, Coforge has been making annual grants to NIIT University, a self-financing university and non-profit making institution located in Neemrana, Rajasthan (“NU”) and is also involved in the development of the course curriculum, course design, structure and courseware and provides assistance and support required for the project component of the last semester of the Master of Computer Application (“MCA”) Program. Additionally, the CEO of Coforge is on the advisory board of NU and the senior management of Coforge visits NU to conduct lectures on an honorary basis. NU has been established with the objective to provide seamless, industry linked, technology based, research driven doctoral programs as well as under graduate and post graduate education. NU is promoted by NIIT Institute of Information Technology (“TNI”), a society registered under the Societies Act, 1860 (Central Act No. 21 of 1860). Coforge has also been engaged in building infrastructure and technical support for schools catering to the underprivileged children. Through these initiatives Coforge aims at promoting both primary and vocational education and enhancing employability. Coforge shall continue its CSR activities in a manner that is compliant with Section 135 of the Companies Act, 2013 (“Act”) and the rules framed thereunder.

2. COFORGE'S CSR POLICY

- 2.1 This CSR policy (“Policy”) spells out Coforge’s philosophy towards its social responsibilities and lays down the guidelines, framework and mechanism relating to the implementation, monitoring, reporting, disclosure, evaluation and assessment of projects, programs and activities forming part of Coforge’s CSR.
- 2.2 The CSR Committee is empowered to recommend amendments or modifications to this Policy and such changes shall be placed before the Board of Directors of Coforge (“Board”) for approval. This Policy shall be displayed on the company’s website.

3. COFORGE'S CSR VISION

- 3.1 Coforge recognizes that CSR involves ongoing commitment by businesses to contribute to the **economic** and social development of the **society** while improving the quality of life and building capacities of the local community and society at large.
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4. OBJECTIVES OF CSR POLICY

- 4.1 Through its CSR activities Coforge seeks to:
 - 4.1.1 Promote the desire for learning and knowledge at every stage;
 - 4.1.2 Significantly improve the quality of higher education and help in developing employment enhancing vocational skills;
 - 4.1.3 Build social trusts;
 - 4.1.4 Provide infrastructure support to build and sustain schools and educational institutions and undertake other infrastructure improvement programs;
 - 4.1.5 Promote employment, community development and welfare;
 - 4.1.6 Contribute towards environmental sustainability, ecological balance, protection of flora and fauna, agroforestry and conservation of natural resources;
 - 4.1.7 Inculcate a sense of empathy and equity among employees of Coforge by motivating them to give back to the society by involving them directly in the initiatives undertaken as part of CSR; and
 - 4.1.8 Generate goodwill through its CSR initiatives and help reinforce a positive and socially responsible image.

5. APPLICABILITY OF THE POLICY

- 5.1 This CSR Policy shall be implemented in accordance with the provisions of Section 135 of the Act and the rules thereunder. It shall apply to all projects/activities undertaken by Coforge in India as per Schedule VII of the Act.
- 5.2 The CSR activities shall not include activities undertaken by Coforge in pursuance of the normal course of its business.
- 5.3 Projects, programs or activities that solely benefit the employees of Coforge and their families shall not be considered as CSR activities under this Policy.

6. CSR COMMITTEE

- 6.1 The CSR Committee has been constituted in accordance with the provisions of the Act. It shall comprise of 3 (three) or more directors of which, at least 1 (one) director shall be an independent director. Permanent invitees to the meetings of the CSR Committee shall include the Chief People Officer, the Company Secretary and the Legal Head of Coforge. The CSR Committee may invite other invitees/specialists, as and when required.
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7. ROLE OF THE CSR COMMITTEE

7.1 The following duties and responsibilities with respect to corporate governance are within the authority of the CSR Committee and the CSR Committee shall, consistent with and subject to applicable law and rules and regulations promulgated by the relevant stock exchanges, or any other applicable regulatory authority:

- (a) develop and review periodically, and at least annually, the corporate governance principles adopted by the Board to assure that they are appropriate for the Company and comply with the requirements of the relevant stock exchanges, and recommend any desirable changes to the Board;
- (b) advise the Board periodically with respect to significant developments in the law and practice of corporate governance as well as the Company's compliance with applicable laws and regulations, and making recommendations to the Board on all matters of corporate governance and on any corrective action to be taken; and
- (c) consider any other corporate governance issues that arise from time to time, and develop appropriate recommendations for the Board.

7.2 Further, the CSR Committee shall be responsible for:

- 7.2.1 Formulating this CSR Policy in accordance with the provisions of the Act and rules thereunder and recommending modifications to the same in a periodical manner;
- 7.2.2 Identification of the initiatives and specification of the projects and programs for CSR and recommending the same to the Board;
- 7.2.3 Recommending the CSR budget and amount of expenditure to be incurred by Coforge on CSR activities;
- 7.2.4 Putting in place a transparent monitoring mechanism for implementation of the program, projects and activities undertaken under this Policy and proper utilization of funds;
- 7.2.5 Periodically updating the Board on the progress being made in the planned activities;
- 7.2.6 Providing a responsibility statement in the Board's report as to whether the implementation of the projects and program is in compliance with and fulfills the objectives of this Policy; and
- 7.2.7 Formulating the CSR Annual Action Plan in pursuance of this Policy, which shall include focus areas for the year, the list of projects to be undertaken, manner of execution, Expenditure utilization, monitoring mechanism and all matters which are required under Applicable Law

The CSR Annual Action Plan so formulated may be altered at any time during the financial year by the Board, on the recommendation of the CSR Committee, based on reasonable justification to that effect.

8. MEETING AND QUORUM

- 8.1 The meeting of the CSR Committee shall be once in a year and as and when required. A quorum of the Committee shall be two directors or one-third of the members of the Committee whichever is greater, including one independent director in attendance.

9. CSR CELL

- 9.1 The CSR Cell has been constituted to assist the CSR Committee with the implementation and impact assessment of the CSR initiatives and development of Plan. The CSR Cell comprises of the following:

9.1.1 Chief People Officer of Coforge;

9.1.2 Compliance Officer of Coforge; and

9.1.3 Employees of Coforge, as appointed by the Chief People Officer and Compliance Officer from time to time.

10. ROLE OF THE CSR CELL

- 10.1 The CSR Cell shall be responsible for:

10.1.1 Determining the modalities of execution including targets and timelines in consultation with the CSR Committee;

10.1.2 Ensuring that implementation of all projects, programs and activities is being carried on in accordance with the above;

10.1.3 Undertake the impact assessment of all CSR activities;

10.1.4 Maintaining documents and accounts pertaining to all CSR activities of Coforge;

10.1.5 Providing periodic reports to the CSR Committee on implementation as well as assessment carried out through field visits and feedback sessions; and

10.1.6 Assisting the CSR Committee in preparation of the annual report on CSR.

11. PROJECTS, PROGRAMS & ACTIVITIES

- 11.1 The CSR Committee shall identify and evaluate programs, projects and activities in line with this Policy and place it for the approval of the Board. The identification of the programs, projects and activities shall be based on internal assessment, receipt of proposals, ground-level discussions and studies by professional bodies.

- 11.2 Coforge shall develop a strategy with respect to new projects or programs after identifying the target group and focus areas it wishes to harness; operationalize the institutional mechanism i.e., choosing the implementing agency whether in-house or out-sourced and identifying the implementation model which could range from giving grants to direct project execution; develop the project with defined activities, targets, timelines, budgets etc., finalize the arrangement with the implementing agency so selected; and continue monitoring of progress and reporting.
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- 11.3 In the event any of Coforge's subsidiaries in India meet the thresholds set out in Section 135 of the Act and are thereby obligated to undertake CSR in accordance with the Act and the rules, Coforge may collaborate with such subsidiaries for undertaking projects or programs or activities in a manner such that the CSR Committee of Coforge as well as the committees of its subsidiaries are in a position to report separately on such programs, programs or activities, in accordance with the prescribed law.

12. IMPLEMENTATION

- 12.1 Coforge shall continue to undertake its CSR activities through NU and such other NGOs or agencies that meet the criteria prescribed under law.
- 12.2 The projects, programs or activities identified by the CSR Committee and approved by the Board shall be implemented in a project mode through the CSR Cell which will entail charting the stages of execution through planned processes, measurable targets, mobilization and allocation of budgets and prescribed timelines. It also involves assigning of responsibility and accountability. Suitable documents / agreements shall be entered into with NU and the other agencies for the purposes of implementation of the projects. The conditions of grant of amounts for all CSR activities, projects and programs and the break-up of the allocations shall be set out and evaluated from time to time.
- 12.3 Coforge may engage international organisation(s) for designing, monitoring and evaluation of the CSR projects or activities as well as for capacity building of its personnel for CSR.

13. CSR EXPENDITURE ALLOCATION & DISBURSEMENT OF FUNDS

- 13.1 The CSR Committee shall recommend the annual budget for each project, program or activity in accordance with this CSR Policy and applicable law, for the consideration and approval of the Board. The CSR Committee will also determine and recommend to the Board for its approval, the allocation and distribution of CSR spends within the different projects, programs and activities undertaken. The schedule of disbursements shall be linked to the planned projects/activities. The corpus for CSR expenditure shall include 5% of the average net profits during the 3 (three) immediately preceding financial years subject to a minimum of 2% of the average net profits; (b) any income arising therefrom; and (c) any surplus arising out of CSR activities.
- 13.2 The overall CSR expenditure shall be approved by the Board in its meeting based on the recommendations of the CSR Committee. CSR expenditure shall include all expenditure including contribution to corpus, or on projects or programs relating to CSR activities approved by the Board on the recommendation of the CSR Committee.
- 13.3 The CSR Cell may, in consultation with the CSR Committee, decide to build CSR capacities of its own personnel as well as those of NU and the other agencies. However, the expenditure towards the same shall not exceed 5% of the total CSR expenditure of Coforge in one financial year.
- 13.4 The Chief Financial Officer shall certify that the CSR Expenditure has been disbursed and utilized for the purposes and in the manner as approved by the Board on an annual basis.
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14. MONITORING

- 14.1 The CSR Committee will monitor the programs and projects to ensure that they are being carried out in compliance with this Policy and the Act and in accordance with the approved budget. Money expended towards CSR shall be released only against verification of utilization of funds as per approved work-plans and timelines. Verification may be done through review of documents, field visits and through an active feedback mechanism.
- 14.2 To ensure effective implementation of the CSR projects, programs and activities undertaken in terms of the Policy, the progress of each such project, program and activity will be reviewed by the CSR Committee on a quarterly basis, with all requisite documentation. Such reviews shall be carried out with the objective of identifying slippages, if any, and taking appropriate corrective action to resolve such slippages after thorough discussions with the CSR Cell.
- 14.3 All CSR activities and expenses made thereon will be audited in a transparent manner.
- 14.4 Any surplus arising out of CSR projects/programs or activities shall not form part of the business profits and shall be invested into the CSR program/project.
- 14.5 Identification and implementation of multi-year CSR projects / programs (“Ongoing Projects”) will be monitored by the CSR Committee and the Board of Directors of the Company (“the Board”), as required under Applicable Law.
- 14.6 In the event it is observed that any CSR activity taken up is not being implemented in the desired manner, the CSR Committee may, with the approval of the Board, discontinue funding of such project at any time during the course of implementation and deploy such funds for any other project/ activity or program.

15. IMPACT ASSESSMENT

The Committee shall, on an annual basis, evaluate its performance. In conducting this review, the Committee shall evaluate in the manner set out under applicable law whether this Charter appropriately addresses the matters that are or should be within its scope and shall recommend such changes as it deems necessary or appropriate. The Committee shall address all matters that the Committee considers relevant to its performance, including at least the following: the adequacy, appropriateness and quality of the information and recommendations presented by the Committee to the Board, the manner in which they were discussed or debated, and whether the number and length of meetings of the Committee were adequate for the Committee to complete its work in a thorough and thoughtful manner. The Committee shall deliver to the Board a report, which may be oral, setting forth the results of its evaluation, including any recommended amendments to this Charter and any recommended changes to the Company’s or the Board’s policies or procedures.

- 15.1 Regular and interactive feedback sessions shall be conducted at all levels i.e., with NU and the other NGOs through which CSR activities are being undertaken as well as the respective beneficiaries of all CSR activities undertaken by Coforge.
- 15.2 Field visits shall be conducted at regular intervals to ensure effective implementation.
- 15.3 Proper documentation shall be done in an MIS format to record key observations of such feedback sessions and field-visits.
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15.4 If deemed necessary by the CSR Committee, the effectiveness of the various programs / activities undertaken under CSR may be evaluated through external agencies and reports shall be prepared pursuant to such evaluation.

16. REPORTING

16.1 A yearly report on implementation shall be submitted to the Board by the CSR Committee.

16.2 The CSR Committee shall prepare an annual report on CSR, in the format prescribed under the Act and such report shall be included in the Board's report annexed to the financial statements. The report shall be signed by the Chairman of the CSR Committee and the Managing Director/CEO/Director of Coforge.

17. GENERAL

17.1 The CSR Committee shall have the power to clarify any doubts or rectify any anomalies that may exist in connection with the effective execution of this Policy. Coforge reserves the right to modify, cancel or amend this Policy from time to time based on changing needs and aspirations of the target beneficiaries.

18. REGULATORY COMPLIANCE

18.1 Any or all provisions of the CSR Policy would be subject to revision / amendment in accordance with the guidelines on the subject as may be issued from Government, from time to time. The CSR Committee reserves the right to modify, add, or amend any of provisions of this Policy subject to approval of the Board.

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While the members of the CSR Committee have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of members of the CSR Committee, except to the extent otherwise provided under applicable law.

Version History:

S. NO.	VER. NO.	PREPARED BY	REVIEWED BY	REVISION DATE	APPROVED BY	RELEASE DATE	REASONS FOR NEW RELEASE
1	1	Compliance Officer	Global HR Head	2014	Board of Director	2014	Baseline Version
2	2	Company Secretary	Chief Financial Officer	May 06, 2021	Board of Director	May 06, 2021	To make in line with SEBI LODR