**GLOBALLOGIC INDIA LIMITED**

[F.Y. 2015-16]

**CSR POLICY**

***In pursuance to Provisions of Section 135 of Companies Act, 2013***

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CORPORATE SOCIAL RESPONSIBILITY (CSR) Policy

**1. Preamble**

Corporate Social Responsibility is the continuing commitment by business to perform ethically and contribute to economic development while improving the quality of life of the workforce and their families as well as of the local community and society at large. CSR is clearly on capacity building, empowerment of communities, inclusive socioeconomic growth, environment protection, promotion of green and energy efficient technologies, development of backward regions, and upliftment of the marginalized and under-privileged sections of the society.

CSR covers the entire process by which an organization approaches, defines and develops its relationships with stakeholders for the common good, and demonstrates its commitment in this regard by adoption of appropriate strategies and projects. Thus CSR is not charity or mere donations but a way of going beyond business as usual, creating shared value and contributing to social and environmental good.

**2. Purpose**

The Corporate Social Responsibility Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Globallogic India Limited (“GlobalLogic” or the “Company”) to assist the Board in carrying out its responsibilities in respect of Corporate Social Responsibility.

This policy will serve as a guiding document to help identify, execute and monitor CSR projects in keeping with the spirit of the policy. The CSR policy would function as a self-regulating mechanism for Globallogic CSR activities and enable adherence to applicable laws in this regard.

The Board will revise this Mandate from time to time based on its assessment of the Company’s needs, legal and regulatory developments, and applicable best practices.

**3. Vision**

Globallogic's strategy is to integrate its activities in community development, social responsibility and environmental responsibility and encourage each business unit or function to include these considerations into its operations. Globallogic is committed to identifying and supporting programs aimed at:

* Child Education
* Green and Clean India Initiatives
* Poverty and Malnutrition
* Improving medical services in villages
* Empowering the girl child
* Disaster Relief
* Protection of National Heritage
* Supporting the disabled

**4. Scope**

This policy will apply to all projects/programs undertaken as part of the Company’s Corporate Social Responsibility activities and will be developed, reviewed and updated by Committee from time to time. This policy is also in line with the Sec.135 of Companies Act, 2013 and rules specified thereunder. The scope of CSR activities would cover the following areas for the year 2015-2016:

1. Child Education
2. Green and Clean India
3. Poverty and Malnutrition
4. Improving Medical Services in Villages

**5. Governance**

Overall governance of CSR and approving of the CSR Policy will be the responsibility of the CSR Committee of the Board. The CSR Committee of Globallogic will be responsible for administering and executing the policy. As the Company’s CSR activities evolve further, the policy may be revised with the approval of the CSR Committee of the Board.

**6. CSR Committee Composition**

Globallogic will institute a CSR Committee of the Board consisting of three directors or more including at least two Independent Directors. The Chair of the Committee shall be designated by the Board from among the Committee members.

Consistent with the above, the CSR Committee of the Board currently has the following members:

1 Dr. B.K. Gairola- Independent Director (Chairman)

2 Ms. Drushti Desai - Independent Director

3 Mr. Robinson Massey- Director

**7. Access to Management and Independent Advisors**

Committee members will have full access to management of the Company to discuss any matter which the member may wish to discuss or obtain additional information on.

The Committee has the authority to retain, set the terms of and compensate independent legal, financial or other advisors, consultants or experts that it determines necessary to assist it in carrying out its duties.

The Committee may conduct any investigation appropriate to its responsibilities, and request any officer or other employee of the Company, or any outside advisor, to attend a meeting of the Committee or to meet with any members of, or advisors to, the Committee.

**8. Duties of the Committee Members**

The Committee is responsible for overseeing the establishment and implementation of corporate social responsibility policies and practices and for monitoring the Company’s performance against such policies and practices as well as applicable laws and regulations. The Committee’s duties with respect to corporate social responsibility matters shall include:

1. Reviewing and making recommendations, as appropriate, in regard to the Company’s corporate social responsibility policies;
2. Developing a CSR Strategy- Liaising with management on the Company’s corporate social responsibility program,;
3. Scheduling regular reports from management on the Company’s corporate social responsibility performance to assess the effectiveness of the corporate social responsibility program;
4. Reviewing the annual budget for the Company’s corporate social responsibility activities to confirm that sufficient funding is provided for compliance with this mandate; and
5. Reviewing the Company’s corporate social responsibility performance to assess the effectiveness of the Company’s corporate social responsibility program and to determine whether the Company is taking all appropriate action in respect of those matters and has been duly diligent in carrying out its responsibilities and to make recommendations for improvement, where appropriate.
6. The Committee will report regularly to the Board following meetings of the Committee with respect to such matters as are relevant to the Committee’s discharge of its responsibility.
7. The Committee will review and update, on an annual basis, a work plan for the ensuing year for the Committee to ensure the Committee fulfills its responsibilities on a timely basis.

**9. Responsibility of the Committee Members**

The primary responsibility of Committee members is to act honestly and in good faith and to exercise their business judgment in what they reasonably believe to be the best interests of GlobalLogic and its shareholders. In addition to the responsibilities of Committee members as directors of the Company, the Board has developed the following specific expectations of Committee members to promote the discharge by the Committee members of their responsibilities and to promote the proper conduct of the Committee:

1. **Prepare for Meetings** - Committee members are expected to diligently prepare for each meeting, including by reviewing all materials circulated in advance of each meeting and should arrive prepared to discuss the issues presented. Committee members are encouraged to contact the Chairman of the Committee, and any other appropriate executive officer to ask questions and discuss agenda items prior to meetings.
2. **Attend Meetings** - Committee members are expected to maintain a high attendance record at meetings of the Committee. Attendance by telephone or video conference may be used to facilitate a Committee member’s attendance. But for the purpose of quorum only attendance through video conference will be counted
3. **Participate in Meetings** - Committee members are expected to be active and effective participants in the deliberations of the Committee by participating fully and frankly in Board discussions and encouraging free and open discussion of the affairs of the Company
4. **Continuing Education** - Committee members are expected to pursue continuing education opportunities to maintain and enhance their abilities as members of the Committee and ensure that their knowledge of the matters for which the Committee is responsible remains current.

**10. Meeting**

The Committee must meet atleast four times in a Year at appropriate intervals. Additional meetings may be called upon serving of proper notice at any time to address specific needs of the Company. The Committee may also take action from time to time by unanimous written consent. A Committee meeting may be called by the Committee Chairman, or any Committee member. The meeting must be held within business hours on a day which is not a public holiday.

Where any meeting of the Committee adjourns due to any reason the same shall stand adjourned till the next week at the same time and place on a day which is not a public holiday.

The extracts of the meeting must be recorded in the Minutes and shall be signed and confirm by next meeting by the Chairman of the meeting or where such chairman cease to be chairman or committee member then by Chairman of the next meeting.

**11. Agenda and Notice**

Notice of the time and place of each meeting of the Committee must be served to each Committee member either by personal delivery, electronic mail, facsimile or other electronic means by not less than 7 clear days before the date of the meeting. However, whenever necessary Committee meetings may be held at any time at a shorter notice if all of the Committee members consent to hold meeting at a shorter notice or in case of urgency without serving upon notice where a Committee member participating in a Committee meeting is deemed to have waived notice of the meeting. The practice of the Committee is to provide notice of meetings to all directors in order that they may attend the meeting.

The Chairman of the Committee shall establish the agenda for each Committee meeting. The agenda of the business to be transacted at meeting shall be distributed to Committee members along with Notice. Each Committee member is free to request the inclusion of other agenda items.

**12. Quorum and Attendance**

A quorum for any Committee meeting shall be one-third of its total strength (any fraction contained in that one-third to be rounded off as one) or two members, whichever is higher. A Committee member who is unable to attend a Committee meeting in person may participate by telephone or teleconference or by video Conference but for the purpose of quorum only attendance through video conference will be counted

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**13. CSR Budget/ Expenditure**

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 its CSR Committee, but does not include any expenditure on an item not in conformity or not in line with activities which fall within the purview of Schedule VII of the Act

The Board of the Company shall ensure that the company spends on CSR Activities as specified by Committee, in every financial year, at least two per cent of the average net profits of the company made during the three immediately preceding financial years, in pursuance of its Corporate Social Responsibility Policy

The overall amount to be committed to CSR will be approved by the Board as part of the Company’s overall Annual Budget/Plan. Within the budgeted amount, specific CSR initiatives/projects will be approved in line with the process approved by the CSR Committee of the Board. All projects undertaken by the Company will be approved / ratified by the Company’s CSR Committee.

GlobalLogic may build CSR capacities of their own personnel as well as those of their Implementing agencies through Institutions with established track records of at least three financial years but such expenditure shall not exceed five percent of total CSR expenditure of the company in one financial year.

**14. Implementation**

The CSR Committee would assist in implementation and monitoring of the CSR projects/initiatives. The actual implementation of various initiatives will be broad-based with the involvement of various company employees/units or through implementing agencies like NGOs, Trusts, Societies, Section 8/ Section 25 companies, DST certified incubation centers or through collaborative projects with other corporate(s The implementation will also be screened based on the company internal screening criteria to ascertain the entity’s credibility and its ability to execute the proposed projects.

GlobalLogic may also collaborate with other companies for undertaking projects or programs or CSR activities in such a manner that the CSR Committees of respective companies are in a position to report separately on such projects or programs

Further the Company also aims at self execution process through

* Building an In- House CSR Department
* Making grants to Independent Implementation Partner

The CSR Commiitee and CSR Department would play a significant role in ensuring that CSR Policy is embedded across the Company’s operations and the CSR initiatives are in line with the policy.

**15. Monitoring**

The CSR Committee will ensure a transparent monitoring mechanism for ensuring effective implementation of the projects / programs/ activities proposed to be undertaken.

The CSR Department would have the responsibility of monitoring approved projects and funds disbursals for such projects. Monitoring mechanisms will include visits, meetings and progress/status reporting by the project teams. The Company’s CSR activities will be reviewed by the CSR Committee. A system will be put in place to maintain a transparent monitoring and reporting mechanism across all the stakeholders involved in the CSR activities of the company, as desired by the CSR Rules (Section 135, Companies Act, 2013).

The Company’s CSR Activities will be driven by a dedicated CSR Team under the guidance of the Head of Employee Services of GlobalLogic based out of Noida .

**16. Reporting**

Significant CSR activities and achievements will be reported as part of the Director’s Report in the Company’s Annual Report and also as per any other statutory and regulatory reporting requirements.

**17. Publication on Website**

The Board of Directors of the company shall, after taking into account the recommendations of CSR Committee, approve the CSR Policy for the company and disclose contents of such policy in its report and the same shall be displayed on the company’s website [www.globallogic.com](http://www.globallogic.com)

**18. Restrictions over CSR Programs/Projects**

1. The company will ensure that its CSR projects are non discriminatory in nature and do not have any restrictive political or religious affiliations.
2. Contribution of any amount directly or indirectly to any political party shall not be considered as CSR activity
3. The programs/ projects will be within the areas recommended / listed by the CSR Committee and mentioned in the Policy.
4. The programs/ projects will be beyond business as usual.
5. The programs/projects will be implemented within the country and preferably in areas where the company has its presence.
6. Programs/Projects should not be exclusively for the benefit of employees of the company or their family members or those that are conducted /undertaken exclusively in pursuance of the normal course of business.
7. Mere funding or financing the programme for implementation of CSR activities shall not be considered as CSR activities
8. Any surplus, generated out of the CSR activities of the Company, will be ploughed back to the CSR Initiatives of the Company.

**19. CSR Policy**

GlobalLogic emphasizes on strengthening the relationship with the community by way of its association with various NGOs, charitable institutions, culture and skill development institutions etc.

Programmes to be undertaken will be reviewed from time to time by the CSR Committee of the Board and specific initiatives under these will be undertaken in line with the CSR Policy in the fields as stipulated under Schedule VII of the Act as stipulated below :

1[(i) Eradicating hunger, poverty and malnutrition, promoting preventive healthcare and sanitation 3[including contribution to the Swach Bharat Kosh set-up by the Central Government for the promotion of sanitation] and making available safe drinking water.

(ii) promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently abled and livelihood enhancement projects.

(iii) 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.

(iv) 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 4[including contribution io the Clean Ganga Fund set-up by the Central Government for rejuvenation of river Ganga].

(v) 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 art and handicrafts;

(vi) measures for the benefit of armed forces veterans, war widows and their dependents;

(vii) training to promote rural sports, nationally recognised sports, paralympic sports and olympic sports

(viii) contribution to the prime minister's national relief fund or any other fund set up by the central govt. for socio economic development and relief and welfare of the schedule caste, tribes, other backward classes, minorities and women;

(ix) contributions or funds provided to technology incubators located within academic institutions which are approved by the central govt.

(x) rural development projects]

2[(xi) slum area development.

**20. CSR Programmes**

**GlobalLogic aims to undertake the following programmes for the year 2015-16**

* **Child Education**

Our education program strives to bring a meaningful and positive impact on the lives of children through effective, comprehensive approach. GlobalLogic believes that education and skill development initiatives are keys to generate more entrepreneurs and to create talent pool of skilled manpower and this can be achieved by carrying out following activities:

• Education of under privileged and differently abled children enabling them to lead a normal life.

• Scholarship programmes, coaching classes, co-curricular activities, personality development etc. for children.

• Infrastructure Development.

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• Partnership with schools and educational institutions.

* Imparting training to teachers for diversification in teaching process.
* **Green & Clean India**

It has always been GlobalLogic's endeavor to contribute towards a healthy environment by adopting environmental friendly practices. We employ best practices and clean technologies to do our bit to reduce the impact. We understand the challenges of a resource constrained planet and have focused on efforts towards mitigating the existing and emerging risks.

* Waste Management/Recycling and resource Optimization.
* Zero garbage campaign for cleanliness drive for a disease free environment at its surroundings.
* Reduction of energy consumption.
* To reduce plastic litter.
* Wasteland Development.
* Planting of trees.
* Awareness camps for environmental issues.
* **Poverty & Malnutrition**

Study needs to be undertaken to check on the health issues / Malnutrition prevailing in GlobalLogic's surroundings and appropriate steps need to be taken thereof.

* **Improving Medical services in villages**

It has always been GlobalLogic's endeavor to contribute towards improving medical facilities. We will focus efforts on :

* Medical Camps in rural areas
* Malnutrition Treatment
* Basic hygiene and sanitation improvement initiatives
* Safe drinking water
* Campaign for HIV positive diagnosed patients
* Campaign for health awareness and combating diseases.
* Blood Donation camps.

Study needs to be undertaken to check on the health issues prevailing in GlobalLogic surrounding / nearby villages and appropriate steps need to be taken thereof.