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CGI INFORMATION SYSTEMS AND MANAGEMENT CONSULTANTS PRIVATE LIMITED CORPORATE SOCIAL RESPONSIBILITY POLICY

[As approved by the Board of Directors at their meeting held on March 20, 2015]

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A. Introduction

Globally, corporate social responsibility (CSR) has always been an intrinsic part of the CGI Group's (hereinafter referred to as "CGI") business model and culture. CGI's founding, ongoing development and CSR commitment is inspired and governed by CGI's dream:

"To create an environment in which we enjoy working together and, as owners, contribute to building a company we can be proud of."

This dream drives CGI to satisfy the needs of its clients, professionals and shareholders— and, in doing so, motivates CGI to contribute to the economic, social and environmental needs of the communities around it. Intrinsic to this idea is CGI's goal to serve as a responsible corporate citizen, which is guided by one of CGI's six core values:

"Our business model is designed to ensure that we are close to our clients and communities. As members, we embrace our social responsibilities and contribute to the continuous development of the communities in which we live and work."

This value is carried out through management frameworks that guide CGI's operations across the globe to follow responsible business practices, including quality management, environmental responsibility, community giving and the care of CGI's professionals.

B. CSR in India

CSR is an integral part of CGI's work culture in India and has until now been organized by its members through a group called "Sparsh", which inspires CGI's professionals in India to give back to its local community by organizing a wide range of charitable initiatives – including quarterly blood drives, teaching IT in local schools, raising funds to support various causes benefiting the underprivileged.

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However, with the introduction of the new Companies Act 2013 (hereinafter referred to as the "Act"), it has now become imperative to formulate a clear framework and process to regulate the CSR activities and to ensure strict compliance with the requirements as prescribed in the Act.

C.   Objective of CSR Policy

The objective of the CSR policy (hereinafter referred to as the "Policy") is to lay down guidelines for CGI Information Systems and Management Consultants Private Limited (hereinafter referred to as "CGI India") to make CSR as one of its key focus areas in adherence with CGI's core value of serving as a responsible corporate citizen. This Policy covers CGI India's current and proposed CSR activities which are being carried out in India. CGI India shall implement the CSR activities set forth herein in conformance with this Policy and CGI's Global CSR Policy[1].
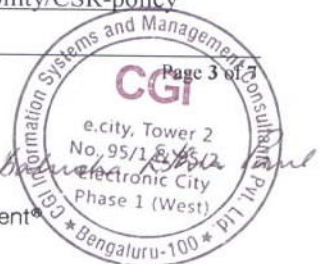
D.   Composition and Role of CSR Committee:

The Board of Directors of CGI India has constituted a CSR Committee of Directors.

The roles and responsibilities of the CSR Committee are as follows:

- Formulate and recommend to the Board of Directors this Policy indicating the CSR activities to be undertaken by CGI India;
- Recommend the amount of CSR expenditure to be incurred on the CSR activities;
- Monitor the implementation of the Policy;
- Formulation of a transparent monitoring mechanism for implementation of the CSR projects or programs or activities proposed to be undertaken by CGI India; and

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[1] CGI's Global CSR Policy is available at: http://www.cgi.com/en/corporate-social-responsibility/CSR-policy

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E.   Thrust Areas:

In furtherance of its CSR objectives, CGI India proposes to undertake and implement its CSR initiatives in the following thrust areas –

(i)   Promoting education, including special education and employment enhancing vocational skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects;

(ii)   Environmental protection (go green initiatives) and 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;

(iii)   Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation and making available safe drinking water;

(iv)   Rural development projects;

(v)   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;

(vi)   Training to promote rural sports, nationally recognised sports, paralympic sports and Olympic sports;

(vii)   Contribution to the 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;

(viii) Protection of national heritage, alt 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;

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

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(x) Contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government; and

(xi) Slum area development.

CGI India will review the thrust areas from time to time and make additions/deletions/clarifications to the same.

F. Fund allocation:

1. **CSR Spend:**

    CGI India, in every financial year, shall endeavor to spend atleast two percent (2%) of its average net profits of the immediately preceding three financial years. In the event that CGI India fails to spend the statutory minimum limit of two percent (2%) of CGI India's average net profits of the immediately preceding three years, in any given financial year, the Board of Directors shall specify the reasons for the same in its report.

2. **Expenditure on CSR Capabilities:**

    CGI India may build CSR capabilities of their own personnel as well as of their implementing agencies using upto five percent (5%) of the CSR spend. This includes expenditure on administrative overheads.

3. **Failure to spend the minimum CSR amount:**

    In the event that CGI India fails to spend the minimum CSR amount on CSR activities in a particular financial year, the Board of Directors shall disclose reasons for such failure in the Directors' Report for that particular financial year. Any surplus arising out of the CSR projects shall not form a part of the business profit of CGI India.

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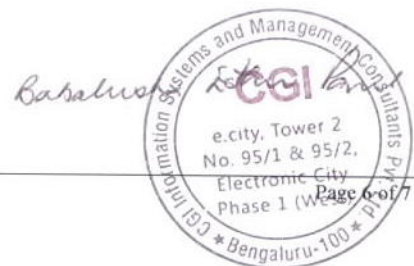**G.   Modalities for Implementation of CSR Projects:**

CGI India may carry out the CSR activities either on its own, or through a registered trust or registered society or through a company registered under Section 8 of the Companies Act, 2013 or through one or more of the modes in such manner as it deems fit. CGI India may also collaborate with other companies for undertaking projects, programs and activities in such manner as it deems fit.

H.   Monitoring:

A CSR Working Committee (CSR Working Committee) comprising of members of CGI India as appointed by the CSR Committee from time to time will collaborate with the stakeholders to monitor the status of the each project or program or activity and will report its findings to the CSR Committee periodically.

I.   Amendment:

CSR Plan may be revised/modified/amended by the CSR Committee at such intervals as it may deem fit.

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REVISION HISTORY:

Changes are effective as of the date on which they were made

Issue Date	Amendment	Approved By	Version Number
March 20, 2015	Final Draft	CSR Committee	1.0
December 16, 2016	Section E amended to include additional Thrust Areas	CSR Committee	2.0
December 14, 2017	Section E amended to include additional Thrust Areas	CSR Committee	3.0

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Composition and Role of CSR Committee

CGI has constituted Corporate Social Responsibility Committee (the "CSR Committee") in line with Section 135 of the Companies Act, 2013 (the "Act"). The CSR Committee consists of following members of the Board:

1. George Mattackal, Director
2. Sarma Garimella, Director
3. Francois Boulanger, Director

The CSR Committee of the Board shall be responsible for:
- Review of CSR activities in the Company
- Formulation of CSR Policy
- Monitoring of implementation of CSR Policy
- Recommend to the Board, modifications to CSR Policy as and when required
- Appraise to the Board the CSR expenditure done during the year

CSR Projects undertaken by the Company (2022-2023)

#	Project Name	Implementation Partner
1	Women entrepreneurship program in rural Telangana	Access Livelihood Foundation
2	Providing scholarships for students from economically weak background	Ashwini Charitable Trust
3	Distribution of three-wheel mopeds to people with physical disabilities	Bala Vikasa Social Service Society
4	Promotion of organic farming in a tribal district	Ekalavya Foundation
5	Supporting scholarships for girl students at Ashoka University	International Foundation for Research and Education
6	Sponsoring the tuition fees of students from difficult background for pursuing Bachelor of Technology	International Institute of Information Technology Hyderabad
7	Providing scholarships to cover tuition fees of students from economically weak background	Indian Institute of Technology Madras
8	Promoting STEM education in government schools	Learning Links Foundation
9	Sponsoring academic and residential care of girl children	Shanti Bhavan Educational Trust
10	Supporting the protection and restoration of public spaces in Hyderabad	Surge Impact Foundation
11	Community engagement for women safety	I'm Every Woman
12	Supporting education of individuals with intellectual disabilities by training on life and employability skills	Diya Foundation
13	Setting up digital classrooms and virtual teaching	Evidyaloka Trust
14	Promotion and support of honey-bee cultivation to people with disabilities	Gift Abled
15	Supporting the protection and restoration of public spaces in Bengaluru	India Rising Trust
16	Providing educational scholarships for deprived students	Reaching Hand
17	Setting up of a biogas facility using wet waste	Saahas
18	Supporting students through delivery of learning materials and mentorship	Siva Sri Charitable Trust
19	Plantation and maintenance drives in Hyderabad	Rotary Club of Jubilee Hills
20	Teaching and mentoring of school and college students	Team Everest

21	A project to address India's social issues through incubating early-stage social stat-ups	Nudge Lifeskills Foundation
22	Providing education supplies to students from underprivileged backgrounds	Keshava Kripa Samvardhana Samiti
23	Providing sustainable platforms, knowledge and information for women safety in their constituencies	Bangalore Political Action Committee
24	Mentoring of youth and learning management system to promote environmental education among young children	Bhumi Society
25	Implementing of Miyawaki Afforestation and maintenance of saplings	SayTrees Environmental Trust
26	Building technology solutions to address social challenges	NASSCOM Foundation
27	Setting up solar power generation and backup as an alternate source of energy	Dwara Charitable Trust