

CORPORATE SOCIAL RESPONSIBILITY & ENVIRONMENT, SOCIAL, AND GOVERNANCE' COMMITTEE POLICY

1. OVERVIEW

- 1.1. Coforge Limited (“hereinafter referred to as “**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. Further, Coforge is committed to making the planet a better place for all, which is embedded in its core pillars of the ESG Strategy that aims to:
 - Bring about positive environmental footprint
 - Drive social relationships and community development
 - Ensure good ethical business practices
 - Implement effective strong governance across the organization

The Company’s contributions and initiatives towards social welfare and environmental sustainability have been integral to its business. The Company shall continue to pursue Corporate Social Responsibility activities as one of its fundamental priorities. Further, given the emerging importance of Environmental, Social and Governance (“ESG”) aspects, accordingly the Board has delegated oversight over ESG related activities to Corporate Social Responsibility Committee, which is hereby renamed as “Corporate Social Responsibility and Environmental, Social & Governance Committee” (hereinafter referred to as “**CSR and ESG Committee**”).

CSR & ESG activities of the Company shall continuously evolve for a long-term sustainability of business, society and environment at large. CSR & ESG shall further align and integrate social wellbeing, economic growth and environmental sustainability with the Coforge’s core values, operations and growth.

2. COFORGE'S CSR & ESG POLICY

- 2.1 This CSR & ESG 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 & ESG Committee is empowered to recommend amendments or modifications to this Policy and such changes shall be approved by the Board of Directors of Coforge (“**Board**”). This Policy shall be displayed on the Coforge’s website.

3. COFORGE'S CSR & ESG VISION

- 3.1 Coforge recognizes that CSR & ESG involves ongoing commitment by businesses to contribute to the environment, economic and social development of the society while improving the quality of life and building capacities of the local community and society at large.

4. OBJECTIVES OF CSR PROJECTS OF COFORGE

- 4.1 Through its CSR & ESG activities Coforge seeks to:
 - 4.1.1 Promote the desire for learning and knowledge at every stage by setting up a public library
 - 4.1.2 Significantly improve the quality of higher education and help in developing employment enhancing vocational skills;
 - 4.1.3 Build social trust;
 - 4.1.4 Promote employment, community development and welfare;
 - 4.1.5 Contribute towards environmental sustainability, ecological balance, protection of flora and fauna, agroforestry and conservation of natural resources;
 - 4.1.6 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
 - 4.1.7 Generate goodwill through its CSR initiatives and help reinforce a positive and socially responsible image.
 - 4.1.8 To set the Coforge’s ESG ambition and vision and embedding them with the Coforge’s business objective and plan.
 - 4.1.9 To ensure an increased commitment at all levels in the Coforge, to operate its business in an economically, socially & environmentally sustainable manner, while recognizing the interests of all its stakeholders.

5. APPLICABILITY OF THE POLICY

- 5.1 This CSR & ESG Policy shall be implemented in accordance with the provisions of Section 135 of the Companies Act, 2013 and the rules thereunder (“**the Act**”). It shall apply to all projects/activities undertaken by Coforge in India as per Schedule VII of the Act.

5.2 The CSR activities under this Policy shall not include the following:

- (a) activities undertaken by Coforge in pursuance of the normal course of its business.
- (b) Projects, programs or activities that solely benefit the employees of Coforge as defined in clause (k) of section 2 of the Code on Wages, 2019 (29 of 2019) and their families
- (c) any activity undertaken by the Coforge outside India except for training of Indian sports personnel representing any State or Union territory at national level or India at international level;
- (d) contribution of any amount directly or indirectly to any political party under section 182 of the Act;
- (e) activities supported by Coforge on sponsorship basis for deriving marketing benefits for its products or services;
- (f) activities carried out for fulfilment of any other statutory obligations under any law in force in India

6. COMMITTEE CONSTITUTION, MEMBERSHIP AND COMPOSITION

The 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. Further, the Company Secretary of the Coforge shall act as the secretary to the CSR and ESG committee.

Invitees to the meetings of the CSR and ESG Committee shall include the Chief Executive Officer, Chief Financial Officer, Company Secretary, CSR Head, Global Sustainability Head of Coforge. The CSR and ESG Committee may invite other invitees/specialists, as and when required/ appropriate.

Further, the Committee may invite CSR & ESG Cell members of Coforge to attend meetings to appraise the Committee with pertinent information, as requested.

7. ROLE OF THE CSR & ESG COMMITTEE

7.1 The following duties and responsibilities with respect to corporate governance are within the authority of the CSR & ESG Committee and the CSR & ESG Committee shall, consistent with and subject to applicable laws, rules and regulations promulgated by regulatory authorities:

- 7.1.1 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 applicable laws, rules and regulations promulgated by relevant regulatory authorities, and recommend any desirable changes to the Board;
- 7.1.2 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
- 7.1.3 Consider any other corporate governance issues that arise from time to time, and develop appropriate recommendations for the Board.

7.2 Further, the CSR & ESG Committee, inter-alia, shall be responsible for:

- 7.2.1. Formulating this CSR & ESG Policy in accordance with the provisions of the Act and rules thereunder and recommending modifications to the same in a periodical manner to the Board;
- 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 Monitoring the CSR & ESG Policy and guidelines of the Coforge from time to time and its adoption within and across the value chain.
- 7.2.4 Recommending the CSR budget and amount of expenditure to be incurred by Coforge on CSR activities;
- 7.2.5 Putting in place a transparent monitoring mechanism for implementation of the program, projects and activities undertaken under this Policy and proper utilization of funds;
- 7.2.6 Periodically updating the Board on the progress being made in the planned activities;
- 7.2.7 Providing a responsibility statement in the Board's report as to whether the implementation of the projects and program is in compliance with and fulfils the objectives of this Policy; and
- 7.2.8 Formulating and recommending to the Board, the CSR Annual Action Plan in pursuance of this Policy, which shall include: (a) the list of CSR projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Act; (b) the manner of execution of such projects or programmes as specified in sub-rule (1) of rule 4; (c) the modalities of utilisation of funds and implementation schedules for the projects or programmes; (d) monitoring and reporting mechanism for the projects or programmes; and (e) details of need and impact assessment, if any, for the projects undertaken by the company . 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 & ESG Committee, based on reasonable justification to that effect.
- 7.2.9 To oversee and review the Company's ESG strategy and programs aligning with the Company's ambition and objectives.
- 7.2.10 Oversight on Company's and Value Chain Partners in ESG matters;
- 7.2.11 To review environmental and social programs and initiatives on a regular interval and approve implementation roadmap/ plans to bridge the identified gaps.
- 7.2.12 To oversee critical public disclosures (statutory and voluntary) consisting of ESG-related data and information for external communication with investors, customers, vendors, consumers, and other relevant stakeholders. These disclosures consist of the Company's ESG strategy, approach, non-financial performance, and future roadmap.
- 7.2.13 To consider emerging ESG risks and opportunities impacting the Company's business, operations, performance, or brand image or which are otherwise pertinent to the Company and its stakeholders, and to provide guidance on how the Company's disclosures can be modified to address such trends and issues.
- 7.2.14 To appropriately, effectively and in a time-bound manner respond to stakeholder concerns and queries related to the Company's environmental and social performance, in addition to regulatory/ statutory requirements.

- 7.2.15 To review any statutory reporting relating to sustainability initiatives e.g., Business Responsibility Report (BRR)/ Business Responsibility and Sustainability Report (BRSR);
- 7.2.16 To periodically review and monitor company's ESG rating/scores from ESG rating agencies, devise and implement improvement plan thereto;
- 7.2.17 Any other relevant task, duty, role, or responsibility, as deemed necessary to the CSR & ESG Committee members as per Coforge's CSR & ESG commitment and external sustainability landscape.

8. MEETING AND QUORUM

The meeting of the CSR & ESG Committee shall be held at least once in a financial year and as and when required. A quorum of the Committee shall be two members or one-third of the members of the Committee whichever is greater, including one independent director in attendance. Further, the meeting agenda and pre-reads shall be shared with the CSR and ESG Committee members not less than five (5) days prior to the meeting. The Chairperson of the CSR and ESG Committee, in consultation with other Committee members, shall determine the frequency and length/duration of the Committee meetings.

9. CSR & ESG CELL

- 9.1 The CSR Cell has been constituted to assist the CSR & ESG Committee with the implementation and impact assessment of the CSR & ESG initiatives and development of Plan. The CSR Cell shall comprise of CSR Head, Chief Financial Officer, Company Secretary, Global Financial Controller.

The ESG forum shall comprise of the Function Heads including CFO, ESG, CSR, CPO, Admin, Procurement, CS & GC.

10. ROLE OF THE CSR & ESG CELL/FORUMS

The CSR Cell shall be responsible for:

- 10.1 Determining the modalities of execution including targets and timelines in consultation with the CSR & ESG Committee;
- 10.2 Ensuring that implementation of all projects, programs and activities is being carried on in accordance with the above;
- 10.3 Undertake the impact assessment of all CSR activities;
- 10.4 Maintaining documents and accounts pertaining to all CSR activities of Coforge;
- 10.5 Providing periodic reports to the CSR & ESG Committee on implementation as well as assessment carried out through field visits and feedback sessions; and
- 10.6 Assisting the CSR & ESG Committee in preparation of the annual report on CSR.
- 10.7 To deliberate on and discuss the internal processes, procedures, and systems in place and areas of improvement to further strengthen the ESG practices of the Company.
- 10.8 To engage in capacity building of internal stakeholders on various sustainability and social development

related topics, in line with national and international commitments and requirements to equip the relevant workforce with requisite information.

- 10.9 Prepare an ESG training calendar and conduct training on varied ESG topics for the Company's business partners to drive sustainable and ethical business practices across the value chain.
- 10.10 Prepare progress reports and performance trends on the Key Performance Indicators (KPIs) to be presented to the CSR & ESG Committee and as part of various disclosures (statutory and voluntary).
- 10.11 To formulate project- and activity-specific cross-functional initiatives to be undertaken and implemented as well as reported on a regular basis.
- 10.12 To identify areas of cross-functional interactions and ensure smooth implementation of programs across teams within the Company.

11. PROJECTS, PROGRAMS & ACTIVITIES

- 11.1 The CSR & ESG Committee shall identify and evaluate programs, projects and activities in line with this Policy and applicable laws 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.
- 11.3 In the event any of Coforge's subsidiaries/ Associate Companies/ holding Company or other Companies 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/ associate Companies/ holding Company or other Indian Companies for undertaking projects or programs or activities in a manner such that the CSR & ESG Committee of Coforge as well as the committees of its subsidiaries/ associate Companies/ holding Company or other Indian Companies are in a position to report separately on such programs, programs or activities, in accordance with the prescribed law.

12. Mode of implementation of projects-

12.1 Direct

12.2 Implementing Partners and Stakeholders

12.2.1 Community based organizations whether formal or informal, such as Self-help Groups, Water committees, Mahila Mandals, youth mandals etc.

12.2.2 Not for Profit Organizations, Voluntary Agencies, NGOs, Trusts,

12.2.3 Institutes/ Academic Organizations

12.2.4 Statutory bodies such as Gram Panchayats, Zila Parishads, Municipal Corporations, cantonment boards

12.2.5 Professional Consultancy Organizations

Provided that the implementation of projects shall be through the implementing agency fulfilling the criteria as defined under Rule 4 of the Companies (Corporate Social Responsibility Policy) Rules, 2014.

- 12.3 The projects, programs or activities identified by the CSR & ESG 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. 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.

- 12.4 Coforge may engage 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 & ESG Committee shall recommend the annual budget for each project, program or activity in accordance with this CSR & ESG Policy and applicable law, for the consideration and approval of the Board.

The CSR & ESG 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. CSR expenditure shall include 5% of the average net profits during the 3 (three) immediately preceding financial years as reduced by any surplus carried forward from previous year and applied in the current year as per the applicable provision of CSR under the Act ; (b) any income arising therefrom; and (c) any surplus arising out of CSR activities. subject to a minimum of 2% of the average net profits in India made during the three immediately preceding financial years.. The surplus arising out of the CSR activities 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 5 the Company may transfer such surplus amount to a Fund specified in Schedule VII of the Act, within a period of six months of the expiry of the financial year.

The unspent amount, if any other than unspent amount relating to an ongoing project, will be transferred to a Fund specified in Schedule VII, within a period of six months of the expiry of the respective financial year.

The unspent CSR funds of ongoing projects will be transferred within a period of 30 days from the end of the respective financial year to a special account opened by the Company in any scheduled bank called the “Unspent Corporate Social Responsibility Account”. Such amount shall be spent by the Company towards CSR within a period of 3 financial years from the date of such transfer, failing which, the company shall transfer the same to a Fund specified in Schedule VII, within a period of 30 days from the date of completion of the third financial year.

- 13.2 The overall CSR expenditure shall be approved by the Board based on the recommendations of the CSR & ESG Committee. CSR expenditure shall include all expenditure including contribution to the projects or programs relating to CSR activities approved by the Board on the recommendation of the CSR & ESG Committee.
- 13.3 The CSR Cell may, in consultation with the CSR & ESG 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.

14. FOCUS AREAS

The Company will be at liberty to choose its CSR programs as considered and included in list of CSR activities in schedule VII of the Act. Whereas while identifying the CSR Projects the focus areas shall be Environment conservation and Education and Skill Development and other projects meeting the ESG

parameters.

15. However, the Company may, subject to the approval of the CSR & ESG Committee and Board of Director, undertake any CSR project specified in Schedule VII of the Act, from time to time.

16. **MONITORING**

16.1 The CSR & ESG 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. The Board to satisfy itself that the CSR funds disbursed to various implementing agencies and on various projects are being utilized for the given purpose. Verification may be done through review of documents, field visits and through an active feedback mechanism or utilization certificate of Implementing agencies in case of project implemented through implementing agency .

16.2 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 & ESG 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.

16.3 All CSR activities and expenses made thereon will be audited in a transparent manner.

16.4 Identification and implementation of multi-year CSR projects / programs (“Ongoing Projects”) will be monitored by the CSR & ESG Committee and the Board of Directors of the Company (“the Board”), as required under Applicable Law.

16.5 In the event it is observed that any CSR activity taken up is not being implemented in the desired manner, the CSR & ESG 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.

17. 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.

17.1 Regular and interactive feedback sessions shall be conducted at all levels with implementing partners and beneficiaries of the CSR activities

17.2 Field visits shall be conducted at regular intervals to ensure effective implementation.

17.3 Proper documentation shall be done in an MIS format to record key observations of such feedback sessions and field-visits.

17.4 The Company shall undertake Impact Assessment through an Independent Agency, of its CSR projects, as and when applicable, in pursuance of sub-rule (3) of rule 8 of CSR Rules, as amended from time to time and The impact assessment reports shall be placed before the Board and shall be annexed to the annual report on CSR.. CSR & ESG Committee upon approval of the Board, for other project (which are not mandatory required impact assessment),for checking the effectiveness of the such various programs / activities undertaken under CSR may be evaluated through external agencies and reports shall be prepared pursuant to such evaluation.

18. REPORTING

An Annual CSR report shall be included in the Board's Report and placed before the Board for its approval on the recommendation of the CSR Committee. The Annual CSR report shall be prepared in the prescribed format under the Act.

19. GENERAL

The CSR & ESG 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 and in accordance with applicable laws.

18 REGULATORY COMPLIANCE

Any or all provisions of the CSR & ESG 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 & ESG Committee reserves the right to modify, add, or amend any of provisions of this Policy subject to approval of the Board. While the members of the CSR & ESG Committee have the duties and responsibilities set forth in this policy, nothing contained in this policy is intended to create, or should be construed as creating, any responsibility or liability of members of the CSR & ESG 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
3	3	Company Secretary	Chief Financial Officer	April 27, 2023	Board of Director	April 27, 2023	Version updated
4	4	Company Secretary	Chief Financial Officer	July 23, 2025	Board of Directors	July 23, 2025	Updated with addition of ESG related part. Committee renamed as CSR & ESG Committee