

CORPORATE SOCIAL RESPONSIBILITY POLICY

CITRIX R&D INDIA PRIVATE LIMITED

CITRIX SYSTEMS INDIA PRIVATE LIMITED

Pursuant to Section 135 of the Companies Act, 2013, read with Schedule VII of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014

Updated: July, 2021

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1. OVERVIEW

1.1 Citrix R&D India Private Limited (“**Company**”) has long been actively involved in social and community development. We are committed towards social causes and their

development.

1.2 As required under the provisions of Companies Act, 2013 (“Act”) and the Companies (Corporate Social Responsibility Policy) Rules, 2014 (“Rules”). The Company is pleased to announce its Corporate Social Responsibility Policy (“CSR Policy” or “Policy”). Our goal shall be to focus on CSR activities strictly in compliance with applicable laws from time to time in force, including the Act and the rules thereunder. Towards this purpose, the Policy has been designed to achieve the Company’s social goals, while satisfying the required statutory obligations.

2. CSR FOCUS AREAS

2.1 In accordance with the primary CSR philosophy of the Company and the specified activities under the Act read with Companies (Corporate Social Responsibility Policy) Rules, 2014, and any amendment(s) thereof, the CSR activities to be undertaken by the Company under this Policy shall be the following:

2.2 Key activities relating to:—

- (i) eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation 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, STEAM education (i.e., Science, Technology, Engineering, Art and Math), and employment-enhancing vocational skills, especially among children, women, elderly and the differently abled, and livelihood enhancement projects;
- (iii) promoting gender equality, empowering women, making 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 backward /disadvantaged classes, minorities and women;
- (iv) Disaster relief;

2.3 Other activities relating to:—

- (v) 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 including contribution to the Clean Ganga Fund setup by the Central Government for rejuvenation of river Ganga;

- (vi) 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 arts and handicrafts;
- (vii) training to promote rural sports, nationally recognized sports, Paralympic sports and Olympic sports;
- (viii) contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government;
- (ix) rural development projects; and
- (x) Slum area development.¹

-shall qualify as CSR activities of the Company.

2.4 The provisions indicated in 2.2 and 2.3 above are broad-based and are intended to cover a wide range of activities as illustratively mentioned. While deciding the program or project to be undertaken based on the focus areas indicated, the Company shall ensure that the provisions are interpreted liberally and the essence thereof is strictly adhered to.

2.5 Every activity to be undertaken by the Company under 2.2 and 2.3 above shall be approved by the CSR Committee (as defined herein). For the purpose of carrying out the CSR activities, preference shall be given to the local area and the areas around which the Company operates.

3. IMPLEMENTATION OF CSR ACTIVITIES

(a) CSR activities may be initiated / implemented/ executed by the Company directly; or through-

¹ 'Slum area' shall mean any area declared as such by the Central Government or any State Government or any other competent authority under any law for the time being in force."

1. A company established under section 8 of the Act, or a registered public trust or a registered society, registered under section 12A and 80 G of the Income Tax Act, 1961 (43 of 1961), established by the Company, either singly or along with any other company, or
2. A company established under section 8 of the Act or a registered trust or a registered society, established by the Central Government or State Government; or
3. Any entity established under an Act of Parliament or a State legislature; or
4. A company established under section 8 of the Act, or a registered public trust or a registered society, registered under section 12A and 80G of the Income Tax Act, 1961, and having an established track record of at least three years in undertaking similar activities.
5. In the event the Company undertakes CSR activities through a third party entity as set out above, the Company shall ensure that such entities have obtained a unique CSR Registration Number in accordance with the Rules, if such CSR project or program is approved and undertaken after 1 April 2021.

(b) The Company may also collaborate with other companies for undertaking CSR projects or programs or activities in such a manner that the CSR committees of the respective companies are in a position to report separately on such projects or programs in accordance with the Act and the Rules.

(c) The Company may engage International Organizations for designing, monitoring and evaluation of the CSR projects or programs as per its CSR policy as well as for capacity building of their own personnel for CSR.

(d) The Board shall satisfy itself that the funds so disbursed have been utilized for the purposes and in the manner as approved by it and the Chief Financial Officer or the person responsible for financial management shall certify the same.

(e) In case of Ongoing Project, the Board shall monitor the implementation of the project with reference to the approved timelines and year-wise allocation and shall be competent to make modifications, if any, for smooth implementation of the project within the overall permissible time period.

4. GUIDELINES FOR CHOOSING A CSR PARTNER

- 4.1 The board of directors or the trustees or the management committee members or governing body members of the CSR Partner, as the case may be, or the members of the CSR Partner or the CSR Partner itself, shall not in any way be, directly or indirectly, connected with any political parties and the CSR Partner should not be, directly or indirectly, promoted by political parties.
- 4.2 CSR Partner shall not engage in religious or political activities, for the private benefit of the CSR Partner. CSR partner shall not discriminate on the basis of race, colour, religion, sex, age, national origin, citizenship status, disability, sexual orientation, veteran status, political affiliation or any other protected status.
- 4.3 CSR Partner should have complied with the applicable laws and no notice for non-compliance under any applicable laws should have been received from any authorities.
- 4.4 CSR Partner should have audited its accounts for each of the financial years from the date of its existence and the financial statements should reflect true and fair view of its affairs.
- 4.5 The Company shall satisfy itself of the legal, financial and regulatory aspects of the CSR Partner to ensure ability to carry out CSR Activities on behalf of the Company.
- 4.6 The CSR Committee shall discuss the CSR Policy and the objectives of the Company in this regard with the proposed CSR Partners.
- 4.7 The Company shall procure a detailed project report from the shortlisted CSR Partners regarding the course of action that they intend to undertake, if chosen to implement a particular CSR Activity on behalf of the Company.

5. CSR FUND

- 5.1 The Company shall open a separate bank account and deposit into such amount every financial year which shall not be less than 2% of the average net profits of the company made during the three immediately preceding financial years.
- 5.2 Payments shall be made directly to the CSR Partners and/or the beneficiaries, as the case may be, from the aforementioned bank account.
- 5.3 The CSR Committee shall decide the signatories to the bank account opened by the Company for this purpose and make recommendations to the Board of Directors thereon.

The decision of the Board of Directors of the Company on the signatories to the bank account shall be final.

5.4 The Administrative Overheads shall not exceed five percent of total CSR expenditure of the Company for the financial year.

5.5 Any surplus arising out of the CSR activity will not be part of the business profits of the Company and shall not form part of the business profit of the Company and shall be ploughed back into the same project or shall be transferred to the Unspent CSR Account in accordance with section 135 of the Act, and spent in pursuance of this Policy and annual action plan of the Company; or the Company shall 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.

5.6 Where the Company spends an amount in excess of requirement provided under sub-section (5) of Act such excess amount may be set off against the requirement to spend under sub-section (5) of section 135 of the Act up to the immediately succeeding three financial years subject to the conditions that –

- (a) the excess amount available for set off shall not include the surplus arising out of the CSR activities, if any, in pursuance of (5.5) above; and
- (b) the Board shall pass a resolution to that effect.

5.7 The CSR amount may be spent by the Company for creation or acquisition of a capital asset, which shall be held by:

- (a) a company established under section 8 of the Act, or a Registered Public Trust or Registered Society, having charitable objects and CSR Registration Number in accordance with the Rules; or
- (b) beneficiaries of the said CSR project, in the form of self-help groups, collectives, entities; or
- (c) Public Authority:

Provided that any capital asset created by the Company prior to the commencement of the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021, shall within a period of one hundred and eighty days from such commencement comply with the

requirements set out above, which may be extended by a further period of not more than ninety days with the approval of the Board based on reasonable justification.

5.8 The CSR Committee will approve the expenditure on CSR activities within monetary limits sanctioned by the Board for such activities. In the event the Company undertakes impact assessment in accordance with the Act and the Rules, it may book the expenditure incurred on such impact assessment towards CSR for that financial year, which shall not exceed five percent of the total CSR expenditure for that financial year or fifty lakh rupees, whichever is less.

6. CSR COMMITTEE

CSR Committee shall be constituted by the Board of Directors of the Company. The roles, responsibilities and functioning of the CSR Committee shall be as provided below:

- 6.1 **Constitution:** CSR Committee shall consist of three members of the Board of Directors of the Company at any given point of time. If the Board of Directors of the Company consists of only two Directors, then two Directors will form CSR Committee. Any change in member will be based on approval of the Board of Directors of the Company'.
- 6.2 **Quorum:** Any two members of the CSR Committee personally present or via video conferencing, shall form a quorum for the meeting of the CSR Committee.
- 6.3 **Meetings:** The meetings of the CSR Committee shall be held as required/requested by members. Meetings can be convened at such time, at such place and on such day, as the members of the CSR Committee may deem fit. The minutes recording the proceedings of the CSR Committee meetings shall be placed before the next board meeting of the Company for approval. Provisions relating to conducting board meetings via video conferencing shall apply mutatis mutandis to the CSR Committee meetings.
- 6.4 **Notices:** Any one of the CSR Committee members shall be authorized to issue notice to convene the meetings of the CSR Committee.
- 6.5 **Membership:** Membership of the CSR Committee is restricted to the Board of Directors of the Company. The CSR Committee may invite experts from various fields to attend its

meetings from time to time. The CSR Committee may invite experts from various fields or officers or employees of the Company to attend its meetings and provide such expert views, comments, updates, information or clarification or for such other purpose as the CSR Committee deems necessary to conduct the business.

6.6 Decisions: Matters transacted at the meetings of the CSR Committee or by way of resolutions by circulation shall be decided by majority vote of the CSR Committee members. All decisions of the committee shall be ratified by the board.

6.7 Matters to be transacted: CSR Committee may as appropriate discuss the following matters at its meetings:

- (i) Preparation of budget outlay for each of the CSR activities;
- (ii) Implementation schedule for each of the CSR activities;
- (iii) Formation of CSR internal working group and allocation of responsibilities to carry out CSR activities. The CSR internal working group will consist of members from the various functional groups of the company consisting of CSR Lead/HR/Legal/Facility and Finance' and other functional groups members as decided by the Company'.
- (iv) Report on the CSR activities carried out from the date of last meeting till date with supporting documents;
- (v) Discussion on the new proposals, if any;
- (vi) Road map for the CSR activities to be carried out; and
- (vii) Any other matter as the CSR Committee may deem fit.

6.8 Jurisdiction: The Board of Directors or the CSR Committee, as the case may be, shall exercise its jurisdiction over the CSR activities carried or proposed to be carried within India.

7. ROLE AND RESPONSIBILITIES OF THE CSR COMMITTEE

7.1 CSR Committee shall:

- (i) formulate and recommend the CSR Policy or any amendments thereon to the Board of Directors of the Company. Any amendments to be made to the CSR Policy shall be taken up by the Board only with the recommendation of CSR Committee;
- (ii) recommend the amount of expenditure to be incurred by the Company in each financial year in relation to the CSR Activities to the Board of the Directors of the Company. Such expenditure shall be calculated in accordance with the provisions of the Act after consultation with the finance department of the Company
- (iii) shall formulate and recommend to the Board, an **Annual Action Plan** in pursuance of its CSR policy, which shall include the following:
 - (a) the list of CSR projects or programs 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 programs as specified in sub-rule (1) of rule 4;
 - (c) the modalities of utilization of funds and implementation schedules for the projects or programs;
 - (d) monitoring and reporting mechanism for the projects or programs; and
 - (e) details of need and impact assessment, if any, for the projects undertaken by the company
- (iv) allocate budget to each of the CSR Activities and the CSR Partners;
- (v) undertake all necessary steps to implement the CSR Activities in accordance with the implementation schedule, as approved by the Board;
- (vi) monitor the CSR Activities in such manner as prescribed in this Policy;
- (vii) update the board of directors from time to time on the progress of the CSR Activities along with a report on the amount allocated for such activity, amount utilized, amount unspent, if any, additional funds required, if any and expenditure incurred; and
- (viii) ensure that the CSR amount shall not be utilized on Activities that benefit only the employees and their families.

7.2 CSR Partner Due Diligence:

- a. For any proposed contribution below USD 5,000 or Rupee equivalent
 - (i) Corporate Capability review by CSR Manageability Consultant or similar Agency.
 - (ii) Post the review is done share the name of CSR partner with review report to Citrix Compliance Team.
 - (iii) Proceed with CSR donation once Citrix compliance Team approves within stipulated time.
- b. For any proposed contribution over USD 5,001 or Rupee equivalent
 - (iv) FCPA/Compliance Due Diligence check by Red Flag Group or similar Agency.
 - (v) Corporate Capability review by CSR Manageability Consultant or similar agencies.
 - (vi) Once the review is done share the name of CSR partner with review report to Citrix Compliance Team.
 - (vii) Proceed with CSR donation once Citrix compliance team approves within stipulated time.

7.3 Role of the Board

The roles and responsibilities of the Board shall include:

- (i) Approve and adopt this Policy and the annual action plan, upon review of the recommendations made by the CSR Committee
- (ii) Review the recommendations made by the CSR Committee in respect of annual budget for CSR.
- (iii) Disclose the composition of the CSR Committee in its report under section 134 of the Act, and the composition of the CSR Committee, this Policy and the projects approved by the Board on the Company's website, if any, for public access
- (iv) Ensure that Company spends in every financial year, at least two (2%) percent of the average Net Profits made during the 3 (three) immediately preceding financial years on CSR activities, in accordance with this Policy.
- (v) Ensure that the CSR activities are undertaken and executed by the Company as per the Policy, the Act and other applicable laws, including ensuring compliance with Rule 4 of the Rules.

If the Company fails to spend the amount as mentioned in (iv) above in any financial year, specify in the Board's report made under section 134 of the Act, the reasons for not spending the amount and, unless the unspent amount relates to any Ongoing Project, transfer such unspent amount to a fund specified in Schedule VII to the Act, within a period of six months of the expiry of such financial year. Alter the recommended annual action plan at any time during the financial year, as per the recommendation of its CSR Committee, based on the reasonable justification to that effect.

8. MONITORING MECHANISM

- 8.1 The administration of the CSR Policy and the execution of identified CSR projects, programs and activities shall be carried out under the overall superintendence of a CSR internal working group. The members of CSR internal working group shall be the employees of the Company and/or its holding, subsidiary or associate Company as may be decided by the CSR Committee.
- 8.2 The CSR Committee/ CSR internal working group shall monitor the CSR Activities in the following manner:
 - (i) At least one member of the CSR Committee or his/her representative shall accompany the representatives of the CSR Partner(s) to each of the venues where the CSR Activities are implemented.
 - (ii) CSR Committee shall procure from each of the CSR Partners, separately for each of the CSR activity, a status report detailing the utilization of the funds, CSR Activities carried out, reasons for deviation from the implementation schedule, if any, corrective measures taken in this regard, requirement of additional funds, if any, along with the reasons for such escalations as and when required by the CSR Committee.
 - (iii) Procure pictures, videos and stories from the CSR Partners on the completed and ongoing CSR Activities.

9. POLICY ON NON-DISCRIMINATION AND CONTROVERSIAL ORGANIZATIONS

9.1. The Company seeks to support organizations that are in alignment with the core values of the Company. The Company is committed to equal opportunity and fair treatment, and will not support charitable organizations that discriminate on the basis of race, colour, religion, sex, age, national origin, citizenship status, disability, sexual orientation, veteran status, political affiliation or any other protected status. The Company defines discrimination in connection with its charitable giving program to include (but not necessarily be limited to) denial of services, employment, or volunteer opportunities to any class of individuals in a manner that negatively restricts opportunities available to that class of individuals.

9.2. In addition, to ensure that all recipient organizations are aligned with the Company's values, the Company shall not make charitable grants to any organization or program that in any way is controversial or, implicitly or explicitly, promotes, advocates, or instigates an ideology or environment that is divisive or not otherwise aligned with the Company's values.

9.3. As part of an ongoing effort to support only those organizations that fully align with the Company's values and policies, the Company reserves the right to evaluate the eligibility of a recipient organization at any time regardless of whether prior grants have been made. The Company, in its sole discretion, may suspend or terminate current or future grants to any organization that is not aligned with the Company's values and policies.

10. SELF GOVERNANCE

10.1 The Company, its Board of Directors, employees, officers, CSR Committee members, its invitees, shall not:

- (i) directly or indirectly engage in lobbying of CSR activities;
- (ii) accept any kind of favors and gifts, in any form, from any prospective or potential CSR Partners or beneficiaries as a result of consideration of the proposal to grant funds to such CSR Partners or beneficiaries under this Policy.

11. EXCLUSIONS TO CSR ACTIVITIES

11.1 The following activities shall not qualify as CSR activities:

- (i) Projects, programs or activities undertaken during the normal course of Company's business;
- (ii) Projects or programs or activities undertaken that benefit only the Company's employees, or its customers or vendors, or their families;
- (iii) One-off events such as marathons / awards / charitable contribution / advertisement / sponsorships of TV programs etc.;
- (iv) Expenses incurred by companies for the fulfilment of any act (other than the Act), statute or regulations (such as Labour Laws, Land Acquisition Act etc.); and
- (v) Salaries paid to employees of CSR functions can be considered under CSR cost. Excerpt from the amendment "Administrative overheads" means the expenses incurred by the company for 'general management and administration' of Corporate Social Responsibility functions in the company but shall not include the expenses directly incurred for the designing, implementation, monitoring, and evaluation of a particular Corporate Social Responsibility project or program;
- (vi) any activity undertaken outside India except for training of Indian sports personnel representing any State or Union territory at national level or India at international level;
- (vii) activities carried out for fulfillment of any other statutory obligations under any law in force in India; and
- (viii) activities supported by the Company on sponsorship basis for deriving marketing benefits for its products or services.

12. POLICY REVIEW AND FUTURE AMENDMENT

The CSR Committee shall review the CSR Policy from time to time and make suitable changes as maybe required and submit the same for the approval of the Board of Directors of the Company.