

XILINX INDIA TECHNOLOGY SERVICES PVT LTD

CSR POLICY March 2015

1 INTRODUCTION

1.1 Policy

The Policy shall be called Xilinx India Corporate Social Responsibility (“**CSR**”) Policy (“**Policy**”). The Policy shall come into force with effect from April 1, 2014 and may be amended from time to time.

1.2 Purpose

1.2.1 Xilinx is committed to being an ethical and exemplary corporate citizen worldwide. As part of the Xilinx family in India, Xilinx India Technology Services Private Limited (“**Company**”) shares the same spirit of corporate responsibility.

1.2.2 This Policy establishes the scope of the Company’s CSR programs in India for the purposes of:

- (a) Realising Xilinx’s global corporate responsibility commitments; and
- (b) Fulfilling the requirements of the Companies Act, 2013 (“**Act**”) in India and the Companies (Corporate Social Responsibility Policy) Rules, 2014 (“**Rules**”) as amended or supplemented from time to time.

(The Act and Rules as well as any future updates or supplements to the Act and Rules may hereinafter be collectively referred to as “**CSR Legislation**”).

1.2.3 More information about Xilinx’s global corporate responsibility programs can be found at www.xilinx.com.

2 Methodology

2.1 CSR Activities

2.1.1 The Company may undertake the CSR activities provided for in Schedule VII of the Act (refer to Annexure A to this Policy) or as specified by the relevant CSR legislation. Any updates to Schedule VII of the Act or other CSR activities specified by relevant CSR legislation shall be taken to be automatically incorporated in Annexure A. Further, these CSR activities may be amended from time to time as recommended by the committee constituted for CSR under the Act (“**CSR Committee**”) and approved by the Board of Directors (“**Board**”).

2.1.2 For avoidance of doubt, the CSR activities listed in this Policy are not undertaken in the normal course of business of the Company.

2.1.3 The Company 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 (3) financial years, but expenditure incurred by the Company in relation to such personnel or implementation agencies, including expenditure on administrative

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overheads, shall not exceed five (5) percent of total CSR expenditure of the Company in one (1) financial year.

2.2 Responsibilities of the Board

2.2.1 The Board shall be responsible for:

- (a) constituting the CSR Committee of the Company;
- (b) ensuring that the CSR activities are related to the activities specified in the CSR Legislation;
- (c) approving the CSR activities recommended by the CSR Committee in this Policy;
- (d) disclosing the contents of the Policy in the Board's report and making such Policy available on the website of the Company;
- (e) sanctioning the CSR expenditure and taking steps to ensure that the sanctioned amounts for CSR expenditure is available for application towards the CSR activities; and
- (f) ensuring that the CSR activities set out in this Policy are being undertaken by the Company.

2.3 CSR Committee

2.3.1 The CSR Committee shall comprise of at least three (3) directors appointed by the Board. In the event that the Company has for any reason only two (2) directors, then those two (2) directors shall comprise the CSR Committee.

2.3.2 The CSR Committee shall be responsible for:

- (a) Formulating this Policy and recommending the same to the Board, including recommendations for changes from time to time; and
- (b) Meeting on a regular basis during the year to review/monitor the implementation of this Policy.

2.4 CSR Expenditure

2.4.1 The CSR Committee shall recommend the utilisation of CSR expenditure to be incurred in a year, in accordance with the CSR Legislation. The Company shall, in every financial year, spend at least two (2) percent of the average net profits made during the three (3) immediately preceding financial years.

'Net Profits' means the net profit of the Company as per its financial statement prepared in accordance with the applicable provisions of the Act (or the provisions of the Companies Act, 1956, if then applicable), but shall not include (i) any profit arising from any overseas branch or branches of the Company (whether operated as a separate company or otherwise); and (ii) any dividend received from other companies in India, which are covered under and complying with the provisions of Section 135 of the Act.

- 2.4.2 Any surplus arising out of the CSR activities shall not form part of the business profit of the Company.
- 2.4.3 In order to qualify as CSR expenditure, CSR activities must be carried out in India and should not be solely for the benefit of the employees of the Company and their families.
- 2.4.4 Any amounts contributed directly or indirectly to any political party under Section 182 of the Act shall not qualify as CSR expenditure or considered a part of CSR activities.
- 2.4.5 Preference shall be given to the local area and the areas nearby the Company's operations while undertaking the CSR activities.

2.5 Monitoring

The CSR Committee shall establish a transparent monitoring mechanism for the implementation of CSR activities undertaken by the Company.

2.6 Report

- 2.6.1 The Board's report of the Company shall disclose the composition of the CSR Committee.
- 2.6.2 The Company shall enclose an annual report on CSR to the Board's report in the format prescribed as per the annexure to the Rules.

2.7 Other

A copy of this Policy shall be included in the Board's report and shall be displayed on www.xilinx.com for public viewing.

3 AMENDMENT

- 3.1 The Board of the Company may, subject to compliance with applicable law, at any time alter, amend or modify the Policy as it deems fit to comply with the statutory obligations of the Company to undertake the CSR activities in line with the CSR Legislation.

Approved By

Board of Directors
Xilinx India Technology Services Pvt. Ltd.

ANNEXURE A

CSR ACTIVITIES

As per Schedule VII of the Act, the Company may undertake the following activities as CSR activities:

- (i) eradicating hunger, poverty and malnutrition, promoting health care including 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 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 including contribution to the Clean Ganga Fund set by the Central Government for rejuvenation of river Ganga;
- (v) protecting the 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;
- (vi) implementing 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) contributing 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;
- (ix) contributing or funding technology incubators located within academic institutions which are approved by the Central Government;
- (x) contributing to rural development projects; and
- (xi) slum area development.

In addition, a list of the Company's CSR projects or programs that it plans to undertake, including the mode of execution and implementation schedule, will be made available for public viewing in a separate document or as part of the Company's global Corporate Responsibility Report, as the case may be, and shall be taken to form part of this Policy.