

VMware Software India Pvt. Ltd.



vmware®

CORPORATE SOCIAL RESPONSIBILITY POLICY

Effective 2014

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1. PREAMBLE

VMware Software India Pvt. Ltd. (VMware or the Company) is dedicated to being a responsible corporate citizen through its services, conduct and initiatives, and by amplifying VMware people’s passions and contributions in the global communities in which we live and work.

2. TITLE AND APPLICABILITY

VMware recognizes the importance of good corporate governance and corporate social responsibility (CSR) in building a thriving global community and strengthening the trust of its stakeholders. For VMware, CSR goes much beyond financial contribution; it is about living our EPIC₂ values: execution, passion, integrity, customers, and community.

This corporate social responsibility Policy (Policy) has been framed and formulated in accordance with section 135 of the Companies Act 2013 and the rules made there under.

This Policy has been aligned with the schedule VII of section 135 of the Companies

Act 2013.

The Policy will apply to all the CSR initiatives and activities of VMware.

3. PURPOSE

VMware's philosophy of giving, citizen philanthropy, speaks to the power of choice (in where and how VMware people give) and the collective impact (individual actions matter because big things have small beginnings). All of VMware's philanthropic programs are initiated in conjunction with the VMware Foundation and by VMware employees in service of the causes closest to their hearts. Programs may include, but not limited to: Service Learning, Matching Gifts, Milestone Awards, and Social Investments, in collaboration with VMware Foundation.

4. SCOPE

This Policy will apply to all projects and programmes undertaken as part of VMware's corporate social responsibility activities and will be developed, reviewed and updated by the CSR Committee of the Company (described below) as necessary with reference to relevant changes in corporate governance, international standards or best practices. The Policy will be compliant and align with the activities and rules of Schedule VII and Section 135 of the Companies Act 2013.

5. GOVERNANCE

5.1. STRUCTURE

There will be a multi-tier governance and management structure at VMware for various functions such as planning, implementation, and monitoring and impact assessment of the CSR programmes and initiatives of the Company. The governance structure may include:

- The Board of Directors at VMware
- The Board level "CSR Committee
- The CSR Employee Committee
- The CSR department / CSR Foundation staff
- The implementation partner(s)

A CSR Employee Committee, chaired by the VMware Foundation staff member and members from local Foundation Citizen Councils, will drive the Company's CSR activities to ensure alignment with VMware Corporate CSR policy and the VMware Foundation.

As the Company's CSR activities evolve, the Policy may be revised with the approval of the CSR Committee.

5.2. ROLES AND RESPONSIBILITIES: BOARD OF DIRECTORS

The Board of Directors of the Company will be responsible for:

- Reviewing the CSR Policy for VMware which is presented to the Board by the CSR Committee of VMware;
- Making any changes in the constitution of the CSR Committee according to the needs of the Company;
- Ensuring that the Company spends, in every financial year, at least two percent of the average net profits of the Company made during the three immediately preceding financial years in pursuance of the Policy;
- Display the CSR Policy of the Company in such a manner as prescribed under Section 135 of the Companies Act 2013 read with the CSR Rules, wherever applicable;

5.3. ROLES AND RESPONSIBILITIES: CSR COMMITTEE, CSR EMPLOYEE COMMITTEE

The composition of the CSR Committee of the Board:

S. NO.	NAME	DESIGNATION / CATEGORY
1	Michael Charles Hunter	Chairperson
2	Andrew James Munk	Committee Member
3	Bosco Santiago Noronha	Committee Member
4	Craig Douglas Norris	Committee Member

The CSR Committee's responsibilities will include:

- Formulating the CSR Policy for the Company in accordance with the provisions of the Schedule 7 of the Companies Act 2013 and update it from time to time as and when required by the law or any other reason, and presenting the CSR Policy to the Board of Directors;
- Provide guidance to the CSR staff and foundation staff on the implementation of this Policy and the various CSR programs and ensure that all the CSR activities implemented are in accordance with this CSR Policy of the Company;

- Present a summary of CSR programs to the Board of Directors and seek their approval on the agenda, programs, applicability, geographies, annual budgets and other aspects mentioned in the programs;
- Bring to the notice of the Board of Directors if the Company is not able to spend two percent of the average net profits of the last three financial years or any part thereof, and provide the reasons for not spending the amount to the Board;
- Developing and institutionalizing a CSR reporting mechanism as prescribed under Section 135, Rule 8 of the Companies Act 2013;
- Responding to any query, observation or clarification sought by the Ministry of Corporate Affairs or any other regulatory authority with regard to CSR supported activities;
- Monitor and review the performance and implementation of the implementation partners;
- Reviewing the findings and recommendations from any investigation or audit by regulatory agencies or external auditors or consultants concerning VMware's CSR matters;
- Reviewing and approving annual budgets with respect to the various CSR programs; and
- Making any changes to the chairperson of the CSR Employee Committee according to the needs of the Company.

The composition of the CSR Employee Committee:

S. NO.	NAME	DESIGNATION / CATEGORY
1	Jessamine Chin (VMware Foundation staff)	Chairperson
2	Chirag Arora (Giving Network member)	Committee Member
3	Thomas George (Giving Network member)	Committee Member

4	Guruprasad Cashikar (VMware India Finance Controller)	Committee Member
5	Nisha Nair (VMware India Sales Ops team)	Committee Member

The CSR Employee Committee will be chaired by a staff member of the VMware Foundation corporate team. The other CSR Employee Committee members will be appointed by the CSR Employee Committee Chairperson.

The CSR Employee Committee's responsibilities will include:

- Driving CSR initiatives by reviewing and approving activities;
- Ensure CSR activities and initiatives are in alignment with this CSR policy, the CRS programs as approved by the CSR Committee and the Board of the Company, and the VMware Foundation's citizen philanthropy approach to giving;
- Collaborate with local site VMware Foundation Citizen Councils to implement CSR activities;
- Communicate regularly about the CSR programs and activities to the CSR Committee;
- Approve all PR/media/communications about CSR-related programs and activities;
- Approve all CSR program budget and spend, having previously provided the annual budget for approval by the CSR Committee and the Board of the Company;
- Manage CSR implementation partners.

6. CSR BUDGET

The Board of Directors of VMware will ensure that in each financial year, the Company spends at least 2% of the average net profit made during the immediate three preceding financial years. This amount for CSR will be approved by the Board as part of VMware's annual budget / plan. The CSR Committee, through the CSR Employee Committee, will allocate the budget as per the Policy and ensure programmes and projects are aligned with Schedule VII and Section 135 of the Companies Act, 2013.

7. IMPLEMENTATION

The Company will implement its CSR projects directly or through vetted and compliant implementing partners within India.

8. MONITORING

The Board or the CSR Committee will institute a well-defined, transparent monitoring and evaluation mechanism to ensure that each CSR project and programme has:

1. Clear objectives for implementation;
2. Clear targets, time lines and measurable parameters and impact indicators wherever possible;
3. A progress monitoring and reporting framework that is aligned with the requirements of the Section 135 of the Companies Act and the CSR Rules.

9. REPORTING

The Company will monitor the progress of its CSR projects and expenditure and will report the impact of the same to the Board and the CSR Committee once in every quarter.

The Company will report its CSR performance in its annual Board of Director's report as per the structure and format prescribed in the notified CSR Rules and Section 135 of the Companies Act 2013.

10. CSR PROGRAMMES / PROJECTS

The Company's programmes and projects areas will be aligned with the national development priorities and the needs of the communities and will be in compliance with schedule VII of Section 135 of the Companies Act 2013.

In alignment with the Company's purpose, the CSR activities and initiatives will contribute to building thriving communities in which VMware people work and live. Through citizen philanthropy, VMware provides a platform to amplify VMware people's passions and contributions to the causes about which they are passionate.