

PREAMBLE

The definition and scope of corporate responsibility is quite vast. Terms like corporate responsibility, corporate social responsibility, sustainable development, corporate philanthropy, corporate citizenship, corporate consciousness, responsible business etc. are used interchangeably. Now, the investors and shareholders are no longer the only stakeholders in the business. Business draws on resources both natural and social from the society and planet and provides products and services to the society. It forms an integral part of the society and is responsible and accountable to a wide range of stakeholders i.e. customers, employees, supply chain, nature, environment, regulatory bodies etc.

Company through its Hospitals believes that its ability to make a difference extends beyond its hospital walls. Both as an organization and as individuals, it's dedicated to playing an active and energetic role in its Hospital(s) and surrounding communities-providing our neighbors with the support, outreach programs and special services to improve their quality of life.

DEFINITIONS

- "The Company" means the Artemis Medicare Services Limited.
- "Act" means the Companies Act, 2013, as amended from time to time.
- "CSR Rules" means the Companies (Corporate Social Responsibility Policy) Rules 2014, as amended from time to time.
- "Board" means Board of Directors of the Company.
- "CSR Project/Program" means the interventions undertaken by the Company in pursuance of its statutory obligation laid down in Section 135 of the Act.
- "CSR Committee" means the Corporate Social Responsibility Committee constituted by the Board of Directors pursuant to Section 135 of the Act.
- "Net Profit" means the net profit of the Company as per its financial statement prepared in accordance with the applicable provisions of the Act, but shall not include the following, namely: -
 - Any profit arising from any overseas branch or branches of the Company whether operated as a separate company or otherwise; and
 - Any dividend received from other companies in India, which are covered under and complying with the provisions of Section 135 of the Act.
- "Policy" means this Corporate Social Responsibility Policy, as may be amended from time to time.
- "Administrative overheads" mean 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

- “Ongoing Project” means a multi-year project undertaken by the Company in fulfilment of its CSR obligation having timelines not exceeding three years excluding the financial year in which it was commenced and shall include such project that was initially not approved as a multi-year project but whose duration has been extended beyond one year by the Board of Directors based on reasonable justification.

OBJECTIVES

The Company recognizes and is committed towards creating common good for all. The Company shall implement its CSR Activities to integrate economic, environmental and social objectives with its operations and growth for common good. The Company is committed towards making visible and tangible contributions through its CSR activities to communities and environment.

The objective of this Policy are :-.

- a. Establish a guideline for compliance with the provisions of the Act and Rules related to CSR.
- b. Implement CSR initiatives in both letter and spirit through appropriate procedures and reporting, and
- c. Initiate projects that benefit the community at large.

REGULATORY REFERENCE

While this Policy is the stated position of the Company in the area of CSR and finds its independent justification under the Philosophy and business objectives of the organization, it also has linkage to the regulatory requirements as prescribed under the Act and CSR Rules established thereunder.

In that context the Corporate Social Responsibility Policy is aligned and subject to the following legislations and rules established thereunder:

1. Section 135 of the Act;
2. The Companies CSR Rules;
3. Schedule–VII of the Act; and
4. General circulars and notifications as issues by the Ministry of Corporate Affairs (“MCA”) from time to time.

IMPLEMENTATION STRATEGY

- The Company will undertake the CSR activities by itself and when appropriate, through an eligible implementing entity registered with the MCA as prescribed in the Act and the Rules made thereunder.
- The Company may also collaborate with other companies, its peer Company as JV Partners and or with Government Bodies to implement CSR programs. It will do so in such a manner

that the CSR Committees of respective companies are in a position to report separately on such programmes.

CSR COMMITTEE

The CSR Committee of the Board shall comprise of three or more Directors, of which at least one shall be an Independent Director. The Company Secretary will act as the Secretary of the Committee. The Committee will meet as and when required.

CSR implementation shall be periodically reviewed and monitored by the duly constituted CSR Committee of the Board as per the requirements of Section 135 of the Act.

The CSR Committee will be responsible for:

- a. Recommending to the Board a CSR policy, indicating the activities to be undertaken by the Company;
- b. Formulation and recommendation to the Board, an annual action plan in pursuance of its CSR policy;
- c. Monitoring the implementation of the activities included in the CSR policy; and
- d. Monitoring the spending on CSR activities by the Company in each financial year.
- e. Place before the Board for its approval the CSR activities, projects, programs proposed to be undertaken by the Company in each financial year, along with the proposed expenditure in respect of each activity, project and program for the said financial year

In discharge of CSR functions of the Company, the CSR Committee shall be directly responsible to the Board for any act that may be required to be done by the CSR Committee in furtherance of its statutory obligations, or as required by the Board.

ANNUAL ACTION PLAN :

The annual action plan formulated by the CSR Committee in pursuance of its CSR policy shall, inter alia, include:

- a. The list of CSR projects or programmes including the on-going projects, 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;
- 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 Board may alter such plan at any time during the financial year, as per the recommendation of its CSR Committee, based on the reasonable justification to that effect and may also extend duration of a project to make it a multi-year project and or an ongoing project.

CSR ACTIVITIES

1. The CSR Committee shall ensure that the CSR Activities that are undertaken by the Company should be within the scope of activities as permitted under Schedule VII of the Act as amended from time to time;
2. The CSR Activities will be carried out in a manner that the preference is to undertake the CSR Activities in and around the local areas where the Company operates.

CSR EXPENDITURE

1. The Company shall spend at least 2% (two percent) of average Net Profits of the Company made during the three immediately preceding financial years in accordance with the Act and the Rules.
2. The CSR Committee shall recommend the manner in which the CSR Expenditure shall be incurred in a year, in accordance with the Act, the Rules and the CSR Policy.
3. 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 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.
4. Any unspent amount, 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 financial year. Further, unspent CSR funds of ongoing projects will be transferred within a period of 30 days from the end of the 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.

5. In order to count towards CSR Expenditure, CSR Activities must be undertaken in compliance with the applicable laws and shall not include the following:
 - (i) activities undertaken in pursuance of normal course of business of the Company, any activity undertaken by the Company outside India except for training of Indian sports personnel representing any State or Union territory at national level or India at international level;
 - (ii) contribution of any amount directly or indirectly to any political party under Section 182 of the Act;
 - (iii) activities benefitting employees of the Company as defined in clause (k) of Section 2 of the Code on Wages, 2019 (29 of 2019);
 - (iv) activities supported by the companies on sponsorship basis for deriving marketing benefits for its products or services; and
 - (v) activities carried out for fulfilment of any other statutory obligations under any law in force in India.
6. The Board shall ensure that the administrative overheads shall not exceed five percent of total CSR expenditure of the Company for the financial year.
7. The Board of Directors will satisfy itself that the funds so disbursed have been utilised for the purposes and in the manner as approved by it and the Chief Financial Officer will certify the same to that effect.

REPORTING & PUBLICATION

1. An annual report on CSR shall be included in the Directors Report and placed before the Board by the CSR Committee for approval as per the specified requirements of section 135 of the Act and the Rules made thereunder.
2. The contents of the CSR Policy, composition of the CSR Committee and Projects approved by the Board shall be disclosed on the Company's website for public access.

POLICY REVIEW & FUTURE AMENDMENT

CSR Policy may be revised/modified/amended by the CSR Committee, subject to the approval of the Board, at such intervals as it may deem fit and also to meet the statutory requirements from time to time.