

CYRIX HEALTHCARE PRIVATE LIMITED- CSR POLICY

1. PROLOGUE:

Pursuant to the Section 135 of the Companies Act, 2013 (hereinafter refer to as “the Act”) read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company is required to adopt the Corporate Social Responsibility (CSR) policy in the organization which is expected to be beneficial to different class of people such as children, women, uneducated and underprivileged towards which such CSR activities may be focused.

Produced here below is the “Corporate Social Responsibility (CSR) Policy” to contribute to the social and economic development of the communities in which we operate. In doing so, the Company will build a better, sustainable way of life for the weaker sections of society and raise the country's human development index.

2. CSR POLICY OF THE COMPANY

The CSR Policy of the Company has been formulated and adopted in terms of Section 135 of the Companies Act, 2013 (“the Act”) and the Rules made thereunder. The Company will undertake CSR activities specified in Schedule VII to the Act as amended from time to time.

The CSR Policy means a statement containing the approach and direction given by the board of a company, taking into account the recommendations of its CSR Committee, and includes guiding principles for selection, implementation and monitoring of activities as well as formulation of the annual action plan..

The main objective of the CSR Policy is to lay down guidelines for the Company to make CSR as one of the key focus areas. The CSR Committee and/or the Board of Directors of the Company, through a resolution in a meeting or through circular resolution shall adopt this policy based on which the Company will spend on. The Company may collaborate or pool resources inter se to undertake CSR activities.

3. IMPLEMENTATION OF THE CSR POLICY

1. The Board shall be responsible for implementing the mandate of the CSR Policy and shall ensure that the CSR Activities are carried out in accordance with the CSR Policy read with the Act and CSR Rules.

2. **Mode of Implementation:** The CSR Activities may be undertaken by the Company with the prior approval of the Board,

- i. Through a Trust, or a Society or a company established by the Company or its holding or subsidiary or associate company under Section 8 of the Act or otherwise; and/ or

- ii. Through a Trust, or a Society or a company established under section 8 of the Act with an established track record of three years in undertaking similar programs or projects; and/ or
- iii. In collaboration with other companies or NGOs
- iv. In collaboration with any Industry Body coordinating such activities
- v. Direct contribution / implementation of any project approved by CSR committee/Board
- vi. Contribution to PM Relief Fund or any other fund as may be notified by Government.
- vii. Voluntary work undertaken by its employees and logged on to Global Volunteer Month web site or monitored in any other way by the company.

3. Any amount remaining unspent, pursuant to any ongoing project, fulfilling such conditions as may be prescribed, undertaken by a company in pursuance of its Corporate Social Responsibility Policy, shall be transferred by the company within a period of thirty days from the end of the financial year to a special account to be opened by the company in that behalf for that financial year in any scheduled bank to be called the Unspent Corporate Social Responsibility Account, and such amount shall be spent by the company in pursuance of its obligation towards the Corporate Social Responsibility Policy within a period of three 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 thirty days from the date of completion of the third financial year.

In case of failure to ensure the minimum CSR Expenditure, details reasons for the same should be submitted to the Board, who shall include the same in their report.

4. The surplus arising out of the CSR activities shall not form part of the business profit of the Company. Such surplus shall be spent towards its CSR activities in accordance with this policy.

The Company may also undertake CSR activities by contribution to:

1. 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 the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women;

2. Rural development projects including providing safe drinking water;

3. Slum area development – any slum areas declared as such by the Central or State Government or any other competent authority under any law for the time being in force and other activities as specified in Schedule VII.

4. RECOGNIZED ACTIVITIES FOR THE PURPOSE OF CSR

The activities as specified in Schedule VII of the Companies Act, 2013, that can be undertaken by a Company to fulfil its CSR obligations are mentioned below:

1. 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;
2. promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects;
3. 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;
4. ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agro forestry, conservation of natural resources and maintaining quality of soil, air and water including contribution to the clean Ganga Fund set-up by the Central Government for rejuvenation of the river Ganga;
5. 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;
6. measures for the benefit of armed forces veterans, war widows and their dependents;
7. training to promote rural sports, nationally recognised sports, Paralympic sports and Olympic sports;

8. 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 the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women;

9. contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government;

10. Rural development projects.

11. Slum area development – any slum areas declared as such by the Central or State Government or any other competent authority under any law for the time being in force.

Following activities shall not be considered under the CSR activities.

- a) CSR Projects or Programs or Activities that benefit only the employees of the Company and their families.
- b) Activities undertaken outside India.
- c) Contribution, directly or indirectly, to any political party.

5. STATUTORY REQUIREMENT

1. The Board of every Company shall ensure that the Company spends, in every financial year, at least 2% of the average net profits of the Company made during the 3 (three) immediately preceding financial years, in pursuance of its Corporate Social Responsibility Policy.

Provided that if the Company fails to spend such amount, the Board shall, in its report made under Clause (o) of Sub-section 3 of Section 134, specify the reasons for not spending the amount.

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;

- a) Any profit arising from any overseas branch or branches of the Company, whether operated as a separate Company or otherwise; and

- b) Any dividend received from other Companies in India which are covered under and complying with the provisions of Section 135 of the Act.

2. The Board of Directors of the company shall, after taking into account the recommendations of CSR Committee, approve the CSR Policy for the Company.

6. BOARD'S RIGHTS AND RESPONSIBILITIES:

Following rights and responsibilities vests with the Board of the Company in connection with the CSR Policy and framework:

- i. To approve the CSR policy as formulated by the CSR Committee/Board of Directors.
- ii. Review and approve the recommendations of CSR Committee in respect of annual budget for CSR.
- iii. To approve the CSR projects or programmes that are recommended to be undertaken in areas of focus in line with mission statement or subjects specified in the Act; along with the manner of execution of such projects or programmes as specified in the Act;
- iv. To ensure that the funds are utilized for approved purpose and shall be certified by the Chief Financial Officer (CFO) or Person in charge of finance.
- v. To monitor the implementation of Ongoing Projects with reference to the approved timelines and year-wise allocation and shall be competent to make modification, if any required.
- vi. To review and approve the Annual Action Plan in pursuance of the CSR Policy of the Company and make any alteration to such Plan at any time during the financial year, as may be recommended by the CSR Committee, based on the reasonable justification to that effect; and.
- vii. Ensure that the Company spends in every financial year, at least two percent of the average net profits made during the three immediately preceding financial years of the Company on CSR activities;
- viii. In case of excess CSR Spend in any year, to approve and pass a resolution to the effect that the excess amount may be set off against the requirement to spend in the 3 immediate succeeding financial years.
- ix. To make mandatory disclosures in the Company's Annual Reports and website, relating to CSR Committee members, Policy and the activities undertaken.
- x. To ensure annual reporting of CSR Policy and activities to the appropriate governmental authority as mandated by applicable law.

7. ENGAGING INTERNATIONAL ORGANIZATION

The Company may engage the international organizations for designing, monitoring and evaluation of the CSR projects or programs as per its CSR policy as well as for the capacity building of their own personnel for CSR. Only the Central Government notified organizations shall qualify as International Organization

8. CSR EXPENDITURE

Administrative Overheads: The Board to ensure that the administrative overheads expenses not to exceed 5% of the total CSR expenditure of the Company in any financial year.

ii. Surplus from the CSR Activities: Any surplus arising out of the CSR activity shall not be a part of the business profit of the Company. Such surplus shall be used on the followings within a period of six months of the expiry of the financial year:

- Ploughed back into the same project.
- Transferred to the Unspent CSR Account; and
- Spent in pursuance of the CSR policy and the annual action plan of the Company
- Transfer such surplus amount to fund specified under Schedule VII of the Act.

iii. Excess CSR Spend:-In case of excess CSR Spend in any year, such excess amount may be set-off against the requirement to spend up to immediate succeeding 3 financial years subject to:-

- a) The excess amount shall not include the surplus arising out of CSR activities.
- b) Board shall passing an appropriate resolution.

iv. Creation or Acquisition of Capital Assets:- The Company may utilised spending of CSR amount on creation of a capital asset, provided however, that CSR amount spent for creation or acquisition capital assets which shall be held by:

- a. a company established under section 8 of the Act or Registered Public Trust or Registered Society, having Charitable objects and CSR Registration Number under the Rules; or
- b. beneficiaries of the said CSR project, in the form of self-help groups, collectives, entities; or
- c. Public authority

9. TRANSFER OF UNSPENT AMOUNT OF CSR

- i. Unspent amount of CSR, if any, are to be transferred to any fund included in schedule VII of the Act, until a specific fund is prescribed. or
- ii. Any amount remaining unspent in respect of any of “Ongoing Projects” undertaken by a Company in pursuance of its CSR Policy, shall be transferred to a special account to be opened by the company in that behalf for that particular financial year in any scheduled bank to be called the “Unspent Corporate Social Responsibility Account” by the company within a period of thirty days from the end of the financial year. And such Unspent CSR amount shall be spent by the company in pursuance of its obligation towards the CSR Policy within a period of three 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 thirty days from the date of completion of the third financial year

10. DISCLOSURE IN BOARD REPORT

- i. The Board's Report of a Company pertaining to any financial year shall include an annual report on CSR as specified in Act read with rules made thereunder, as amended
- ii. The CSR Committee will report to the Board of the Company from time to time the status of the CSR projects/activities undertaken by it along with the report on the impact created by such projects/activities. iii. CSR Impact Assessment Report, if applicable shall form part of the board's report,

11. DISSEMINATION OF INFORMATION

The CSR Committee will report to the Board of Directors from time to time the status of the CSR projects/ activities undertaken by it along with the report on the impact created by such projects/ activities. The Company would upload this Policy and CSR Committee Composition on its website. A detailed status report on the CSR activities carried out by Wipro Ge Healthcare Private Limited will be disclosed every year as part of the Directors' Report in the Annual Report. The said information will also be uploaded on the website of the Company. The CSR activities of the Company should be visible through newsletters, websites, press releases and Directors' Annual Report (as an integral part of business) articulated on major occasions and employee/shareholder/dealer meetings.

12. CORPORATE SOCIAL RESPONSIBILITY CSR Committee

The CSR Committee shall be comprised in accordance with the requirements of Applicable Law.

13. POLICY REVIEW & FUTURE AMENDMENT

This policy shall remain in force unless modified by the Corporate Social Responsibility (CSR) Committee and approved by the Board.