

Corporate Social Responsibility Policy

*CSR policy as per Section 135 of the Companies
Act, 2013 and Companies (Corporate Social
Responsibility Policy) Rules, 2014*

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1. INTRODUCTION:

Operating in a responsible and sustainable manner is important to Integris Medtech Limited (Formerly known as Integris Health Private Limited) (IML). While we run our business in line with the expectations of diverse global stakeholders, we also see corporate responsibility as a discipline that helps us manage risks and maximize on the opportunities available to us in a changing world. Our Corporate Governance Policies are intended to provide a framework for the governance of IML and adherence to our policies and related operating procedures is the responsibility of every IML Director, Officer and Employee.

We are committed to understanding, monitoring and managing our social, environmental and economic impact to enable us to contribute to society's wider goal of sustainable development. This commitment is deeply ingrained in our core values and we aim to demonstrate these responsibilities through our actions and within our corporate policies.

At IML, we define Corporate Social Responsibility as follows:

- Conducting business in a socially responsible and ethical manner;*
- Protecting the environment and the safety of people;*
- Supporting human rights; and*
- Engaging, learning from, respecting and supporting the communities and cultures within which we work.*

IML is committed to being recognized as a leader in the field of Corporate Social Responsibility and recognizes that in doing so; we will add significant value for our shareholders.

IML leaders are to act as role models by incorporating these considerations into decision-making in all business activities. They are to ensure that appropriate organizational structures are in place to effectively identify, monitor, and manage Corporate Social Responsibility issues and performance relevant to our business.

The policy for Corporate Social Responsibility is designed and governed with a clear focus on promoting education in India, including giving special attention towards promotion of health care, education and employment enhancing vocational skills especially among children, women, elderly, and the differently abled people, gender equality, sports, ensuring environmental sustainability, protection of National heritage, measures for the benefit of armed force veterans, contribution to research and development funds, projects and public funded universities, rural and slum areas development projects and disaster management activities. The initiatives taken by IML are in consonance with projects and programs relating to activities specified under Schedule VII to the Companies Act, 2013 (“Act”) and Companies (Corporate Social Responsibility Policy) Rules, 2014 (“Rules”).

The Act, Schedule and Rules for Corporate Social Responsibility (“CSR”) have come into effect from the first day of April, 2014, with defined threshold for corporates. Companies that have a net worth of INR 500 Crores or more, or turnover of INR 1000 Crores or more or earn a net profit of INR 5 Crores or more during the immediately preceding financial year are required to constitute a CSR Committee of the Board which shall inter alia ensure, that, the Company spends, in every financial year, at least two per cent (2%) of their average net profits, made during the three immediately preceding financial years on CSR activities and/or report the reason for spending or non-expenditure. The Companies are also required to report the expenses made for CSR activities in the annual financial report.

2. KEY WORDS & MEANINGS:

- 1. “Act” shall mean the Companies Act, 2013, including any modifications, amendments or re-enactment thereof.*
- 2. “Approved Budget” shall mean the total budget as approved by the Board of the Company upon the recommendation of the CSR Committee/Board of Directors, which is to be utilized for CSR Projects.*
- 3. “Board” shall mean the Board of Directors of the Company.*
- 4. “CSR Annual Plan” shall mean the annual plan detailing the CSR expenditure for the year.*
- 5. “CSR Committee” shall mean the Corporate Social Responsibility Committee constituted by the Board of the Company in accordance with the Act. In case the CSR committee is not required to be appointed as per the provisions of the Act, the Board shall discharge the duties of the CSR Committee.*
- 6. “CSR Policy” shall mean the present Corporate Social Responsibility Policy of the Company, which covers the activities to be undertaken by the Company as specified in Schedule VII to the Act and the CSR Expenditure thereon.*
- 7. “CSR Projects” or “Projects” means Corporate Social Responsibility projects/activities/ programs/ initiatives, instituted in India, either new or ongoing, and includes, but is not limited to those undertaken by the Board in pursuance of recommendations of the CSR Committee/ Board of Directors as per the declared CSR.*
- 8. “Financial Year” shall mean the period beginning from 1st April of every year to 31st March of the succeeding year.*

9. “Net profit” shall mean the net profit as per the Act and Rules based on which the specific percentage for CSR expenditure has to be calculated.

10. “Rules” shall mean the Companies (Corporate Social Responsibility) Rules 2014, including any re-enactment, modifications or amendments thereof.

3. OBJECTIVES OF THE POLICY:

The objective of the CSR Policy (“Policy”) is to lay down the guiding principles in undertaking various programs and projects by or on behalf of the Company relating to CSR within the meaning of Section 135 of the Act read with Schedule VII of the Act and the related CSR Rules.

4. FOCUS AREAS:

In accordance with the requirements under the Companies Act, 2013, IML CSR activities, amongst other, may focus on:

- *HUNGER, POVERTY, MALNUTRITION AND HEALTH: Eradicating extreme hunger, poverty and malnutrition, promoting preventive healthcare and sanitation and making available safe drinking water.*
- *EDUCATION: Promoting education, including special education and employment enhancing vocational skills especially among children, women, elderly and the differently abled, and livelihood enhancement projects; monetary contributions to academic institutions for establishing endowment funds, chairs, laboratories, etc., with the objective of assisting students in their studies.*
- *GENDER EQUALITY: 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.

- *RURAL AND SLUM AREAS DEVELOPMENT PROJECTS: Strengthening rural and slum areas by improving accessibility, housing, drinking water, sanitation, power and livelihoods, thereby creating sustainable villages.*
- *ENVIRONMENTAL SUSTAINABILITY: Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agro-forestry, conservation of natural resources and maintaining the quality of soil, air and water.*
- *NATIONAL HERITAGE: 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.*
- *ARMED FORCE: Measure for the benefit of armed force veterans, war widows and their dependents, Central Armed Police Forces (CAPF) and Central Para Military Forces (CPMF) veterans, and their dependents including widows.*
- *SPORTS: Training to promote rural sports, nationally recognized sports, Paralympic sports and Olympics sports.*
- *CONTRIBUTION TO FUNDS: Contribution to the Prime Minister's National Relief Fund or Prime Minister's Central Assistance and Relief in Emergency Situations Fund (PM CARES Fund) or any other fund set up by the Central Government for socio-economic development and relief and welfare of the Scheduled Castes, the Schedule Tribes, other backward classes, minorities and women.*
- *CONTRIBUTION TO INCUBATORS OR RESEARCH AND DEVELOPMENT PROJECTS: Contribution in the field of science, technology, engineering and medicine, funded by the Central Government or State Government or Public Sector Undertaking or any agency of the Central Government or State Government.*
- *CONTRIBUTIONS TO PUBLIC FUNDED UNIVERSITIES: Contribution to Universities such as the Indian Institute of Technology*

(IITs); National Laboratories and autonomous bodies established under Department of Atomic Energy (DAE); Department of Biotechnology (DBT); Department of Science and Technology (DST); Department of Pharmaceuticals; Ministry of Ayurveda, Yoga and Naturopathy, Unani, Siddha and Homoeopathy (AYUSH); Ministry of Electronics and Information Technology and other bodies, namely Defense Research and Development Organisation (DRDO); Indian Council of Agricultural Research (ICAR); Indian Council of Medical Research (ICMR) and Council of Scientific and Industrial Research (CSIR), engaged in conducting research in science, technology, engineering and medicine aimed at promoting Sustainable Development Goals (SDGs).

- *DISASTER MANAGEMENT: Disaster management, including relief, rehabilitation and reconstruction activities.*

5. UNDERTAKING THE CSR ACTIVITIES:

IML shall undertake its CSR activities, approved by the CSR Committee/Board of Directors, through entities/organizations as approved by the CSR Committee/Board of Directors. The Committee is authorized to approve any modification to the existing Annual CSR Plan or to propose any new program during the financial year under review.

The surplus arising out of the CSR activities, projects or programs shall not form part of the business profit of the Company and will be treated as per the provisions of the Act.

6. LOCATION OF CSR EFFORTS:

The CSR Committee/Board of Directors will decide on the locations of CSR activities. Preference will be given to the Local area of operations of the IML Group.

7. COMPOSITION OF CSR COMMITTEE/BOARD OF DIRECTORS:

The CSR Committee shall consist of the following –

- 1. Ms. Punita Sharma, Non-Executive Director - Chairperson*
- 2. Ms. Rajani Kesari, Independent Director– Member*
- 3. Mr. Probir Das, Executive Director- Member*
- 4. Mr. Arjun Oberoi, Non- Executive Director- Member*
- 5. Mr. Vishal Omprakash Goenka, Non-Executive Director- Member*

8. RESPONSIBILITIES OF THE COMMITTEE/BOARD OF DIRECTORS:

The responsibilities of the CSR Committee/Board of Directors include:

- i) Draft the CSR policy and recommend the same to the Board for approval.*
- ii) Review and recommend any new CSR initiatives to be taken up by the Company.*
- iii) Review the progress of CSR projects already undertaken by the Company and the utilization of budgets for each such projects.*
- iv) Review and recommend the CSR report to be included in the board's report.*
- v) Review and recommend any amendments to be made in the CSR policy of the Company.*

vi) To carry such other functions as may be delegated to it by the board relating to CSR activities of the Company.

vii) To formulate and recommend to the Board, an annual action plan in pursuance of CSR Policy.

9. EXPENDITURE ON CSR:

The Board shall ensure that the administrative overheads shall not exceed five per cent (5%) of total CSR expenditure of the Company for the financial year.

Any surplus arising out of the CSR activities 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 and spent in pursuance of CSR policy and annual action plan of the Company or transfer such surplus amount to a Fund specified in Schedule VII, within a period of 6 months of the expiry of the financial year.

Where the Company spends an amount in excess of requirement as may be provided under the Act, such excess amount may be set off against the requirement to spend, up to immediate succeeding three financial years subject to the conditions specified under the Rules.

Pursuant to Section 135 of the Act and related applicable Rules, the committee will ensure that the Company spends, in every financial year, at least two per cent (2%) of the average net profits of the Company made during the three immediately preceding financial years, in pursuance of the CSR policy.

10. EXECUTION OF PROJECTS/PROGRAMS:

The Company may undertake one or more projects or programs or activities provided in the policy either as its own or through any implementation agency as may be specified under the relevant CSR Rules. It shall be the endeavour of the Company to build up necessary capabilities to implement the CSR projects on its own in the long run. It can also acquire the services of experts in respective fields by appointing them as consultants in a particular program or project.

11. CSR REPORTING:

The Board's Report of the Company shall include an annual report on CSR activities containing particulars as specified by the Act and related applicable Rules from time to time.

The Board of Directors of the Company shall mandatorily disclose the composition of the CSR Committee, and CSR Policy and Projects approved by the Board on their website for public access.

12. EFFECTIVE DATE:

This Policy is effective from 27th May 2022.