

**BPL MEDICAL TECHNOLOGIES PRIVATE LIMITED****Corporate Social Responsibility Policy****1. SHORT TITLE:**

This policy is framed as the **Corporate Social Responsibility (“CSR”) Policy** of BPL Medical Technologies Private Limited (referred to as “BPL Medical or Company”) and shall include any alterations, amendments, or modifications hereto from time to time.

**2. Applicability**

CSR Policy is applicable to BPL Medical Technologies Private Limited which is mandated with the CSR expenditure obligations as per Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended from time to time.

**3. Scope of CSR Policy**

This Policy applies to all CSR expenditures that will be undertaken by BPL Medical and shall fulfil all the requirements of Section 135 of the Companies Act, 2013. BPL Medical shall ensure all these activities are over and above the normal course of business and are in line with Schedule VII of the Companies Act, 2013.

This policy has been formulated and recommended by the CSR Committee and adopted by the Board of Directors at its meeting held on 24th February, 2022. The Board may, upon recommendation of the CSR Committee, amend or modify this CSR Policy as and when necessary.

**4. DEFINITIONS**

1. Act means Companies Act, 2013, as amended and modified from time to time.
2. Areas of Interest means the areas of interest as identified by the Company for implementing CSR goals and shall include the areas specified hereunder and shall include all CSR Activities as defined under the Act and CSR Rules from time to time.
3. Board means Board of Directors of the Company



4. Company means BPL Medical Technologies Private Limited.
5. Corporate Social Responsibility (CSR) means and includes but is not limited to:
  - i. Projects or programs relating to activities in areas as specified in Schedule VII to the Companies Act, 2013; or
  - ii. Projects or programs relating to activities undertaken by the Board of Directors of the Company in pursuance of the recommendation of the CSR Committee and approved by the Board as per this policy.
6. CSR Committee means Corporate Social Responsibility Committee constituted by the Board pursuant to section 135 of the Companies Act, 2013.
7. CSR Commitment shall mean at least 2% of the average net profits of the Company made during the three immediately preceding financial years as required under Section 135 of the Act for conducting its CSR activities in accordance with the Act and CSR Rules;
8. CSR Policy means CSR Policy of the Company (BPL Medical Technologies Private Limited);
9. CSR Rules means the Companies (Corporate Social Responsibility) Rules, 2014, as amended and modified from time to time;
10. Employees means Employees on the rolls of the Company;
11. Funding shall mean the disbursements that are to be made to an Organization pursuant to this CSR Policy, with the prior approval of the CSR Committee and the Board in accordance with the Act and Rules;
12. Organizations means Such organizations including NGOs as are permitted to receive Funding in accordance with the Act and CSR Rules;
13. Net Profit shall not include such sums as may be prescribed, and shall be calculated in accordance with the provisions of section 198.

The words and expressions used in this policy and not defined herein but defined under the Companies Act, 2013 shall have the same meanings respectively assigned to them.

### **Constitution and composition of the CSR Committee:**



The CSR initiatives/activities of the Company will be identified and initiated by the CSR Committee comprising 3 (three) Members of the Board. Subject to the requirements of the Act, the Board may increase or decrease the size of the CSR Committee by passing a resolution.

The CSR Committee shall recommend to the Board the amount of expenditure to be incurred by the Company on CSR activities and the Board will ensure that the activities as are included in the CSR Policy are undertaken by the Company subject to and in accordance with the provisions of section 135 of the Companies Act, 2013.

The CSR Committee shall formulate and recommend to the Board, an annual action plan in pursuance of its CSR policy, which shall include the following, namely:-

(a) the list of CSR projects or programmes that are approved to be undertaken in areas or subjects specified hereunder as Areas of Interest as specified in Schedule VII of the Act;

(b) The Board shall ensure that the CSR activities are undertaken by the company itself or through entities registered with the Central Government by filing eForm CSR-1.

(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:

Provided that 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.

**(a) Invitees to the CSR Committee:**

The CSR Committee may, at its discretion, invite employees of the Company from time to time to participate in the meetings of the CSR Committee and assist the CSR Committee in the implementation of the CSR Policy. Invitees to the CSR Committee meetings shall be entitled to participate in the deliberations of the CSR Committee but will not be entitled to vote at the meetings of the CSR Committee.

**(b) Scope of the CSR Committee:**

The CSR Committee has been set up to:-

- Formulate and recommend to the Board CSR Policy which shall indicate the activities to be undertaken by the Company in areas or subject, specified in the Schedule VII to the Act
- Recommend the amount of expenditure to be incurred on the activities referred to in the CSR Policy
- Monitor the CSR Policy from time to time

**(c) Modalities of execution of the CSR Projects:**

The modalities of the execution of the CSR projects or programs and their implementation along with the monitoring process of such projects or programs will be as decided by the CSR Committee.

**(d) Decisions by the CSR Committee:**

- The CSR Committee shall at all the time act in a manner that is consistent with the provisions contained in this CSR Policy, the Act, CSR Rules and amendments from time to time.
- The CSR Committee shall endeavor to arrive at all decisions by a consensus of all Members. However, in the event the CSR Committee is unable to arrive at such a consensus, the Chairman of the Committee may make the final decision.
- All decisions of the Committee shall be ratified by the Board.

**(e) Meeting of the CSR Committee**

- The CSR Committee shall meet as frequently as it determines necessary but at least twice annually.
- The CSR Committee shall maintain minutes of each of its meetings.
- The CSR Committee shall review proposed projects and make recommendations to the Board for approval of such projects and allocation of Funding in accordance with the CSR Committee charter.
- The final decision with regards to the acceptance or rejection of a CSR Proposal shall be with the Board.

- **Noting of CSR expenditure**
  - In case the CSR expenditure is made as per recommendation given by the CSR Committee Members but not taken in CSR Committee Meeting, the Board of Directors shall approve the CSR expenditure to be made, as per recommendations received by CSR Committee Members.
  - In the CSR Committee Meeting thereafter, noting shall be taken for the expenditure made.

## **I. CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES (Areas of interest)**

The Company shall upon the recommendation of its CSR Committee and with necessary approval of the Board, can undertake any of the following activities, as part of its corporate social responsibility initiatives, in areas and subject specified in Schedule VII of the Companies Act 2013;

### **(a) Areas of Interest:**

(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-up by the Central Government for rejuvenation of river Ganga.

(v) 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 art and handicrafts;



(vi) measures for the benefit of armed forces veterans, war widows and their dependents, Central Armed Police Forces (CAPF) and Central Para Military Forces (CPMF) veterans, and their dependents including widows;

(vii) training to promote rural sports, nationally recognised sports, Paralympic sports and Olympic sports

(viii) contribution to the prime minister's national relief fund or Prime Minister's Citizen Assistance and Relief in Emergency Situations Fund (PM CARES Fund) or any other fund set up by the central govt. for socio economic development and relief and welfare of the schedule caste, tribes, other backward classes, minorities and women;

(ix) (a) Contribution to incubators or research and development projects 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; and

(b) Contributions to public funded Universities; 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).

(x) rural development projects

(xi) slum area development.

Explanation.- For the purposes of this item, the term `slum area' shall mean any area declared as such by the Central Government or any State Government or any other competent authority under any law for the time being in force.

(xii) disaster management, including relief, rehabilitation and reconstruction activities.





**Approval Process:**

- (a) Upon receipt of the CSR proposal, the CSR Committee shall evaluate the same in accordance with this policy.
- (b) The CSR Committee may take such time as it deems necessary to deliberate and come to a conclusion regarding a CSR Proposal. The CSR Committee may, approve or decline a CSR Proposal.
- (c) All Funding to Organizations must be approved in advance by the CSR Committee and the Board and such approval shall be obtained prior to making any commitment to the Organization in this regard.

**Post Approval Process**

Subsequent to the approval of the CSR Proposal by the Board, the Company and the Organization shall enter into appropriate documentation regarding the terms of the Funding and the manner in which such Funding shall be disbursed by the Company. Such documentation shall be in a form and substance that is acceptable to the CSR Committee and the Board.

The Approach shall mostly cover activities which are included in the Schedule VII of the Companies Act, 2013 or any activity which the Committee recommends.

**MONITORING MECHANISM**

- a. Organizations receiving Funding will be required to provide evaluation information on a periodic basis with details on the status of the CSR Activities, including details concerning the project deliveries, costs incurred, and in a manner prescribed by the Company.
- b. A summary of these reports shall be tabled before the meetings of the CSR Committee.
- c. Detailed reports will be available for further perusal of the members of the CSR Committee as required.
- d. The Company reserves the right to suspend payments to an Organization that delays and or fails to provide, to the Company's satisfaction, details concerning the use of the Funding.

**REPORTING MECHANISM**

The CSR Committee of the Board will annually publish report on the CSR projects as a part of the Director's report. The report will disclose information in the format as prescribed by the Section 135 of the Companies Act 2013.

The CFO or the person responsible for financial management shall certify for below points:

- the funds so disbursed have been utilized for the purposes and in the manner as approved by the Board;
- monitor the implementation of the project with reference to the approved timelines and year- wise allocation;
- smooth implementation of the project within the overall permissible time period;

The CSR Policy on being approved by the Board shall be displayed on the website of the Company and any modifications carried out from time to time shall also be updated on the website of the Company respectively.

#### **ANNUAL ACTION PLAN FOR CSR SPENDING:**

The Company may follow an annual Action Plan in pursuance of the CSR Policy for its spending for the Financial Year. This plan will have the activities or the heads where the Company is going to spend the CSR available funds for the financial year, selection of the activity, its approval and implementation.

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.

NOTE: All the CSR spending shall be done only in the activities which are related to the 'Areas of interest' mentioned in the CSR policy of the Company or any activity which is allowed under the Companies Act, 2013 or by the Central Government to consider under Corporate Social Responsibility.

The following shall be done in the manner specified in the CSR Policy:

- the manner of execution of such projects or programs
- the implementation schedules for the projects or programs;





- monitoring and reporting mechanism for the projects or programs.

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