

ARTMED HEALTHCARE PRIVATE LIMITED

Registered Office: Door No. 1-100/1/CCH, Nallagandla Village, Serilingampally
Mandal, Hyderabad, Telangana-500019, India (Deemed Venue)

CORPORATE SOCIAL RESPONSIBILITY POLICY

*[The CSR Committee and this Policy is in compliance with Section 135 of the Companies Act, 2013
read along with the applicable rules thereto.]*

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1. Profile:

Artmed Healthcare Private Limited (“Citizens Specialty Hospital”) is a state-of-the-art 300-bed multi-specialty hospital located on a sprawling 3+ acre campus in Nallagandla, Hyderabad. Our facility is dedicated to delivering comprehensive, world-class healthcare through cutting-edge technology and infrastructure that meets international standards. We combine top-tier medical expertise with personalized care to offer a complete range of outpatient and inpatient services, available around the clock. At Artmed Healthcare, we prioritize patient comfort and accessibility, providing advanced super-specialty services in a warm, welcoming, and patient-centric environment.

2. Preamble:

In pursuance of the requirements laid down under Section 135 of the Companies Act 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 (hereinafter referred to as the “CSR Rules”) issued by the Ministry of Corporate Affairs (“MCA”), Government of India, the Company had drafted a CSR Policy, which is subject to approval of the Board of Directors.

The following policy has been formulated and adopted by the Board of Directors at its meeting held on 18th December, 2024.

3. Scope and Objective

Corporate Social Responsibility (“CSR”) reflects a company's commitment to its broader role in society and its responsibility towards the environment, communities, and stakeholders in the areas where it operates. CSR is a proactive business model where companies integrate social, environmental, and economic considerations into their operations. By adopting CSR practices, organizations not only contribute to sustainable development but also create long-term value for society, while ensuring their activities are aligned with ethical standards. It is an essential step for companies to become responsible corporate citizens, fostering a positive impact on the environment, local communities, and society at large.

4. Definitions:

“**Act**” means the Companies Act 2013 and the rules made thereunder, including any modifications, amendments or re-enactment thereof.

“**Administrative Overheads**” means the expenses incurred by the Company for ‘general management and administration’ of CSR functions in the Company but shall not include the expenses directly incurred for the designing, implementation, monitoring, and evaluation of a particular CSR project or programme.

“**Approved Budget**” shall mean the total budget as approved by the Board of the Company which is to be utilized for CSR Projects.

“**Board**” means the Board of Directors of the Company.

“**Company**” shall mean Artmed Healthcare Private Limited and wherever the context requires, shall signify the Company acting through its Board.

“**CSR Annual Plan**” shall mean the annual plan detailing the CSR expenditure for the year.

“**CSR Committee**” shall mean the Corporate Social Responsibility Committee constituted by the Board of the Company in accordance with the provisions of the Companies Act 2013.

“**CSR Expenditure**” means all CSR expenditure of the Company as approved by the Board upon recommendation of the CSR committee, including the following:

- I. Contribution to CSR Projects which shall be implemented and/or executed by the Company;
- II. Contribution to CSR Projects (including for corpus as required) which shall be implemented and/or executed
- III. Any other contributions covered under Schedule VII of the Act.

“**CSR Activities**” means projects/programs/initiatives, instituted in India, either new or ongoing, to be undertaken by Company in India, pursuant to Section 135 of the Companies Act 2013 along with CSR Rules or such other provisions as may be applicable from time to time as may be amended.

“**CSR Policy**” means the policy of the Company which relates to the activities to be undertaken by the Company as specified in Schedule VII of the Act and the expenditure thereon.

“**Financial Year**” shall mean the period beginning from 1st April of every year to 31st March of the succeeding year.

“**Net Profit**” means Net profit as per its financial statement with the applicable provisions of the Act, but doesn't include:

- I. Any profit arising from any overseas branch or branches of the Company, whether operated as a separate Company or otherwise; and
- II. Any dividend received from other companies in India, which are covered under and complying with the provisions of Section 135 of the Act.

“**Ongoing Project**” means a multi-year project that a Company undertakes to fulfill its CSR obligation within three years, excluding the financial year it was commenced, and shall include projects that were initially not approved as multi-year projects but whose duration is extended beyond one year by the Board based on reasonable justification.

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

Unless the context otherwise requires, words and expressions used in this policy shall have the same meaning defined in the Companies Act, 2013 (as may be amended from time to time) respectively assigned to them therein.

5. Focus Areas and Priorities:

The Company is eligible to undertake any rightful or suitable activity as specified in Schedule VII of the Companies Act, 2013, in addition to the activities listed above. These activities include but are not limited to:

- a. Eradicating hunger, poverty and malnutrition through:
 - Promotion of sanitation and making available safe drinking water, including contribution to the Swach Bharat Kosh set up by the Central Government;
 - Provision of food, nutrition supplements, clothes, etc. for the poor, under-privileged children and other deprived and weaker sections of the society;
 - Provision of safe shelter for homeless, abandoned or differently disabled children and adults including tribals and others as may be covered by the Pradhan Mantri Awas Yojana or otherwise.

- b. Promoting healthcare including preventive healthcare through:
 - Organisation of awareness programmes for prevention of female foeticide and road accidents;
 - Organisation of health check-up camps for diseases prevention, early detection and building immunity;
 - Provision of end-to-end access to affordable and quality healthcare for socially and economically backward classes;
 - Provision for construction and operation of medical hospitals, colleges and institutions for promotion of healthcare activities, facilities and initiatives;
 - Promoting social business projects like giving medical aid, appliances, support and treatment to disabled persons, people suffering from cancer or any other critical illnesses or such other sections as the CSR Committee may decide.

- c. Ensuring environment sustainability and ecological balance through:
 - Promotion of community conservancy for reducing man-animal conflict, increasing India's forest cover and conserving natural resources;
 - Adoption of wastelands to cultivate plants and preserve the flora and fauna;
 - Plantation drives in schools, colleges, villages, public spaces, business premises and other Areas

- d. Supporting skill development and generation of employment through:
 - Provision of life skills to children, youth and adults thereby boosting their confidence and improve their employability;
 - Organization of locally driven skilling initiatives for vocational training for all sections of the society;
 - Supporting educational needs of students that help them develop employment skills.

- e. Promoting education especially among children, women, elderly and the differently abled through:
- Adoption of non-formal school programmes and other educational institutions;
 - Provision of educational and material assistance to under-privileged girls to build an educated and literate female population;
 - Institution of infrastructure in schools like benches, toilets, potable water, fans, security cameras, etc. and improvisation of educational facilities;
 - Providing financial and/or other assistance to any Agency involved in education, knowledge enhancement and sports
- f. Contribution to 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 Schedule Tribes, other backward classes, minorities and women.

In case any of the CSR Activities to be undertaken are anticipated to be long term i.e. an ongoing project being of a term of 3 (three) years excluding the financial year in which it was commenced, then a detailed estimate on implementation schedule or milestones should be submitted to the Board for noting and approval.

6. Monitoring and Reporting on CSR Activities:

The Board has established a transparent monitoring mechanism to oversee the various CSR projects, programs, and activities undertaken by the Company. It shall regularly review the implementation of the approved CSR initiatives to ensure their effective execution. The performance of the Company's CSR activities will be monitored and evaluated on regular basis, with an annual review conducted by the Board.

The Board will also be responsible for overseeing the expenditure allocated to CSR activities, ensuring alignment with the approved budget and objectives. At the end of each financial year, the Board will submit a comprehensive CSR report in the format prescribed under the Companies Act, 2013, and applicable regulations. This report will be included in the Board of Directors' Annual Report, outlining the Company's CSR performance and progress.

The Board's Report of the company covered under this rule pertaining to any financial year shall include an annual report on CSR (Approved CSR Projects) containing particulars specified in Annexure I or Annexure II of The Companies (Corporate Social Responsibility Policy) Rules, 2014, as applicable.

7. CSR Expenditure:

The annual CSR budget will be approved by the Board, in accordance with the provisions of the Companies Act, 2013 and the rules framed thereunder, as amended from time to time. Based on the total approved budget, funds will be allocated to various CSR projects in alignment with the identified CSR plan for the year.

For determining the amount to be spent on CSR activities, the average net profit of the Company will be computed in accordance with the provisions of Section 198 of the Companies Act, 2013. This calculation will exclude items specified under Rule 2(1)(h) of the Companies (CSR Policy) Rules, 2014.

Section 198 of the Act outlines the adjustments required to calculate the net profit, which primarily includes exclusions for capital payments or receipts, income tax, and the set-off of past losses. These adjustments ensure that the net profit figure used for CSR calculations accurately reflects the company's operational performance and is not distorted by non-recurring or non-operational factors.

Any surplus arising out of the CSR activities shall not form part of the business profit of a company and shall be ploughed back into the same project or shall be transferred to the Unspent CSR Account and spent in pursuance of this policy and annual action plan of the company or transfer such surplus amount to a Fund specified in Schedule VII as specified in Section 135 of the Companies Act 2013, within a period of six months of the expiry of the financial year.

Where a Company spends an amount in excess of requirement, such excess amount may be set off against the requirement to spend under sub-section (5) of section 135 up to immediate succeeding three financial years subject to the conditions that –

- (a) the excess amount available for set off shall not include the surplus arising out of the CSR activities.
- (b) the Board of the company shall pass a resolution to that effect.

The Board shall ensure that the administrative overheads shall not exceed five percent of total CSR expenditure of the Company for the financial year.

8. CSR Capacity Building Costs:

The Company may build CSR capabilities of their own personnel as well as of their Implementing Agencies and such expenditure shall not exceed 5% of the total CSR spend of the Company as stated in the Rules from time to time. Determination of whether a particular expenses fall within this 5% cap can be decided in consultation of the Directors of the Company based on the clarification available from time to time in this regard.

9. CSR Expenditure Commitment:

In accordance with the provisions of Section 135(5) of the Companies Act, 2013, the Board of the Company shall ensure that, in each financial year, the Company allocates at least two percent of its average net profits from the preceding three financial years towards CSR activities as outlined in Schedule VII of the Act.

10. CSR Committee:

Constituting a CSR committee is not obligatory as it is not beyond the prescribed threshold limit of the amount to be spent on CSR activities as per section 135 (1) of the Companies act, 2013.

11. Collaboration:

The Company may engage international organizations to provide expertise in the design, monitoring, and evaluation of its CSR projects or programs, as well as to assist in the capacity-building of its personnel in CSR-related matters.

Additionally, the Company may collaborate with other corporate entities to jointly undertake CSR initiatives. In such instances, the Board of the respective companies shall ensure that each project or program is reported separately, in compliance with the relevant regulations and guidelines.

The Board shall be responsible for ensuring that funds allocated to CSR activities are utilized exclusively for the purposes approved and in accordance with the prescribed manner. The Directors , or the designated individual responsible for financial oversight, shall provide certification confirming the proper utilization of such funds.

12. Specialized Executing Agencies/Partners:

CSR Initiatives and Activities identified under this CSR Policy may also be implemented through specialized executing agencies/partners which could include – voluntary organizations, formal or informal elected local bodies such as Panchayats; Institutes/Academic Institutions; other Trusts; Self Help Groups; Government/Semi Government Agencies/autonomous organizations; Mahila Mandals; Professional Consultancy Organization etc.

The CSR Committee in its discretion may also decide to dovetail and synergize the Company's CSR Initiatives and Activities with the initiatives taken by the aforesaid specialized executing agencies/partners.

The Company may enter into an agreement with any of the Charitable Trusts registered under the provisions Indian Trust Act, 1882 or a registered society or a company established under Section 8 of the Companies Act, 2013 and also with the implementing specialized executing agency/partner to lay down the manner of contribution made by the Company for its CSR Initiatives and Activities and enable

the Company to monitor the same so as to ensure that the allocation/contribution is spent for the intended purpose only.

In case of CSR Initiatives and Activities executed by any of the aforesaid specialized executing agencies like NGOs/Trusts/Voluntary organizations, the Company will ensure the following minimum criteria:

- a. The NGO/Trust/Voluntary Organization has a permanent office/address in India;
- b. The NGO/Trust/Voluntary organization is duly registered under the applicable laws;
- c. The NGO/Trust/Voluntary organization has an established track record of at least three years in carrying out CSR Initiatives and Activities in related areas.
- d. The NGO/Trust/Voluntary organization possess a valid Income-tax Exemption Certificate;
- e. The antecedents of the NGO/Trust/Voluntary organization are verifiable/subject to confirmation.

13. Area of CSR Initiatives and Activities

The CSR Committee shall while spending/contributing the Annual CSR Budget earmarked for the CSR Initiatives/ Activities shall give preference to the local areas and areas around it where the Company operates.

14. Display of CSR Activities

Appropriate documentation and contents of the Company's CSR Policy, annual CSR Initiatives and activities undertaken with the approval of the CSR Committee through any Charitable Trust and/or specialized executing agencies/partners, and information on the CSR expenditure incurred will be available on the Company's website .

In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board Report.

The progress of CSR Initiatives and Activities under implementation will be reported to the Board of Directors of the Company on regular basis as per the Annexure I of this policy.

15. General

Any or all provisions of this CSR Policy would be subject to revision/amendment in accordance with the guidelines on the subject as may be issued by Government of India, from time to time. Any amendment in the list of CSR activities under Schedule VII of the Companies Act, 2013 shall apply automatically to this policy without any further amendment to the policy.

The Company also reserves the right to modify, cancel, add, or amend any of the provisions of this CSR Policy.

ANNEXURE-I

Sr. No.	CSR Project or Activity identified	Sector in which project is covered	Projects or Programs:	Amount outlay (budget) project or programs otherwise	Amount spent on the projects or programs: 1. Direct Expenditure on projects or on programs 2. Overheads	Cumulative Expenditure up to the reporting period	Amount spent: Direct or through implementing agency
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