

CORPORATE SOCIAL RESPONSIBILITY POLICY
OF
INDIRA IVF HOSPITAL LIMITED

FRAMED UNDER SECTION 135(3) (a) OF THE COMPANIES ACT, 2013

I. CSR POLICY

This CSR Policy encompasses Indira IVF Hospital Limited (“the Company’s”) philosophy for social responsibilities and lays down the guidelines and mechanism for undertaking projects, programs and activities towards such responsibilities.

II. VISION STATEMENT AND OBJECTIVE

1. The CSR Policy sets out the Company’s commitment towards ensuring that our activities extend beyond business and include initiatives and endeavours for the benefit and development of the community and society. The CSR Policy lays down guidelines for undertaking programmes geared towards social welfare activities or initiatives. Through this CSR Policy, we propose to adopt the CSR Activities mentioned below.
2. In alignment with the above vision, through the CSR Activities, will endeavor to enhance value creation in the society and in the community, through its services, conduct and initiatives, so as to promote sustained growth for the society and community, in fulfilment of its role as a socially responsible corporate.
3. This CSR Policy has been framed in accordance with the applicable provisions of the Companies Act 2013 and the rules issued thereunder.
4. The objective of this CSR Policy is to:
 - (i) Outline projects, programs and activities to be undertaken by the Company;
 - (ii) Specify the modalities of execution of such projects, programs and activities;
 - (iii) Monitor the process to be followed for such projects, programs and activities;

- (iv) Directly or indirectly take up programs that benefit the communities in and around its work centers and results, over a period, in enhancing the quality of life and economic well-being of the local populace; and
- (v) Generate community goodwill for development and help reinforce a positive and socially responsible image, through our CSR Activities.

III. CSR COMMITTEE

1. The CSR Committee has been constituted in accordance with the provisions of the Companies Act, 2013, comprising of two or more directors, out of which at least one director shall be an independent director. The CSR Committee may invite other experts/ invitees as per its requirements. The Board's report shall disclose the composition of the Corporate Social Responsibility Committee
2. The CSR Committee shall be responsible for:
 - (i) Formulating the CSR Policy, including the CSR Activities (in areas or subject specified in Schedule VII) and their budgets as well as recommendation of any subsequent change/ modification to the CSR Policy;
 - (ii) Institute an implementation and monitoring mechanism for CSR Activities;
 - (iii) Periodically updating the Board on the progress being made in the planned CSR Activities;
 - (iv) Providing a responsibility statement in the Board's report.

IV) Role of the CSR Committee

The CSR Committee shall be responsible for:

- (i) Identifying CSR Activities at the directions of the Board and the CSR Committee;
- (ii) Undertaking impact assessment of the CSR Activities;
- (iii) Determining the modalities of execution including targets and timelines;
- (iv) Timely implementation of the CSR Activities approved by the Board in compliance with the applicable provisions of the Act and CSR Rules;
- (v) Providing periodic reports to the Board on implementation as well as assessment carried out through field visits and feedback sessions; and
- (vi) Any other assistance as may be required by the Board in relation to implementation of the CSR Activities
- (vii) Execution of terms of reference of CSR committee as approved by the Board

V. PROJECTS, PROGRAMS AND ACTIVITIES

1. The Company has identified the following focus areas of healthcare in India as may be identified by us and also our sites and workstations:
 - (i) Medical Camp.
 - (ii) Special Eye Camps in School in rural India.
 - (iii) Child-care activities to save the infants from infection.
 - (iv) Care for the destitute and needy women for going to be self-sufficient in earning their livelihood with dignity.
2. Children's education.
3. Road safety.
4. Programs relating to women health care including menstrual health and hygiene management, empowering frontline health workers
5. Environmental sustainability.
6. Providing medical treatment on concessional rate to lower section of the society.
7. Providing Public utilities facilities for society.
8. Donation to a company established under section 8 of the Act, or a registered public trust or a registered society, registered under section 12A and 80 G of the Income Tax Act, 1961 (43 of 1961), which is engaged in charitable and other eligible CSR activities including who invests in various activities for promoting education to students belonging to low income group by providing scholarships, free books etc.
9. All the other activities as mentioned in the SCHEDULE VII of The Companies Act, 2013, including any statutory modification or re-enactment thereof from time to time may also be included by the committee but shall not include the following:
 - i. activities undertaken in pursuance of normal course of business of the Company;
 - ii. 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;
 - iii. contribution of any amount directly or indirectly to any political party under section 182 of the Act;
 - iv. activities benefitting employees of the company as defined in clause (k) of section 2 of the Code on Wages, 2019 (29 of 2019);
 - v. activities supported by the companies on sponsorship basis for deriving marketing benefits for its products or services;
 - vi. activities carried out for fulfilment of any other statutory obligations under any law in force in India;

- vii. international organisations engaged for capacity building of company's employees;
- viii. any other activity prescribed by Ministry of Corporate Affairs or any other regulatory authority(ies) in future for exclusion.

The Board shall ensure that appropriate designated staff or personnel provides adequate assistance (viz. data collection, survey, quotations and costs involved etc.) to the CSR Committee to enable it to make necessary recommendations to the Board. For this purpose, the CSR Committee may also approach external consultants for necessary assistance as it may deem fit at such costs as may be approved by the Board.

The CSR Committee shall undertake enough due diligence of each of the CSR Activity before it is implemented.

Based on the recommendations of the CSR Committee, the Board shall approve the following:

- (i) The specific CSR Activities that should be undertaken from time to time;
- (ii) The amount of the CSR Expenditure on each of the CSR Activity; and
- (iii) Whether the CSR Activities will be undertaken directly or through an implementing agency or in collaboration with any other companies, including by availing services of any NGOs and record reasons for the same.

The Board to disclose content of such Policy in its report and also place it on the company's website, if any and ensures that the activities as are included in the CSR Policy of the company are undertaken by the company. The Board shall ensure that the CSR activities are undertaken by the company itself or through eligible entities

ELIGIBLE ENTITIES:

The CSR activities can be undertaken through the following eligible entities: –

- (a) A company established under section 8 of the Act, or a registered public trust or a registered society, registered under section 12A and 80 G of the Income Tax Act, 1961 established by the company, either singly or along with any other company, or
- (b) A company established under section 8 of the Act or a registered trust or a registered society, established by the Central Government or State Government; or
- (c) Any entity established under an Act of Parliament or a State legislature; or
- (d) A company established under section 8 of the Act, or a registered public trust or a registered society, registered under section 12A and 80G of the Income Tax Act, 1961, and having an established track record of at least three years in undertaking similar activities

VI. CSR EXPENDITURE AND ALLOCATION

As per the regulations the company will set aside, for annual CSR activities, an amount equal to 2% of the average net profits of the Company made during the three immediately preceding financial years. The CSR expenditure shall include all actual expenditures including contribution to corpus or on project or programs relating to CSR activities recommended by the CSR Committee and approved by the Board of Directors but shall not include any expenditure that does not fall within the purview of Schedule VII of the Act. The tax treatment of CSR spent will be in accordance with the Income Tax Act, 1961 as may be notified by the central board of Direct taxes.

The Board of a company shall satisfy itself that the funds disbursed to the entities for CSR have been utilized for the purposes and in the manner as approved by it and the Chief Financial Officer or the person responsible for financial management shall certify to the effect.

TREATMENT OF UNSPENT AMOUNT

Any amount remaining unspent, fulfilling such conditions as may be prescribed, shall be transferred and treated as per the manner prescribed under the Companies Act, 2013 and the Rule made thereunder, as amended time to time.

VII IMPLEMENTATION

1. Baseline survey would be conducted by the implementing agency and annual reviews shall be undertaken to ascertain the progress.
2. The Board along with the CSR Committee and the CSR Cell shall be responsible for implementation of this CSR Policy.
3. By implementing the CSR Activities, we expect to make available the sustainable energy by the provision of elementary education through providing technology-aided group learning in an outdoor, computer literacy by the provision of learning stations and general literacy amongst the children, and the availability of the sanitation by the provision of functional toilets.
4. **Vehicle for implementation**
 - a) The CSR will be undertaken as per the projects listed in schedule VII and identified by the Board from time to time.
 - b) The Board shall ensure that the CSR activities are undertaken by the company itself or through
 - i. a company established under section 8 of the Act, or a registered public trust or a registered society, registered under section 12A and 80 G of the Income Tax Act, 1961 (43 of 1961), established by the company, either singly or along with any other company, or
 - ii. a company established under section 8 of the Act or a registered trust or a registered society, established by the Central Government or State Government; or
 - iii. any entity established under an Act of Parliament or a State legislature; ora company established under section 8 of the Act, or a registered public trust or a registered society, registered under section 12A and 80G of the Income Tax Act, 1961, and having an established track record of at least three years in undertaking similar activities.

Provided that, every entity covered under point (c) above, shall be registered with Central Government, as mentioned in the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2020 as amended time to time.

- c) Company may engage international organisations for designing, monitoring and evaluation of the CSR projects or programmes.
- d) Company may also collaborate with other companies for undertaking projects or programmes or CSR activities in such a manner that the CSR committees of respective companies are in a position to report separately on such projects or programmes in accordance with the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2020, as amended time to time.

The projects, programs or activities identified by the CSR Committee and approved by the Board shall be implemented in a project mode through the CSR Cell which will entail charting the stages of execution through planned processes, measurable targets, mobilization and allocation of budgets and prescribed timelines. It also involves assigning of responsibility and accountability. Suitable documents / agreements shall be entered into with NGOs and the other agencies for the purposes of implementation of the CSR Activity, in case the CSR Activity is proposed to be implemented through the third-party agencies. The conditions of grant of amounts for all CSR Activities and the break-up of the allocations shall be set out and evaluated from time to time.

- 5. To the extent feasible, a project-based accountability approach to stress on the long-term sustainability of CSR Activities shall be adopted, and the indicative action plan and implementation schedule (timelines) for the projects, programs and activities shall be adopted.

VIII MONITORING MECHANISM

- 1. To ensure effective implementation of the CSR projects, programmes and activities undertaken in terms of this CSR Policy, the progress of each such project, programme and activity will be reported to the CSR Committee on a monthly/quarterly basis, with all requisite documentation.
- 2. Annual report on implementation shall be submitted to the Board by the CSR Committee.
- 3. The CSR Committee will conduct impact studies on a periodic basis, through independent professional third parties/professional institutions.
- 4. The CSR Committee shall also try to obtain feedback from the beneficiaries of the CSR projects, programmes and activities. If considered necessary, the effectiveness of the various programs/ activities undertaken under the CSR Policy may be got evaluated through external agencies for providing the required feed back and inputs to formulate and improve the programs in future.

IX. IMPACT ASSESSMENT

- 1. Regular and interactive feedback sessions shall be conducted at all levels including with other NGOs through which CSR Activities are being undertaken as well as the respective beneficiaries of all the CSR Activities undertaken by us.
- 2. Field visits shall be conducted at regular intervals to ensure effective implementation.

3. Proper documentation shall be done in an MIS format to record key observations of such feedback sessions and field-visits.
4. If deemed necessary by the CSR Committee, the effectiveness of the various programs/ activities undertaken under the CSR Policy may be evaluated through external agencies and reports shall be prepared pursuant to such evaluation.

X. REPORTING

1. The CSR Committee shall maintain proper minutes of all its meetings.
2. The CSR Committee shall prepare an annual report on CSR with such information and particulars as may be required by the Act and such report shall be included in the Board's report annexed to the financial statements.
3. The Board's report shall include an annual report on CSR containing such details as may be prescribed from time to time under the Act and the CSR Rules.
4. The Board will be responsible to ensure that the statutory requirements as may be prescribed from time to time under the Act and the CSR Rules are complied with.
5. 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, if any, for public access

XI. GENERAL

1. Any surplus arising out of the CSR projects/programs or activities shall not form part of the business profits of the qualifying 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 six months of the expiry of the financial year
2. All administrative expenses, including expenditure on wages and salaries, tours and travels, and training and development of personnel deputed on CSR Activities would be borne from CSR funds. However, the expenditure in a financial year for building CSR capacities of the personnel as well as the implementing agencies shall not exceed 5% (five per cent.) of total CSR Expenditure in such financial year. But it shall not include the expenses directly incurred for the designing, implementation, monitoring, and evaluation of a particular CSR project or programme
3. If it is observed that any CSR Activity taken up for implementation is found not properly implemented, the CSR Committee may, with approval of the Board, may discontinue funding the project at any time during the course of implementation and use such funds for any other project.
4. The CSR Committee shall have the power to clarify any doubts or rectify any anomalies that may exist in connection with the effective execution of this CSR Policy.

5. **IMPACT ASSESSMENT:** Every company having an average CSR obligation of ten crore rupees or more in the three immediately preceding financial years, shall undertake impact assessment, through an independent agency, of their CSR projects having outlays of one crore rupees or more, and which have been completed not less than one year before undertaking the impact study.
6. The impact assessment reports shall be placed before the Board and shall be annexed to the annual report on CSR.
7. A Company undertaking impact assessment may book the expenditure towards Corporate Social Responsibility for that financial year, which shall not exceed five percent of the total CSR expenditure

XII AMENDMENT

The CSR Committee is empowered to amend or modify the CSR Policy and such changes shall be placed before the Board for its approval. The Board may subject to compliance with applicable law, at any time approve or alter, amend or modify the CSR Policy, as it deems fit to comply with the statutory obligation to undertake the CSR Activities.
