



BILLROTH HOSPITALS PRIVATE LIMITED

Corporate Social Responsibility Policy

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I. Background

Billroth Hospitals Private Limited (hereinafter referred to as “Billroth”/”Company”/”Hospital”) is a healthcare services company.

Finding its origin in the vision of its promoters to provide India with a world class health delivery system, Billroth has continued to grow and has now become a name that reads synonymous to expert and most reliable health care in the country. The hospital’s mission is to provide quality and efficient medical services in the most professional and effective manner, with the sole determination of making life better for its patients.

The Hospital’s Core Values include :-

- 1) Striving for excellence as a patient-focused organization and dedicating ourselves to continuous improvement, excellence, professionalism and innovation in our work.
- 2) Conducting our operations in an honest and fair manner with integrity and openness;
- 3) Treating our patients, visitors, and employees with respect and dignity.
- 4) Ensuring that every patient receives safe healthcare, every time, everywhere.
- 5) Working as a team to bring diverse talents, experience, ideas, advanced technology, and best practices to provide the highest quality of care to our patients and their families.
- 6) Ensuring at all times, conduct, which sustains, enhances the global reputation and image of the organization.

In the context of the above and in order to bring clarity to its position vis -à-vis social activities, the Company now wishes to formally communicate its position as a member of the community and establish for both internal and external stakeholders, its philosophy, guiding principles and areas of focus that it would as an organization seek to promote in the arena of Corporate Social Responsibility (CSR).

This document is in keeping with the current maturity of the organization and is expected to evolve with the growth of the organization, dynamic needs of society and the community in which the Company operates.

This policy is a forward-looking aspirational document, which establishes the parameters and foundation upon which the CSR initiatives would be built:

- a. under the leadership and direction of the Company’s Board;
- b. with active participation of its Senior Leadership and all Employees; and
- c. in partnership under a spirit of “togetherness” with any such partner who shares a common vision and objective of making a positive impact on society, and wishing to leave this world and humanity in a better place than the one we inherited.

II. Vision

The Company's vision is to contribute to the social and economic development of the communities in which it operates, resulting in building a better and sustainable way of life for the society at large.

III. CSR Mission Statement

- Create a meaningful and lasting impact on the communities in remote areas by helping them transcend barriers of socio-economic development.
- Extending Comprehensive Integrated Healthcare Services to the community
- Develop the skills of the youth through high quality education and research in healthcare services

IV. Applicability

The Company has developed its Corporate Social Responsibility Policy ("Policy") in accordance with provisions of Section 135 of the Companies Act, 2013 read with the rules made thereunder, as may be amended from time to time, Schedule VII of the Companies Act, 2013 and the Orders/General Circulars/Notifications as may be issued by the Ministry of Corporate Affairs, Government of India from time to time.

This policy shall apply to all CSR initiatives and activities taken up at various locations of the Company, for the benefit of different segments of society.

V. Definitions

1. "Act" means the Companies Act, 2013 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force);
2. "Average Net Profit" means the profit calculated in accordance with the provisions of Section 135(5) of the Act.
3. "Company" means Billroth Hospitals Private Limited.
4. "CSR Committee" means the Committee as constituted by the Board of Directors of the Company (if it is required to be constituted) in compliance with Section 135 of the Act and rules made thereunder;
5. "Board" means Board of Directors of the Company
6. "Net profit" means the net profit of the Company as per its financial statement prepared in accordance with Section 198 of the Companies Act, 2013 read with the relevant Rules made thereunder, as may be amended.
7. "Net worth" means the aggregate value of the paid-up share capital and all reserves created out of the profits, securities premium account and debit or credit balance of profit and loss

account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, writeback of depreciation and amalgamation.

8. "Rules" includes the Companies (Corporate Social Responsibility Policy) Rules, 2014 or amendments thereof and any other relevant and applicable rules.

9. "Turnover" means the gross amount of revenue recognized in the profit and loss account from the sale, supply, or distribution of goods or on account of services rendered, or both, by a company during a financial year.

Words and expressions used and not defined hereinabove but defined in the Act and / or Rules shall have the same meanings respective assigned to them in the Act and / or Rules, as the case may be.

VI. Policy Objectives

The objective of the CSR Policy is to

- a. Ensure an increased commitment at all levels in the organisation, to operate its business in an economically, socially & environmentally sustainable manner, while recognising the interests of all its stakeholders.
- b. To directly or indirectly take up programmes that benefit the communities in & around its work locations and results, over a period of time, in enhancing the quality of life & economic well-being of the local populace.
- c. To generate, through its CSR initiatives, a community goodwill for the Company and help reinforce a positive & socially responsible image of the Company as a corporate entity.

VII. Areas of Initiative

The initiatives under the CSR Policy shall be in one or more areas of :-

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, 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.
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 art and handicrafts;
6. 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;
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 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;
9. 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
10. 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).]
11. rural development projects
12. slum area development (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)
13. disaster management, including relief, rehabilitation and reconstruction activities.

and such other activities as may be approved by the Companies Act, 2013 read with the relevant rules made thereunder or activities approved by the CSR Committee or Board of Directors of the Company in the said areas.

The above list is illustrative and not exhaustive – the Board or CSR Committee is authorized to consider such activities in this list and also consider the activities which may be specified by the Ministry of Corporate Affairs from time to time under the areas or subjects specified in Schedule VII of the Act in exercise of its power under Section 135 of the Act. All activities under the CSR activities will be environment friendly and socially acceptable. In order to derive focus and maximize impact it is advisable to concentrate activities around 2 or 3 key areas.

Further, it is hereby undertaken that the surplus, if any, arising out of the CSR projects or programs or activities shall not form part of the business profit of a company.

VIII. CSR Implementation

- The CSR initiatives shall be undertaken by the Company as per its stated CSR Policy as Projects or Programmes or Activities. The Company shall support philanthropic causes in the field of education and health care.
- Project activities identified under the CSR shall be implemented either by direct contribution to the project or through specialized agencies. Such specialized agencies should be those who comply with the requirements of Companies Act, 2013 read with the relevant rules made thereunder, as may be amended from time to time.
- The CSR Committee shall analyse and make out a proposal to the Board of Directors for approval. In cases where CSR Committee is not required to be constituted, then Board of Directors of the Company shall formulate a proposal for CSR Implementation.
- The CSR projects will be implemented in a time-bound manner with clear objectives, plan, targets and robust monitoring and evaluation mechanisms

Billroth Medical & Educational Trust, a Public Charitable Trust is the Implementation Agency for CSR Activities of the Company. The vision of the Trust is to impart standard medical and para medical education at attainable cost with international standards to deliver quality health care. The aim of the Trust is to enable a healthy society by providing free medical care and education within the limits. The Trust has set up Billroth Medical College of Nursing to achieve the said aim, vision and objectives.

Cumulatively the objective would be to ensure compliance with Section 135 of the Companies Act, 2013 read with the relevant rules made thereunder. Besides the same and to specifically clarify, the Company either by itself or in partnership with others may also initiate or continue to pursue such other social improvement initiatives whether fallen in areas or subjects specified under Schedule VII of the Act or not.

IX. CSR Budget

- The Board of Company shall ensure that in each financial year, the Company spends at least 2% of the average net profit made during the immediate three preceding financial years in pursuance of its CSR Policy. The Company may contribute the amount to the Trust or spend directly in the areas specified in Clause VII above towards achieving the objectives of the CSR Policy.
- The unutilized CSR budget from the 2% of the average net profit will be parked into the Trust Corpus created by the company. This Fund would also include any income arising there from and any surplus arising out of CSR activities.
- The Company may collaborate or pool resources with other companies to undertake CSR activities.

X. Roles and Responsibilities

I. Board of Directors

The Board of Directors of the Company will be responsible for:

- Approval of the CSR Policy of the Company
- Disclosing the content of the Policy in its report and place the Policy on the Company's website in such a manner as prescribed under Section 135 of the Companies Act 2013 read with the Rules made thereunder, as may be amended.
- Ensuring that the social projects included in the Policy are undertaken by the Company.
- Ensuring that the Company spends, in every financial year, at least 2% of the average net profits of the Company made during the three immediately preceding financial years in pursuance of the Policy
- Ensuring that the Company gives preference to the local areas around its operations for spending the amount earmarked for CSR projects
- Ensuring that it specifies the reasons in its report for not spending the earmarked amount in case the Company fails to spend such amount.
- Constitution of CSR Committee, if required under the Companies Act, 2013 read with the rules made thereunder.

II. CSR Committee

The responsibilities of CSR Committee include :-

- Formulating and recommending the CSR Policy to the Board for approval. The Committee shall indicate the projects to be undertaken by the Company as specified in Schedule VII of the Act.
- Monitoring the Policy from time to time and recommend changes to the Board
- Recommending the amount of expenditure to be incurred on CSR projects
- Institute a transparent monitoring mechanism for ensuring implementation of the social projects undertaken by the Company
- Any other activities that may be required to effectively deliver the CSR programs of the Company.

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 in Schedule VII of the Act;
- (b) the manner of execution of such projects or programmes
- (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;

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.

In case, the constitution of CSR Committee is not mandated or becomes optional under the law subject to certain prescribed conditions, then the roles, functions and responsibilities of the Committee shall be discharged by the Board of Directors of the Company.

XI. Source of Support

Financial Support:

- Allocation of budget on annual basis by the company
- Contribution into the Trust Corpus by the company
- External contribution from partners and stakeholders

Personnel Support:

- Company employees as volunteers
- External volunteers
- Other like-minded corporates aiming to create a positive difference in the society

XII. Monitoring

CSR activities will be monitored by the Board of the Company or CSR Committee under a reporting and review structure created and approved by it.

The Board of Directors of the Company shall review the reports on implementation of CSR programs / projects at such intervals as may be considered necessary by the Board. The Board shall also ensure compliance with other legal and statutory requirements as may be necessary.

External help for the development and execution of such programs may be sought as per scale and need determined by the Board /Committee.

XIII. Reporting/Disclosure

The Board shall ensure compliance of the following regulatory disclosure requirements in relation to CSR activities :

- ✓ Composition of the CSR Committee (if constituted) shall be disclosed in the Board's Report;
- ✓ The Board's Report shall include an Annual Report on CSR activities in prescribed format (by MCA) containing specified particulars;
- ✓ If the company fails to spend the prescribed amount, the Board shall, in its report specify the reasons for not spending the amount and comply with such other

requirements as prescribed in the Act and Rules made thereunder, as may be amended.

- ✓ In case the Company spends an amount in excess of the requirements provided under Section 135 (5) of the Act, then such excess amount shall be dealt with in a manner as prescribed in the Act and Rules made thereunder, as may be amended.
- ✓ The contents of the CSR Policy shall be displayed on the Company's website.
