

CORPORATE SOCIAL RESPONSIBILITY POLICY
OF
DR. BANKER HEALTHCARE PRIVATE LIMITED
FRAMED UNDER SECTION 135 OF THE COMPANIES ACT, 2013

I. APPLICABILITY AND PREAMBLE

1. This Corporate Social Responsibility Policy ("CSR Policy"/"the Policy") sets out the philosophy, guidelines and mechanism of Dr. Banker Healthcare Private Limited ("the Company"), CIN U85300GJ2023PTC138564, having its registered office at Plot No. 108, Swastik Co-op Hsg. Lt, Navarangpura, Ahmedabad, Gujarat – 380009, for undertaking projects, programs and activities towards its corporate social responsibility.
2. The provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 ("the Act" and "the CSR Rules", respectively) apply to every company meeting the specified thresholds of net worth, turnover or net profit during the immediately preceding financial year. This Policy is adopted by the Board as a matter of good governance and to keep the Company audit-ready; it shall become operative in the financial year in which the Company meets or exceeds the applicability thresholds prescribed under Section 135(1) of the Act, and the Board/CSR Committee shall reassess applicability at the end of each financial year based on the audited financial statements.

II. VISION STATEMENT AND OBJECTIVE

1. The CSR Policy reflects the Company's commitment to ensure that its activities extend beyond business and include initiatives for the benefit and development of the community and society, particularly in the field of healthcare where the Company operates.
2. In alignment with this vision, the Company shall, through its CSR Activities, endeavour to enhance value creation in society and 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:
 - Outline the projects, programs and activities to be undertaken by the Company;
 - Specify the modalities of execution of such projects, programs and activities;
 - Monitor the process to be followed for such projects, programs and activities;
 - Directly or indirectly take up programs that benefit the communities in and around the Company's work centres, over a period, in enhancing the quality of life and economic well-being of the local populace; and
 - Generate community goodwill and reinforce a positive and socially responsible image through the Company's CSR Activities.

III. CSR COMMITTEE

1. Upon the Company becoming subject to Section 135(1) of the Act, the Board shall constitute a CSR Committee in accordance with the provisions of the Companies Act, 2013. Where the amount required to be spent by the Company does not exceed ₹50,00,000, the functions of the CSR Committee may be discharged by the Board of Directors itself, as permitted under Section 135(9) of the Act. The CSR Committee (or the Board, as applicable) may invite other experts/invitees as per its requirements, and the Board's report shall disclose the composition of the Committee.
2. The CSR Committee / Board shall be responsible for:
 - Formulating the CSR Policy, including the CSR Activities (in areas or subjects specified in Schedule VII) and their budgets, as well as recommending any subsequent change/modification to the CSR Policy;
 - Instituting an implementation and monitoring mechanism for CSR Activities;

- Periodically updating the Board on progress made in the planned CSR Activities;
- Providing a responsibility statement in the Board's report.

IV. ROLE OF THE CSR COMMITTEE

The CSR Committee (or the Board, where applicable) shall be responsible for:

- (i) Identifying CSR Activities at the directions of the Board;
- (ii) Undertaking impact assessment of the CSR Activities, where applicable;
- (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 the 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 the terms of reference of the CSR Committee as approved by the Board.

V. PROJECTS, PROGRAMS AND ACTIVITIES

1. Given the Company's presence in the healthcare sector, the Company has identified the following focus areas, as may be refined by the Board/CSR Committee from time to time, having regard to its sites and workstations:

- (i) Medical camps and free health check-up camps, with an emphasis on preventive and maternal healthcare;
- (ii) Promoting healthcare, including preventive healthcare, and sanitation;
- (iii) Programs relating to women's health care, including menstrual health and hygiene management, and empowering frontline health workers;
- (iv) Child-care activities aimed at reducing infant and maternal mortality;

- (v) Care for destitute and needy women to help them become self-sufficient in earning their livelihood with dignity.
2. Promoting education, including special education, among children, women, the elderly and persons with disabilities, and livelihood enhancement projects.
 3. Road safety.
 4. Environmental sustainability, ecological balance and conservation of natural resources.
 5. Providing medical treatment on concessional/subsidised rates to the economically weaker sections of society.
 6. Providing public utility facilities for society.
 7. Contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government for socio-economic development, relief and welfare, or donation to a company established under Section 8 of the Act, or a registered public trust or registered society, registered under Sections 12A and 80G of the Income Tax Act, 1961, engaged in eligible CSR activities, including those promoting education among students from low-income groups through scholarships, free books, etc.
 8. All other activities mentioned in 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 the CSR Activities shall not include the following:
 - i. activities undertaken in pursuance of the normal course of business of the Company;
 - ii. any activity undertaken outside India, except training of Indian sports personnel representing any State, Union Territory or India at the national or international level;
 - iii. contribution, directly or indirectly, of any amount 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;

- v. activities supported by the Company on a sponsorship basis for deriving marketing benefits for its products or services;
- vi. activities carried out to fulfil any other statutory obligation under any law in force in India;
- vii. engagement of international organisations for capacity building of the Company's employees; and
- viii. any other activity excluded by the Ministry of Corporate Affairs or any other regulatory authority in future.

VI. CSR EXPENDITURE AND ALLOCATION

As and when the Company becomes subject to Section 135(1) of the Act, it shall, in every financial year, spend at least 2% of the average net profits made during the three immediately preceding financial years (or such shorter period as the Company has been in existence, computed in accordance with Section 198 of the Act), in pursuance of this Policy. The CSR expenditure shall include all actual expenditure, including contribution to corpus, or on projects or programs relating to CSR activities recommended by the CSR Committee/Board and approved by the Board of Directors, but shall not include any expenditure falling outside the purview of Schedule VII of the Act. The tax treatment of CSR spend shall be in accordance with the Income Tax Act, 1961, as may be notified by the Central Board of Direct Taxes from time to time.

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

Treatment of Unspent Amount

Any amount remaining unspent, subject to such conditions as may be prescribed, shall be transferred and treated in the manner prescribed under the Companies Act, 2013 and the rules made thereunder, as amended from time to time.

VII. IMPLEMENTATION

1. A baseline survey shall be conducted by the implementing agency, where applicable, and annual reviews shall be undertaken to ascertain progress.
2. The Board, along with the CSR Committee (or in its absence, the Board itself) and any CSR Cell constituted for the purpose, shall be responsible for implementation of this CSR Policy.
3. Vehicle for implementation: The Board shall ensure that 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 registered society, registered under Sections 12A and 80G of the Income Tax Act, 1961, established by the Company, either singly or with any other company;
 - (ii) a company established under Section 8 of the Act, or a registered trust or registered society, established by the Central Government or State Government;
 - (iii) any entity established under an Act of Parliament or a State legislature; or
 - (iv) a company established under Section 8 of the Act, or a registered public trust or registered society, registered under Sections 12A and 80G of the Income Tax Act, 1961, having an established track record of at least three years in undertaking similar activities.

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

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

5. The projects, programs or activities identified and approved by the Board shall be implemented in a project mode, entailing planned processes, measurable targets, mobilisation and allocation of budgets, and prescribed timelines, with clear assignment of responsibility and accountability. Suitable documents/agreements shall be entered into with NGOs and other implementing agencies where the CSR Activity is proposed to be implemented through third parties.
6. To the extent feasible, a project-based accountability approach stressing the long-term sustainability of CSR Activities shall be adopted, along with an indicative action plan and implementation schedule for the projects, programs and activities.

VIII. MONITORING MECHANISM

1. The progress of each CSR project, programme and activity shall be reported to the CSR Committee/Board on a periodic basis, with all requisite documentation.
2. An annual report on implementation shall be placed before the Board.
3. Impact studies may be conducted on a periodic basis through independent professional third parties/institutions, where warranted by the scale of the CSR Activity.
4. Feedback shall be sought from beneficiaries of the CSR projects, programmes and activities, and, where considered necessary, the effectiveness of programs/activities may be evaluated through external agencies to formulate and improve future programs.

IX. IMPACT ASSESSMENT

1. Regular and interactive feedback sessions shall be conducted at all levels, including with NGOs through which CSR Activities are undertaken, as well as with beneficiaries.
2. Field visits shall be conducted at regular intervals to ensure effective implementation.
3. Proper documentation shall be maintained in an MIS format to record key observations from feedback sessions and field visits.

4. Where the Company's average CSR obligation is ₹10 crore or more in the three immediately preceding financial years, the Company shall undertake impact assessment through an independent agency of its CSR projects having outlays of ₹1 crore or more, and which have been completed not less than one year before undertaking the impact study. The impact assessment reports shall be placed before the Board and annexed to the annual report on CSR. The Company may book the expenditure towards impact assessment for that financial year, not exceeding five percent of the total CSR expenditure for that year or ₹50,00,000, whichever is higher.

X. REPORTING

1. The CSR Committee (or Board, where applicable) shall maintain proper minutes of all its meetings.
2. An annual report on CSR, containing such information and particulars as may be required by the Act, shall be prepared and 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 shall be responsible for ensuring that the statutory requirements prescribed from time to time under the Act and the CSR Rules are complied with.
5. The Board of Directors shall mandatorily disclose the composition of the CSR Committee (where constituted), and the CSR Policy and CSR Projects approved by the Board, on the Company's website, if any, for public access.

XI. GENERAL

1. Any surplus arising from CSR projects/programs or activities shall not form part of the business profits of the Company. It shall be ploughed back into the same project, or transferred to the Unspent CSR Account and spent in pursuance of the Company's CSR policy and annual action plan, or transferred to a fund specified in Schedule VII, within six months of the expiry of the relevant financial year.

2. All administrative expenses, including wages, salaries, travel, and training and development of personnel deputed on CSR Activities, shall be borne from CSR funds, provided that expenditure on building CSR capacities of personnel and implementing agencies shall not exceed 5% of total CSR expenditure in a financial year, and shall exclude expenses directly incurred for designing, implementation, monitoring and evaluation of a particular CSR project or programme.
3. Where any CSR Activity taken up for implementation is found not to be properly implemented, the CSR Committee/Board may discontinue funding the project at any time and redeploy such funds for any other project.
4. The CSR Committee (or Board, where applicable) 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.

XII. AMENDMENT

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