



# **POLICY ON CORPORATE SOCIAL RESPONSIBILITY**



## **WIPRO GE HEALTHCARE PRIVATE LIMITED**

### **1. APPLICABILITY & PREAMBLE**

This policy applies to Wipro GE Healthcare Private Limited (hereinafter “the Company”). This policy is effective from April 2014 and stands amended on June 18, 2021.

Capitalised terms as used in this Policy shall have the meaning ascribed to such terms, and if not defined herein, shall have the meaning ascribed to such term under the Companies Act, 2013 and rules made thereunder.

### **2. MISSION STATEMENT**

The Company is at work for a healthier society, addressing some of South Asia’s healthcare challenges by supplementing the Government and Societal efforts.

The Company’s endeavour is to improve the quality of health and living of those in need by way of healthcare infrastructure & capability building, patient support programs, and emergency response during pandemics and natural disasters.

### **3. CSR POLICY OF THE COMPANY**

The CSR Policy of the Company has been formulated and adopted in terms of Section 135 of the Companies Act, 2013 (“the Act”) and the Rules made thereunder. The Company will undertake CSR activities specified in Schedule VII to the Act as amended from time to time.

The **CSR Policy** means a statement containing the approach and direction given by the board of a company, taking into account the recommendations of its CSR Committee, and includes guiding principles for selection, implementation and monitoring of activities as well as formulation of the annual action plan..

The main objective of the CSR Policy is to lay down guidelines for the Company to make CSR as one of the key focus areas. The CSR Committee and/or the Board of Directors of the Company, through a resolution in a meeting or through circular resolution shall adopt this policy based on which the Company will spend on. The Company may collaborate or pool resources *inter se* to undertake CSR activities.

### **4. CSR ACTIVITIES: -**

The CSR activities of the Company shall be aligned to the activities mentioned in Schedule VII of the Companies Act, 2013, as amended from time to time, except those activities as mentioned in the Negative List as per Companies Act 2013 & CSR Rules as amended time to time. Further, the CSR Activities are carried out as under: -

- i. the Company’s CSR activities shall align as far as possible and practicable with the ‘Mission Statement’ (as described in Clause 1 above) and shall require approval from CSR committee of the Company.
- ii. The contribution will be made for any CSR activities undertaken within India.
- iii. The Committee will give preference to the local area and areas around it where it operates in.



## **WIPRO GE HEALTHCARE PRIVATE LIMITED**

### **5. CSR COMMITTEE**

#### **a) Constitution & Quorum :**

The Members of CSR Committee shall be appointed by the Board of Directors of the Company. Each CSR Committee must consist of at least three Directors i.e. One Director Representing Wipro Enterprises Pvt Ltd, One Director Representing General Electric Company, USA & the WGE Managing Director. The Members of the CSR Committee shall meet, at mutually decided time at least once in a quarter and as and when required by sending notice or e-mails in order to perform, decide and monitor the implementation of this CSR Policy.

The quorum for the meeting shall be any two directors wherein at least one Director from GE & one from Wipro are present personally or through audio visual means or as per the quorum requirements applicable for meeting of Board of Directors as per Companies Act, 2013. A duly convened meeting of the Committee at which the requisite quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Committee. The members of this committee shall elect a Chairperson amongst themselves.

#### **b) Responsibilities/Powers of the CSR Committee :**

- I. CSR Committee shall formulate and recommend to the Board, an annual action plan in pursuance of its CSR policy in consonance with the long term vision and strategy of Company in respect of CSR activities, 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 including the Focus areas for the Financial year in line with Mission statements of the Company and the Project Selection Process as per the CSR Charter of the Company.
  - b. the manner of execution of such projects or programmes as specified in sub-rule (1) of Rule 4 of the CSR Rules 2021.
  - c. the modalities of utilization of funds and implementation schedules for the projects or programmes;
  - d. to monitoring and reporting mechanism for the projects or programmes; and.
  - e. the details of need and impact assessment, if any, for the projects undertaken by the company;
  - f. CSR Committee shall recommend to the Board any alteration of the Annual Action plan at any time during the financial year, based on the reasonable justification to that effect.
- II. Formulate and amend, time to time, this CSR Policy and recommend the same to the Board of Directors of the Company for approval and adoption.
- III. Undertake such CSR activities as approved by the Board of Directors of the Company through the NGO partner, after due evaluation and necessary audit.
- IV. To prepare and submit reports on the progress of CSR activities undertaken by the Company to the Board on quarterly bases.
- V. To carryout the evaluation of NGOs partner based on the various parameters including the Compliance checklist and evaluation matrixes as specified by the Board.
- VI. To carry out impact assessment for the projects undertaken by the Company as per internal Policy and instructions of the Board of Director.
- VII. To institute a transparent monitoring mechanism for implementation of CSR Projects or programmes undertaken by the Company or through NGOs.
- VIII. Any other matters relating CSR Activities as CSR Committee recommends to the Board.



## **WIPRO GE HEALTHCARE PRIVATE LIMITED**

The Management has constituted an Internal CSR committee at employee level which consist of MD, CHRO, CFO, CS and CSR Executive. This internal Committee on the basis of direction of CSR Committee and CSR Policy, recommend CSR expenditure, engaged with NGOs to execute programs, and partnered with a CSR advisory firm to monitor policies, activities, and report to the CSR Committee.

### **6. BOARD'S RIGHTS AND RESPONSIBILITIES:**

Following rights and responsibilities vests with the Board of the Company in connection with the CSR Policy and framework:

- i. To approve the CSR policy as formulated by the CSR Committee/Board of Directors.
- ii. Review and approve the recommendations of CSR Committee in respect of annual budget for CSR.
- iii. To approve the CSR projects or programmes that are recommended to be undertaken in areas of focus in line with mission statement or subjects specified in the Act; along with the manner of execution of such projects or programmes as specified in the Act;
- iv. To ensure that the funds are utilized for approved purpose and shall be certified by the Chief Financial Officer (CFO) or Person in charge of finance.
- v. To monitor the implementation of Ongoing Projects with reference to the approved timelines and year-wise allocation and shall be competent to make modification, if any required.
- vi. To review and approve the Annual Action Plan in pursuance of the CSR Policy of the Company and make any alteration to such Plan at any time during the financial year, as may be recommended by the CSR Committee, based on the reasonable justification to that effect; and
- vii. Ensure that the Company spends in every financial year, at least two percent of the average net profits made during the three immediately preceding financial years of the Company on CSR activities;
- viii. In case of excess CSR Spend in any year, to approve and pass a resolution to the effect that the excess amount may be set off against the requirement to spend in the 3 immediate succeeding financial years.
- ix. To make mandatory disclosures in the Company's Annual Reports and website, relating to CSR Committee members, Policy and the activities undertaken.
- x. To ensure annual reporting of CSR Policy and activities to the appropriate governmental authority as mandated by applicable law.

### **7. IMPACT ASSESSMENT:-**

As per the CSR Amendment Rules 2021, in the event of the average CSR obligation of the Company in the 3 immediately preceding financial years being Rs.10 Crore or more as under:

- i. To undertake **Impact Assessment** through an **Independent Agency** for all projects of 1 Crore or more which have been completed not less than 1 year before undertaking the impact study.
- ii. To consider and approve the impact assessment reports which shall be annexed to the annual report on CSR.



## **WIPRO GE HEALTHCARE PRIVATE LIMITED**

- iii. To consider and approve the Cost of the Impact Assessment which shall be the lesser of 5% of CSR Expenditure or Rs 50,00,000/-.

The Company may carry out the Impact Assessment and Monitoring mechanism for the various CSR Projects/Programs undertaken by the Company from an Independent Agency as per the broad guidelines specified in the CSR Committee/CSR Charter from time to time and outcome of the Impact Assessment shall be placed before CSR Committee & to the Board.

### **8. PROCESS FOR UNDERTAKING CSR ACTIVITIES/PROJECTS THROUGH PARTNERING NGOS**

The Company may undertake CSR activities, on its own or by pooling the resources GE BE India Pvt Ltd (Sister Concerns) entity or any other Company for Partnering for CSR Projects/Programmes, or any other Public Charitable Trust or Society created for charitable purpose, or other Charitable Company or not-for-profit organisations (NGOs) or any other Organization as approved as per the Companies Act 2013 and any combination thereof.

The CSR Committee shall decide on the budget allocation for CSR Projects and Programmes and the instalments for disbursement of amount as part of the Annual Action Plan and as per recommendation of internal CSR Committee and recommend the same to the Board for its approval.

The following procedure shall be adhered to while undertaking/funding CSR activities/projects through NGOs:

- i. Presentation of Project/program details in line with focus areas of CSR Sector in line with mission statement of the Company.
- ii. Execution of CSR Agreement with the Partnering NGOs, which will detail the key roles and responsibilities of each of the parties for a specified project or projects identified by the Company.
- iii. Scheduling of disbursements of funds relating to the program and monitoring system in accordance with pre-agreed milestones with partners.
- iv. The Committee while making any contribution shall specify the Schedule VII activities for which it is made and the amount for the same.
- v. Monitoring of progress against plan proposed by the implementation agency and reporting back to the CSR Committee regarding such progress and learnings if any.

While undertaking any project or program with other partnering organizations, the Company shall undertake due diligence to evaluate the NGO's reputation, track record, capacity and competency, including organization structure, requisite permits and licenses, presence in desired geography and compatibility with the CSR Policy and satisfy itself that the entities in the list of eligible entities through which the company shall undertake the CSR Project or Programme are registered with the Central Government in Form CSR -1 as required under the CSR Rules in this behalf.

### **9. ENGAGING INTERNATIONAL ORGANIZATION**

The Company may engage the international organizations for designing, monitoring and evaluation of the CSR projects or programs as per its CSR policy as well as for the capacity building of their own personnel for CSR. Only the Central Government notified organizations shall qualify as International Organization.

### **10. CSR EXPENDITURE**



## **WIPRO GE HEALTHCARE PRIVATE LIMITED**

- i. **Administrative Overheads:** The Board to ensure that the administrative overheads expenses not to exceed 5% of the total CSR expenditure of the Company in any financial year.
- ii. **Surplus from the CSR Activities:** Any surplus arising out of the CSR activity shall not be a part of the business profit of the Company. Such surplus shall be used on the followings within a period of six months of the expiry of the financial year:
  - Ploughed back into the same project.
  - Transferred to the Unspent CSR Account; and
  - Spent in pursuance of the CSR policy and the annual action plan of the Company
  - Transfer such surplus amount to fund specified under Schedule VII of the Act.
- iii. **Excess CSR Spend:-**In case of excess CSR Spend in any year, such excess amount may be set-off against the requirement to spend up to immediate succeeding 3 financial years subject to:-
  - a) The excess amount shall not include the surplus arising out of CSR activities.
  - b) Board shall passing an appropriate resolution.
- iv. **Creation or Acquisition of Capital Assets:-** The Company may utilised spending of CSR amount on creation of a capital asset, provided however, that CSR amount spent for creation or acquisition capital assets which shall be held by:
  - a. a company established under section 8 of the Act or Registered Public Trust or Registered Society, having Charitable objects and CSR Registration Number under the Rules; or
  - b. beneficiaries of the said CSR project, in the form of self-help groups, collectives, entities; or
  - c. Public authority

### **11. TRANSFER OF UNSPENT AMOUNT OF CSR**

- i. Unspent amount of CSR, if any, are to be transferred to any fund included in schedule VII of the Act, until a specific fund is prescribed. or
- ii. Any amount remaining unspent in respect of any of “Ongoing Projects” undertaken by a Company in pursuance of its CSR Policy, shall be transferred to a special account to be opened by the company in that behalf for that particular financial year in any scheduled bank to be called the “Unspent Corporate Social Responsibility Account” by the company within a period of thirty days from the end of the financial year. And such Unspent CSR amount shall be spent by the company in pursuance of its obligation towards the CSR Policy within a period of three financial years from the date of such transfer, failing which, the company shall transfer the same to a Fund specified in Schedule VII, within a period of thirty days from the date of completion of the third financial year.

### **12. DISCLOSURE IN BOARD REPORT**

- i. The Board's Report of a Company pertaining to any financial year shall include an annual report on CSR as specified in Act read with rules made thereunder, as amended.



## **WIPRO GE HEALTHCARE PRIVATE LIMITED**

- ii. The CSR Committee will report to the Board of the Company from time to time the status of the CSR projects/activities undertaken by it along with the report on the impact created by such projects/activities.
- iii. CSR Impact Assessment Report, if applicable shall form part of the board's report,

### **13. DISSEMINATION OF INFORMATION**

The CSR Committee will report to the Board of Directors from time to time the status of the CSR projects/ activities undertaken by it along with the report on the impact created by such projects/ activities.

The Company would upload this Policy and CSR Committee Composition on its website. A detailed status report on the CSR activities carried out by Wipro Ge Healthcare Private Limited will be disclosed every year as part of the Directors' Report in the Annual Report. The said information will also be uploaded on the website of the Company.

The CSR activities of the Company should be visible through newsletters, websites, press releases and Directors' Annual Report (as an integral part of business) articulated on major occasions and employee/shareholder/dealer meetings.

### **14. MONITORING**

CSR Committee will institute a transparent monitoring mechanism for implementation of CSR Projects or programmes undertaken by the Company or through NGOs.

### **15. VOLUNTEERING**

The Company will encourage and enable employees and other stakeholders to participate in the projects supported by it through Employee Volunteering Programmes (EVP).

### **16. AUDIT RESPONSIBILITIES**

The Company may be subjected to third party audit process similar to auditing any other expense head which may also include validation of the end use as per the Schedule VII of the Companies Act, 2013, under which spend has been incurred.

### **17. BREACHES ESCALATION AND EXCEPTIONS:**

Any deviation/exception from the policy shall be reported to the CSR Committee.