



CORPORATE SOCIAL RESPONSIBILITY AND ENVIRONMENTAL, SOCIAL & GOVERNANCE POLICY

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1. Preamble

- 1.1 Giving back to the society is embedded in the value system of Metropolis Healthcare Limited (“the Company/ Metropolis”) and we believe and aim to bring about a positive change in the Nation. For the past four decades, as an integral part of our commitment to good corporate citizenship, we at Metropolis believe in actively assisting in the improvement of the quality of life of people in our communities. We believe, we not only exist to do good business but also to ensure the betterment of society and focus on our Corporate Social Responsibility (“CSR”) with the Company's overall vision and mission.
- 1.2 Further, given the emerging importance of ESG aspects, the Board has delegated oversight over Environmental, Social and Governance (“ESG”) related activities to Corporate Social Responsibility Committee, which is hereby renamed as “Corporate Social Responsibility and Environmental, Social & Governance Committee” (hereinafter referred to as “the Committee”).
- 1.3 CSR & ESG activities of the Company shall continuously evolve for a long-term sustainability of business, society and environment at large. CSR & ESG shall further align and integrate social wellbeing, economic growth and environmental sustainability with the Company’s core values, operations and growth.
- 1.4 This Policy has been framed in accordance with the provisions of section 135 of the Companies Act, 2013 (“Act”) and the Rules prescribed thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other laws, as may be applicable to the Company (collectively referred as “Applicable Laws”).

2. Objective of the Policy

- 2.1 The objectives of this Policy are to continuously and consistently:
 - (i) Articulate the Company’s core philosophy of CSR;
 - (ii) Outline the Board’s vision and approach for undertaking CSR activities and creating impact in the communities;
 - (iii) Define and lay down the guiding principles and strategies for implementing Company’s CSR initiatives;
 - (iv) Establish boundaries for acceptable behaviour and guidelines for best practices in CSR & ESG related initiatives as applicable;
 - (v) Integrate economic, environmental and Governance principles into business objectives while addressing stakeholder expectations and sustaining or enhancing shareholder value.

3. Definitions

3.1 In this Policy, unless the context otherwise requires:

- (i) 'Board' shall mean the "Board of Directors" of Metropolis Healthcare Limited.
- (ii) 'CSR Activities' shall mean the projects and / or programmes undertaken by the Company either directly or indirectly pursuant to Applicable Laws in accordance with this Policy.
- (iii) 'Corporate Social Responsibility' means Corporate Social Responsibility as defined in Section 135 of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended from time to time.
- (iv) 'Ongoing Project' means a multi-year project undertaken by a Company in fulfilment of its CSR obligation having timelines not exceeding three years excluding the financial year in which it was commenced and shall include such project that was initially not approved as a multi-year project but whose duration has been extended beyond one year by the Board based on reasonable justification.
- (v) "Implementation Agency/ies" means any other trust, society or company or any entity established under an Act of parliament or a state legislature or any other agency which is eligible to undertake CSR Activities, on behalf of the Company in compliance with the Applicable Laws.
- (vi) 'Rules' means Companies (Corporate Social Responsibility Policy) Rules, 2014, or any other rules prescribed under section 135 of the Act and pertaining to CSR, as may be amended and prescribed, from time to time.

3.2 Words and expressions used and not defined in the Policy shall have the same meanings respectively assigned to them in the Act and/or Rules.

4. Guiding Principles

The Company shall adhere to the following guiding principles for selection, implementation and monitoring of CSR Activities as well as formulation of the Annual Action Plan:

4.1 Selection of CSR Activities:

- (i) The Company shall undertake CSR Activities as permitted under the Applicable Laws, more specifically, the proximity of the vulnerable communities, to the area near Metropolis will be prioritized, to enable monitoring the CSR Activities closely and to easily engage Metropolis staff in the CSR work.
- (ii) The Company shall serve the community/ies in rural, urban and semi-urban areas including slums areas with specific focus on adolescents and their influencers, women, challenged individuals, disadvantaged, impoverished, marginalised sections of the society and medical fraternity without any discrimination based on caste, creed, religion, race, gender, age or ethnicity.

- (iii) The Company shall undertake CSR Activities for improving health outcomes through improved accessibility, awareness and delivery of healthcare.

4.2 Formulation of the Annual Action Plan: The Annual Action Plan shall be created with a definite mechanism by CSR functionaries and document the stated objectives of the CSR Activities. It shall clarify the content of relevant interventions as per agreed timelines and budgetary allocations. Based on the timelines of CSR Activities, the Annual Action Plan shall undergo periodic review for scope, relevance and timelines of envisaged outcomes.

4.3 Implementation of CSR Activities:

- (i) The Company shall either undertake the CSR Activities directly or through Implementation Agency formed for the purposes of CSR activities and shall to its best of its ability also ensure that the partners or vendors selected by the Company or the Implementation Agency, satisfy the criterion specified by the Rules (if any) and have relevant experience, good credentials and no criminal track record.
- (ii) Education, Skilling & Facilitating inclusion through initiatives that offer equitable quality education and skilling. This can include educational assistance, skills training, scholarships, mentorship programs.

4.4 Monitoring of CSR Activities: The emphasis shall be on a systematic, objective and iterative framework for review of CSR Activities. Periodic reviews of CSR Activities shall help inform progress towards objectives, appropriate resource allocation, continued relevance and course correction where required.

5. Roles and Responsibilities of the Committee

5.1 The Committee shall be responsible to:

- (i) Formulate and approve revisions to the Policy and recommend the same to the Board for its approval.
- (ii) Recommend the annual CSR expenditure budget to the Board for its approval.
- (iii) Formulate and recommend an Annual Action Plan (including any revisions thereto based on specified reasons) to the Board for its approval.
- (iv) Review the implementation of CSR Activities of the Company to ensure it is in line with the Annual Action Plan
- (v) Focus on the macro-level trends and developments in ESG measurement and reporting standards and frameworks, help in creating ESG goals for the Company and periodically reviews the ESG activities and related performance.
- (vi) Assist and oversee the Company's ESG program, strategy, initiatives, policies, reporting and disclosures

- (vii) Review the implementation of targets, standards and metrics established to assess and track the Company's ESG performance to ensure that the Company's performance is consistent with the Company's long-term strategic objectives, good corporate citizenship and the Company's ESG strategy.
- (viii) Review any statutory reporting relating to sustainability initiatives e.g., Business Responsibility Report (BRR)/ Business Responsibility and Sustainability Report (BRSR).
- (ix) Monitor and assess the company's ESG impact and initiatives.
- (x) Review and evaluate the ESG risks identified by the Company and to collaborate with the Board and its committees to monitor and establish the mitigation plan for such risks.
- (xi) Perform such other activities as may be delegated by the Board or as may be prescribed under Applicable Laws from time to time.

6. Key Thrust Areas

6.1 In line with Schedule VII to the Companies Act, 2013 the CSR efforts of the Company will be primarily dedicated to the following CSR Activities:

Sr. no.	SD Goals	Core Activities
1.	SDG 3	Good Health and well-being: Promoting good health and well-being at all ages including preventive health care (apart from the diagnostics/pathology tests) through improved accessibility, awareness and delivery of healthcare.
2.	SDG 4	Promoting Quality Education: Promoting specific education with focus on medical education through educational assistance, training, scholarships, mentorship programs.
3.	SDG 5	Gender Equality and empower all women and girls: Promoting gender equality and empowering girls and women. The focus is to create awareness & education for adolescents and their influencers and challenged individuals and provide training to develop skills.

7. CSR Expenditure

- 7.1 Every year the Company shall spend at least 2% of its average net profit as defined under the Rules ("CSR obligation") during the three immediately preceding financial years, on the CSR Activities as per approved Annual Action Plan.
- 7.2 The Company shall consider any administrative costs in meeting its CSR obligation, provided that, such costs shall not exceed the cap as prescribed under Applicable Laws.
- 7.3 Any amount remaining unspent at the end of the financial year, except in case of an Ongoing Project, shall be transferred to a fund to be specified in Schedule VII for this purpose, within a period of six months of the expiry of the relevant financial year.
- 7.4 In case the Company undertakes any Ongoing Project, any amount remaining unspent and earmarked for the Ongoing Project, shall be transferred within a period of thirty days from the end of the financial year to a special account to be opened for that financial year in any scheduled bank to be called the 'Unspent Corporate Social Responsibility Account', and such amount shall be spent within a period of three financial years from the date of such transfer, failing which, the unspent amount shall be transferred to the fund to be specified in Schedule VII for this purpose, within a period of thirty days from the date of completion of the third financial year.
- 7.5 Any surplus arising out of CSR Activities shall not form part of the business profits of the Company and shall be utilized towards the eligible CSR Activities in accordance with Applicable Laws.

8. CSR Implementation

- 8.1 The CSR Activities to be undertaken by the Company under the Policy shall be approved by way of an Annual Action Plan by the Board on the recommendation of the Committee. The CSR Group Head of the Company shall on an annual basis place the Annual Action Plan for the approval of the Committee.
- 8.2 The Annual Action Plan shall include the following:
- 8.2.1 the list of CSR Activities or programs that are approved to be undertaken in areas or subjects specified in Schedule VII of the Act;
 - 8.2.2 the manner of execution of CSR Activities;
 - 8.2.3 the modalities of utilisation of funds and implementation schedules for the CSR Activities;
 - 8.2.4 monitoring and reporting mechanism for the CSR Activities;
 - 8.2.5 details of need and impact assessment, if applicable; and

8.2.6 any other matter as may be required under the Act and the Rules made thereunder (“Annual Action Plan”).

8.3 All CSR Activities of the Company shall be undertaken by the Company either directly or through Implementation Agency or in collaboration with other companies subject to Applicable Laws.

8.4 In case the Company undertakes any CSR Activity through any Implementation Agency, such Implementation Agency shall satisfy the requirements prescribed under the Applicable Laws and shall be approved by the Board.

8.5 The Board shall have absolute authority to update, alter, modify, amend, withdraw and replace the Annual Action Plan for justified reasons.

9 CSR Monitoring and Reporting

9.1 To ensure effective implementation of CSR Activities, the Committee shall review the CSR Activities on periodic basis. This may include the following:

- (i) Periodic Feedback - The Company will obtain feedback from the beneficiaries about the CSR Activities and shall share the same with the Committee as a part of the progress reports from time to time or as specified
- (ii) Certification(s) – The Company will obtain Utilization Certificates (UCs) from all the Implementing Agency before releasing the next tranche of funds for CSR Activities.
- (iii) Audits by third party agencies appointed for this purpose.
- (iv) Any other mechanism that may be decided on by the Committee from time to time

9.2 Impact assessment shall be required for all such CSR Activities having an outlay which exceeds the prescribed threshold as per Applicable Laws.

9.3 The CFO of the Company shall certify to the Board on an annual basis that the funds disbursed by the Company towards CSR Activities have been utilized towards the same effect.

10 General

10.2 The Policy of the Company shall be modified, amended or altered in whole or in part, at any time, by the Board on the recommendation of the Committee. However, no such modification(s) amendment(s), or alteration(s) shall be inconsistent with the

applicable provisions of the Companies Act, 2013 or any law for the time being in force. In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this policy, then such amendment(s), clarification(s), circular(s), etc. shall prevail upon the provisions hereunder and this policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s), etc.

10.2 The Policy shall be uploaded on the Company's website for information of all stakeholder.
