

**QMS MEDICAL ALLIED SERVICES LIMITED CORPORATE SOCIAL RESPONSIBILITY
(CSR) POLICY**

In accordance with the provisions of Section 135 of Companies Act, 2013, the Corporate Social Responsibility (CSR) Committee of **QMS MEDICAL ALLIED SERVICES LIMITED** (“the Company”) was constituted by the Board of Directors of the Company at their meeting held on December 29, 2020 and reconstituted in the Board Meeting held on June 15, 2022

Preamble:

We, at QMS Medical Allied Services Limited believe that our business is built around strong social relevance of inclusive growth by supporting the common man in meeting their needs. We equally believe that creation of large societal capital is as important as wealth creation for our shareholders. As a responsible human organization, we are committed towards the above objective and are keen on developing a sustainable business model to ensure and activate our future growth drivers. In line with the regulatory expectations, we are putting in place a formal policy as a guide towards our social commitment going forward.

Key words & meanings:

1. “Act” shall mean the Companies Act 2013, including any modifications, amendments or re-enactment thereof.
2. “Approved Budget” shall mean the total budget as approved by the Board of the Company upon the recommendation of the CSR Committee, which is to be utilized for CSR Projects.
3. “Board” shall mean the Board of Directors of the Company.
4. “CSR Annual Plan” shall mean the annual plan detailing the CSR expenditure for the year.
5. “CSR Committee” shall mean the Corporate Social Responsibility Committee constituted by the Board of the Company in accordance with the Act.
6. “CSR Policy” shall mean the present Corporate Social Responsibility Policy of the Company, which covers the activities to be undertaken by the Company as specified in Schedule VII to the Act and the CSR Expenditure thereon.
7. “CSR Projects” or “Projects” means Corporate Social Responsibility projects/activities/ programs/ initiatives, instituted in India, either new or ongoing, and include, but is not limited to those undertaken by the Board in pursuance of recommendations of the CSR Committee as per the declared CSR.
8. “Financial Year” shall mean the period beginning from 1stApril of every year to 31stMarch of the succeeding year.
9. “Net profit” shall mean the net profit as per Sec 135 of the Act and Rules based on which the specific percentage for CSR expenditure has to be calculated.
10. “Rules” shall mean the Companies (Corporate Social Responsibility) Rules 2014, including any re-enactment, modifications or amendments thereof.

Policy Objectives:

The objective of the CSR Policy (“Policy”) is to lay down the guiding principles in undertaking various Programs and projects by or on behalf of the company relating to Corporate Social Responsibility (“CSR”) within the meaning of section 135 of the Companies Act, 2013 read with Schedule VII of the Act and the CSR Policy Rules 2014. (“Rules”)

CSR Activities:

The activities that the Company may undertake shall be (inter alia):

- Eradicating hunger, poverty and malnutrition, promoting 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;
- Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects;
- Promoting gender equality, empowering women, setting up homes and hostels for women and orphans, setting up old age homes, day care centers and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;
- Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agro-forestry, 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;
- 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 arts and handicrafts;
- 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;
- Training to promote rural sports, nationally recognized sports, Paralympics sports and Olympic sports;
- 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 Government for socio-economic development and relief and welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women;
- 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;
- 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);
- Rural development projects;
- Slum area development;
- Disaster management, including relief, rehabilitation and reconstruction activities.

CSR Committee Constitution:

The Committee comprises of the following members of the Board:

Sr. No.	Name of Member	Designation in Committee	Designation in Company
1.	Niken Ravin Shah	Chairman	Chairperson and Independent Director
2.	Prajwal Jayasheela Poojari	Member	Independent Director
3.	Mahesh Makhija Makhija	Member	Managing Director

- The Committee members shall be appointed by resolution of the Board. Each member shall continue as a member until a successor is appointed, unless the member resigns, or is removed by resolution of the Board or otherwise ceases to be a member of the Board.
- Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board, and shall be filled by the Board if the membership of the Committee is less than two (2) members as a result of the vacancy.
- The Board, or in the event of its failure to do so, the Committee, shall appoint a Chair from among the Committee members. If the Chair of the Committee is not present at any meeting of the Committee, the Chair of the meeting shall be chosen by the Committee from among the members present.
- The Chair presiding at any meeting of the Committee shall have a vote in all matters considered by the Committee. In the event of a tie the motion is defeated.
- The Committee shall assist with deliberations required for the fulfillment of the Board's mandate and those specific responsibilities and duties assigned to the Committee; however, unless specifically stated otherwise, the Committee shall act in advisory capacity only, recommending decisions to the Board for approval.

Role of the CSR Committee:

- i) Formulate the CSR policy and recommend the same to the Board for approval which shall indicate the activities to be undertaken by the company.
- ii) Recommend the amount of expenditure to be incurred on the activities mentioned in point no. (i).
- iii) Approve to undertake CSR activities, if necessary, in collaboration with other Companies/firms/NGOs etc., and to separately report the same in line with the CSR Rules.
- iv) Monitor the Corporate Social Responsibility Policy of the company from time to time.
- v) Review and recommend any new CSR initiatives to be taken up by the company.
- vi) Spend the allocated CSR amount on the CSR activities once it is approved by the Board of Directors of the Company in accordance with the Act and the CSR Rules.
- vii) Create transparent monitoring mechanism for implementation of CSR initiatives in India.
- viii) Review the progress of CSR projects already undertaken by the company and the utilization of budgets for each such projects.
- ix) Review and recommend the CSR report to be included in the board's report.
- x) Review and recommend any amendments to be made in the CSR policy of the Company.
- xi) To carry such other functions as may be delegated to it by the board relating to CSR activities of the company.
- xii) Authorize executives of the Company to attend the CSR Committee Meetings, if necessary.

Meetings:

- The CSR Committee shall hold a minimum number of two meetings in a year.

- A meeting of the Committee may be called by the Chair of the Committee, the Chair of the Board or President and Chief Executive Officer of the Corporation, if any or by any two (2) members of the Committee.
- The quorum for the CSR Committee Meeting shall be one-third of its total strength (any fraction contained in that one-third be rounded off as one) or two members, whichever is higher.
- The Members of the Committee may participate in the meeting either in person or through video conferencing or other audio visual means as may be convenient.
- Reasonable notice, preferably (7) days before the meeting, shall be given in writing, by e-mail, by facsimile communication or by hand delivery to each member of the Committee, however if all the members of the committee permits, the meeting of the committee shall be called on shorter notice.
- The Agenda and associated material shall be sent to each member of the Committee prior, preferably seven (7) days, to the time for such meeting.
- A director may in any manner waive a notice of meeting, and attendance of a director at the meeting is a waiver of notice of the meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not properly called.
- The Committee shall have the right to determine who shall and shall not be present at any part of the meetings of the Committee, and may hold in camera sessions.

General Governance:

The Committee shall have the following general duties and responsibilities to:

- Adopt an Annual Work Plan to ensure that duties and responsibilities listed in the Terms of Reference are scheduled to be achieved.
- Review annually, and report to the Board on the adequacy of the Committee's Terms of Reference.
- Produce and provide to the Board an annual evaluation of the Committee, which shall compare the effectiveness of the Committee with the requirements of these Terms of Reference, including the Annual Work Plan.

Support to the Committee:

The Committee shall identify, through the Board or designated officer of the Company, the kind and frequency of information required by the Committee.

The Committee shall have access to any and all books and records of the Corporation required for the execution of the Committee's obligations and, as necessary, shall discuss with appropriate corporate officers and employees, such records and other relevant matters.

The Committee shall have the authority to retain external advisors, experts or consultants, in order to properly discharge its duties and responsibilities.

Confidentiality:

All deliberations of the Committee, and all records, material and information pertaining to the Corporation obtained by a member of the Committee shall be considered confidential. Committee members shall maintain the confidentiality of such deliberations, and shall safeguard such records, material and information from improper access.

CSR Applicability:

The Companies Act, 2013 prescribes that the companies which meet the criteria specified U/s. Sec. 135 shall allocate certain portion of its annual net profits (calculated as per Sec. 198) during the three immediately

preceding financial years to be spent on CSR Activities that fall under the categories specified under Schedule VII of the Act.

CSR Expenditure:

Net profit for the purpose of allocation towards CSR means profit more fully described under Rule 2(f) of the CSR Rules. The CSR expenditure shall include all expenditure including contribution to corpus or on projects or programs relating to CSR activities approved by the Board of Directors on the recommendation of its CSR Committee but does not include any expenditure on an item not in conformity or not in line with activities stated under Schedule VII of the Act.

Failure to spend the CSR Money:

If the Company fails to spend the required amount in a particular financial year, it is the duty of the Committee to submit a report in writing to the Board of Directors specifying the reasons for not spending the amount, which in turn shall be reported by the Board of Directors in their Annual Report pertaining to that particular Financial Year.

Surplus, if any, arising out of the CSR projects or programs or activities shall not form part of the business profit of the Company.

CSR Initiatives:

Pursuant to Schedule VII of the Act and the CSR Rules, the Company shall undertake CSR activities included in its Annual CSR Plan, as recommended by the CSR Committee at the beginning of each year. The Committee is authorized to approve any modification to the existing Annual CSR Plan or to propose any new program during the financial year under review.

Modalities of execution and implementation:

CSR activities may be initiated/executed:

- a) by the Company or
- b) a company established under section 8 of the Act or a registered trust or a registered society, established by the company, either singly or along with any other company, or
- c) 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 any entity established under an Act of Parliament or a State legislature;

Provided that- if, the Board of a company decides to undertake its CSR activities through a company established under section 8 of the Act or a registered trust or a registered society, other than those specified in this sub-rule, such company or trust or society shall have an established track record of three years in undertaking similar programs or projects; and the company has specified the projects or programs to be undertaken, the modalities of utilization of funds of such projects and programs and the monitoring and reporting mechanism”.

- d) The Company may also collaborate with other companies for undertaking CSR projects or programs or activities in such a manner that each Company's part in such activity may separately be identified.

The Company/CSR Committee shall have the full discretion to specify or modify the modalities of execution of CSR projects or programs and to determine implementation schedules.

CSR activities shall be undertaken by the Company as per this policy by way of projects or programs or activities (either new or ongoing) in India, excluding the activities undertaken in pursuance of normal course of business. The Company shall give preference to the local areas around it where it operates, for spending the amount for CSR activities.

Collaboration:

It is expressly allowed under the CSR Rules that the Company may collaborate with any other Company or

association formed in this regard subject to approval by CSR Committee, to implement CSR activities and the same shall form a part of the Annual CSR Plan.

Reporting and publication of CSR policy:

As per the CSR Rules, the contents of the CSR Policy shall be included in the Directors' Report and the same shall be displayed on the Company's website, if any.

Monitoring Mechanism:

The CSR Committee of the Board has devised a "transparent monitoring mechanism" for various CSR Projects / Programs / Activities undertaken by the Company including conduct of impact studies of CSR Projects / Programs on a periodic basis as and when necessary. Simultaneously, it also obtains feedback from various beneficiaries of CSR Projects /Activities / Programmes undertaken by the Company to measure their benefits.

Amendment of Policy:

The CSR Policy of the company may be amended at any time by the board of the company on the Recommendation of the CSR committee.
