

KCI MEDICAL INDIA PRIVATE LIMITED.

ANNUAL ACTION PLAN

Pursuant to CSR Policy and Rule 5(2) of Companies (CSR) Rules, 2014 of Companies Act, 2013 as amended vide Notification of MCA dated 21st January 2021

Financial Year: 2024-25

Approval of Annual Action Plan: At the Board meeting held on 11.12.2024.

List of Projects or programs approved:

The projects or programs that can be undertaken are categorized broadly into following categories.

Promoting education and eradication of hunger as per the CSR policy of the Company.

Manner of Execution:

- Through NGO partners registered under Section 12A and 80G of Income Tax Act, 1961 and having CSR-1 Registration Number.

Modalities of utilization of funds:

Approximate contribution to be made to the NGOs for FY 2024-25 – Rs. 10,60,500/-.

The following CSR expenditure plan was placed before the Board and the Board approved this plan. However, this plan is subject to changes from time to time subject to the approval of Board during the year 2024-25.

Particulars	Expenditure for FY 2024-25(Rs.)
Name of NGO - Akshaya Patra Foundation. Location – Bengaluru Brief about the NGO – Akshaya Patra Foundation, founded in 2000, in Bengaluru with the Vison “No Child will be deprived of education due to Hunger”.	Rs.10,60,500/-



Brief about program initiative – Akshaya Patra Foundation provides hot, nutritious mid-day meals to Government school children.	
TOTAL	Rs. 10,60,500/-

Monitoring and reporting mechanism for the projects or programs:

The Board authorizes the CSR Committee to monitor the implementation of the projects. The CSR implementation team may obtain necessary reports or information on a quarterly or half yearly basis to review the activities.

Detailed annual activity statement of the Implementing Agencies shall be placed before the CSR Committee and after review by the CSR Committee the same may be recommended to the Board for its review on an annual basis. The Board shall review the same and shall ensure that the contribution made by the Company is spent only towards the objectives as per the CSR policy of the Company.

Necessary disclosure of the CSR Activities will be made in Annual Report of the Company as per the requirement of Companies Act, 2013 and Rules made there under.

Place: Bangalore
Date: 11.12.2024


Kuppanda Ayappa Appiah
Director
DIN: 07939378

KCI Medical India Private Limited

Corporate Social Responsibility Policy

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Background

At KCI Medical India Private Limited (the "Company"), we constantly strive to positively impact the health of people throughout the country. In India for nearly 14 years, we have strived to serve our community by setting the standard for quality, safety and value in the discovery, development, delivery of medical devices and related therapies. We are guided by our Mission-Enabling better, smarter, safer healthcare to improve lives. With our Mission so indelibly linked to the welfare of people, the employees of KCI have always felt a deep sense of moral purpose and responsibility. Over the years, we've formalized that responsibility through policies and programs that help us hold each other accountable and demonstrate our commitment to our many stakeholders.

We are also recognized as a company of dedication, honesty, integrity and service and as responsible corporate citizen.

Today's social challenges are ever-changing, complex and ambiguous; exaggerated as communities lack adequate access to basic healthcare in all its aspects.

The Company through its Corporate Social Responsibility ("CSR") Policy, proposes to encourage stronger commitment from the organization and employees towards the society to address the healthcare, nutrition, education and environmental challenges of the country. Our Corporate Social Responsibility Policy focuses on expanding access to healthcare for the underserved and supporting healthy communities where we live, provide education and nutritional needs and create a sustainable environment.

We endeavor to address diverse needs by:

- Increasing access to healthcare:
 - **Accessibility:** Adequacy of services, solutions, facilities, and tools to ensure timely, appropriate, and quality care for all individuals.
 - **Affordability:** Minimizing financial barriers for those accessing care and organizations delivering healthcare services.
 - **Education:** Equipping individuals, providers, and communities with the knowledge and skills to improve health outcomes.
- Supporting critical social determinants of health, such as ensuring access to nutrition for children in need.
- Ensuring environmental sustainability, protection of environment, conservation of natural resources and improving air, water and soil quality.
- Encouraging every one of KCI's passionate and generous employees to donate time, skills, and resources to our sponsored programs in their communities.

We actively collaborate with non-governmental organizations, Government and local communities to extend our support in holistically expanding access to reliable and effective health care and education to underserved communities and also protect the environment for a better world.

The Policy shall apply to all CSR programs/projects of the Company and have been prepared keeping our own core competence and priorities in mind. In doing so, it would be our endeavor to synergize the CSR initiatives undertaken by various KCI functions/business units within one unified strategic umbrella.

Definitions



In this policy, unless the context otherwise requires, -

“Act” means the Companies Act, 2013.

“Board” means the Board of Directors of KCI Medical India Private Limited

“CSR Rules” means the Companies (Corporate Social Responsibility Policy) Rules, 2014 issued under Companies Act, 2014 by the Central Government of India.

“CSR Committee” means the committee constituted by the Board of Directors of the Company from time to time to comply with the provisions of Act & the CSR Rules.

‘Net Profit’ means net profit as defined in Section 135 of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014 as set out below:

Net Profit as per financial statements prepared in accordance with the applicable provisions of the Act, but shall not include the following, namely:

- i. any profit arising from any overseas branch or branches of the Company, whether operated as a separate company or otherwise; and
- ii. any dividend received from other companies in India, which are covered under and complying with the provisions of Section 135 of the Act.

Words and expressions used and not defined in this policy but defined in the Act and CSR Rules shall have meanings respectively assigned to them in the Act & CSR Rules.

Highlights of the Companies Act on CSR

Section 135 of the Companies Act, 2013 (**‘Act’**) states that every company having net worth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during the immediately preceding financial year shall ensure to spend at least two per cent of the average net profits of the company made during the three immediately preceding financial years, in pursuance of its Corporate Social Responsibility Policy.

The CSR Rules have clarified that the CSR initiative must be carried out in a project/program mode and should align with Schedule VII that provides a list of thematic areas to be considered for CSR initiatives. Given its construct, Section 135 effectively marks the need for a rapid yet well-structured transformation to corporates’ approach to CSR in India.

Title and Applicability

We recognize the importance of good corporate governance and corporate social responsibility in promoting and strengthening the trust of our shareholders, other stakeholders and the public. To this endeavor we strive to demonstrate the highest standards of ethics and will proceed in accordance with the applicable law.

This document outlines our CSR policy and provides the framework through which we will conceptualize, plan and operationalize CSR interventions. This CSR policy is in compliance with Section 135 of the Act and is governed and guided by our corporate mission, values and aspirations. It seeks to encourage stronger commitment from the Company and employees towards the Society.

Purpose

Promote access to quality healthcare, nutrition, education, sustaining and protecting environment in the country by nurturing innovations, encouraging community involvement of our employees and synergizing efforts in partnerships with Government, non-government organizations and other stakeholders for collective impact.

CSR Areas of Focus

Our CSR focus areas are entrenched in the way we do business and our global CSR principles. Focus areas for designing our CSR interventions are as follows:

1. Encourage and support Indian innovation and Indian Intellectual Property with a focus on healthcare;
2. Undertake awareness and access programs ourselves or in partnership with NGO's, Government and Healthcare Providers in providing primary and tertiary care to underserved communities;
3. Promote education that equips individuals, providers, and communities with the knowledge and skills to improve health outcomes.
4. Support critical social determinants of health, such as ensuring access to nutrition for children in need.
5. Support Government's national and/or state programs and priorities with linkages to healthcare;
6. Undertake projects in partnership with NGO's to protect the environment, conserve natural resources and improve the quality of air, water and soil;
7. Enlist employees as volunteers to support activities around health, education, sanitation, environment and disease awareness;
8. Participate in disaster relief activities.

CSR Activities as stated above shall be undertaken by the Company in India. Moreover, our CSR focus areas leverage our areas of strength, while at the same time are aligned with the following recommended provisions of Section 135 and Schedule VII of the Act viz.

1. Contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government;
2. Eradicating hunger, poverty and malnutrition, promoting health care especially preventive healthcare and sanitation and making available safe drinking water;
3. Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects;
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.

CSR Projects and Programs - key considerations

While designing CSR projects or programs, the Company or its implementing partners shall consider the following:

1. All projects/programs should align with our CSR purpose and thrust area as defined above and should be in compliance with Schedule VII to the Act.

2. CSR projects/programs should be based on assessment of the priorities of the Central and State Governments and identified needs of the local communities and other key stakeholders. Ensuring participation of critical stakeholders in project planning and execution is encouraged;

3. To the extent possible, the CSR projects/programs should incorporate approaches and models of Sustainability, Replicability and Scalability.

a. **Sustainable model:** refers to the ability of the project to maintain its operations and the benefits of the project flow even after the closure of project funding and external inputs.

b. **Replicable model:** refers to the dimensions of generating enough proof of concept so that the project/program can be successfully implemented in other regions with similar approach and inputs.

c. **Scalability:** refers to the ability of the project/program to partner with Government and other stakeholders to achieve results at a much higher level (multiplier effect).

4. CSR project/program should be focused on generating measurable impact.

Contribution to any single trust, society or company shall not exceed 100 lacs for a financial year and due diligence of the trust, society or company will be carried out by the Company unless extended to a fund created by the government. The Company may build CSR capacity through its own employees or through any implementation agency. However, such expenditure, including expenditure on administrative overheads shall not exceed 5% of the total CSR expenditure in that year.

Governance arrangement

Planning, execution, monitoring and reporting of the CSR policy and interventions shall be overseen by the CSR Committee that will ultimately report to the Board of Directors of the Company.

CSR Committee - Composition

The composition of the CSR Committee reviewing and reporting about the CSR projects/programs to the Board of Directors will comprise of the following members or such other Directors as may be approved by the Board of Directors, time to time:

Sl. No.	Name of the Member	Designation
1	Mr. Kuppanda Ayappa Appiah	Director
2	Mr. Inavolu Venkata Jagadish	Director

Ms. Tanhieya Ghosh, General Counsel, will be an invitee for guiding the Committee.

CSR Committee - Roles and Responsibilities

The CSR Committee will be responsible for:

1. Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII to the Act;
2. Recommend the amount of expenditure to be incurred on the activities;
3. Monitor the Corporate Social Responsibility Policy of the Company from time to time.



4. Ensuring that the programs, projects and activities supported through the Company are aligned with the approved CSR policy of the Company and Section 135 and Schedule VII of the Act;
5. Reviewing and approving annual budgets with respect to CSR programs;
6. In case the Company is not able to spend the stipulated two percent of the average net profits of the preceding three financial years or any part thereof, the CSR Committee shall provide the reasons for not spending the amount to the Board; the reasons shall also be included in the Board's report;
7. Receiving and reviewing reports from Implementing Partners to assess the performance and effectiveness of projects supported by the Company;
8. Reviewing the findings and recommendations regarding the CSR initiatives from any investigation or audit conducted by regulatory agencies or external auditors or consultants;
9. Responding to any query, observation or clarification sought by the Ministry of Corporate Affairs or any other regulatory authority with regard to the Company's CSR supported initiatives;
10. Ensuring that the Company's website displays the approved CSR policy of the Company;
11. Developing and institutionalizing a CSR reporting mechanism in terms of Section 135 of the Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014 and Amendment Rules, 2021.

Board of Directors - Roles and Responsibilities

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

1. Approving the Company's CSR Policy after taking into account the recommendations made by the CSR committee.
2. Disclosing the Policy's content in its report and placing the Policy on the Company's website in such a manner as may be prescribed.
3. Ensuring that the Company spends, in every financial year, at least two percent of the Company's average net profits, made during the three immediately preceding financial years.
4. If the Company fails to spend the stipulated CSR amount during a financial year, the Board of Directors shall in its report specify the reasons for not spending the earmarked amount.
5. The Board shall have the power to make any change(s) in the constitution of the Committee Budget. The CSR Committee shall recommend the amount of expenditure to be incurred on the CSR activities to be undertaken by the Company as specified in Schedule VII to the Act.

The Board of Directors of the Company shall, after taking into account the recommendations of CSR Committee, approve the CSR Policy for the Company and disclose contents of such policy in its report and the same shall be displayed on the Company's website as per the particulars specified in Annexure I.

The Board's Report of the Company shall include an annual report on CSR containing particulars specified in Annexure I.

Delegated Authority Matrix for Board Approved CSR Budget Value



Value of Donation	Authorised person
Upto INR 25 lacs	Any one member of the CSR Committee
INR 25 lacs – 100 lacs	Any two members of the CSR Committee
INR 100 lacs and beyond	Entire Committee

Approve business and other applicable expenses within the delegated limit and in accordance with the various policies and processes of the Company.

Note: Payments for the CSR projects implemented by CSR partners may be released as advance.

Surplus

The Surplus arising out of the CSR Activities, projects or programs shall not form part of the Business Profit of the Company.

Implementation

The Company may enter into partnerships-alliance with the Government, Business Partners and NGO's for implementation of its CSR programs/projects.

The Company shall formulate criteria and procedure for selection, screening and due diligence of its implementing partners.

The CSR Committee will oversee the implementation and monitoring of all CSR projects/programs.

Monitoring, Evaluation and Impact Assessment

The Company will institute a well-defined, transparent monitoring, evaluation and impact assessment mechanism to ensure that each CSR project/program has:

1. Clear objectives developed out of the societal needs that are determined through baselines studies and/or research.
2. Clear targets, time lines and measurable output, outcome and impact indicators wherever possible.
3. A progress monitoring and reporting framework that is aligned with the requirements of the section 135 of the Companies Act and the CSR Rules.

Frequency of Review

The CSR Committee is responsible to monitor progress and impact of CSR activities, projects and programmes undertaken. It will ensure a transparent monitoring process. Projects will be monitored through:

- Quarterly/ half yearly/ annual progress report (whichever are applicable as per the Donation agreement)
- Fund utilization/ expense report/ certificate (as per the Donation Agreement) - Field visits by members of the CSR Committee or KCI employees or third parties appointed by the CSR Committee
- Employee volunteering initiatives; wherever possible.

The CSR Committee will then present the progress of the projects/ propose new projects to the Board of Directors for its review/assent.

Reporting

The Company shall include an annual report of the CSR activities undertaken for the financial year in its Board's Report as per the format prescribed under the Companies (Corporate Social Responsibility Policy) Rules.

Validity of CSR Policy

Any modification/amendment in the CSR Policy shall be recommended by the CSR Committee to the Board of Directors of India KCI for its approval.

Place: Bangalore
Date: 11.12.2024


Kuppanda Ayappa Appiah
Director
DIN: 07939378

ANNEXURE- 'A' TO THE BOARD'S REPORT FOR THE YEAR ENDED 31ST MARCH, 2025

THE ANNUAL REPORT ON CSR ACTIVITIES

1. Brief outline on CSR Policy of the Company.:

The Company may undertake any suitable/rightful activity as defined in Schedule VII of



the Companies Act, 2013 as part of its CSR initiatives

2. Composition of CSR Committee:

SI. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company. -

4. Provide the details of executive summary along with web link(s) of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8, if applicable (attach the report).-

5. (a) Average net profit of the Company as per section 135(5). INR Lakhs
 (b) Two percent of average net profit of the company as per section 135(5) INR Lakhs
 (c) Surplus arising out of the CSR projects or programs or activities of the previous financial years. -
 (d) Amount required to be set off for the financial year, if any.
 (e) Total CSR obligation for the financial year ((b)+(c) -(d)). - INR Lakhs

6. (a) Amount spent on CSR Projects (both ongoing project and other than ongoing project): INR _____/-
 (b) Amount spent in Administrative Overheads: INR _____
 (c) Amount spent on Impact Assessment, if applicable: Nil
 (d) Total amount spent for the Financial Year [(a)+(b)+(c)] - INR _____/-
 (e) CSR amount spent or unspent for the Financial Year:

Total Amount	Amount Unspent in INR(Lakhs)
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Spent for the Financial Year. in INR (Lakhs)	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
.....

(f) Excess amount for set off, if any: Not Applicable

Sl. No.	Particular	Amount in INR.(Lakhs)
(i)	Two percent of average net profit of the company as per section 135(5)	Not Applicable
(ii)	Total amount spent for the Financial Year 2024	
(iii)	Excess amount spent for the financial year [(ii)-(i)]	
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	

7.Details of Unspent CSR amount for the preceding three financial years:

Sl. No	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under sub-section (6) of section 135 (in Rs.)	Balance Amount in Unspent CSR Account under sub-section (6) of section 135 (in Rs.)	Amount Spent in the Financial Year (in Rs)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any	Amount remaining to be spent in succeeding Financial Years (in Rs)	Deficiency, if any
1.	FY-1 2023-24						
2.	FY-2 2022-23						
3.	FY-3 2021-22						

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8. Whether any capital assets have been created or acquired through CSR amount spent in the Financial Year:

9. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per Section 135(5). _____

For and on behalf of KCI Medical India Private Limited

Kuppanda Ayappa Appiah 	
Director	Director
DIN: 07939378	DIN:
Address:	Address:
Date: 11.12.2024	Date:
Place:	Place: