



ZIMMER BIOMET

Moving You Forward.™

Zimmer India Pvt. Ltd.

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CIN:U33112HR1996PTC037122

CORPORATE SOCIAL RESPONSIBILITY POLICY

OF

ZIMMER INDIA PRIVATE LIMITED

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1. Introduction

- 1.1 Zimmer India Private Limited (“**Company**” or “**Zimmer India**”) is a company incorporated under the provisions of the Companies Act, 1956 with Corporate Identity Number U33112HR1996PTC037122 and having its registered office address at 6th floor, Enkay Tower, B&B1, Vanijya Nikunj, Udyog Vihar Phase V, Gurgaon, Haryana, India, 122016. The Company is engaged in the business of importing, marketing and distributing orthopedic implants, instruments and robotics.

2. Purpose

- 2.1 The purpose of this document (“**CSR Policy**”) is to outline the policies and procedures for Corporate Social Responsibility (“**CSR**”) for the Company in alignment with its objective, principles and values, for delineating its responsibility as a socially and environmentally responsible corporate citizen. The CSR Policy lays down the principles and mechanisms for undertaking various programs in accordance with section 135 of the Act.

3. CSR Focus Areas

- 3.1 Zimmer India endeavors that all initiatives undertaken by it should have an impact on the beneficiaries in improving their lives. In line with this objective, Zimmer India aims to focus its CSR activities in the following areas:
- (a) Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects.
 - (b) 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.
 - (c) Eradicating hunger poverty and malnutrition, promote health care including preventive 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.
 - (d) 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).
 - (e) Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining the quality of soil, air and water including contribution to the Clean Ganga Fund set-up by the Central Government for rejuvenation of river Ganga.

- (f) Protection of national heritage, art and culture including restoration of buildings and sites of historical importance and work of art; setting up public libraries; promotion and development of traditional art and handicrafts.
- (g) Measures for the benefits of the 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.
- (h) 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 funds 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.
- (i) Training to promote rural sports, nationally recognized sports, paralympic sports and Olympic sports.
- (j) Rural development projects
- (k) Slum area development

Explanation - slum area means any area declared as such by the Central Government or any other competent authority under any law for the time being in force.

- (l) Disaster management, including relief, rehabilitation and reconstruction activities.

3.2 In addition to the above, Zimmer India would also undertake various other need-based initiatives in compliance with the provisions of the Act.

3.3 It shall however be ensured that activities, even if they fall within the ambit of CSR activities listed under the Act, but are done by Zimmer India in the normal course of its business shall not be considered as CSR activity.

4. Focused Geographic Spread

4.1 Zimmer India's focus areas for CSR activities shall be in the urban as well as rural areas in the states in which it is located presently or in future. The Company may also support initiatives in other geographies in India, as approved by the Board of Directors, from time to time. The Company may also undertake projects in areas where societal needs are high or in special situations (such as in the case of natural disasters, etc.).

5. Delivery Mechanism

5.1 The CSR activities shall be undertaken by the Company in-house through its employees. The Company may also partner with the credible organization to design, fund and implement CSR projects in line with its CSR policy and annual action plan.

5.2 Subject to the provisions of the Act, the Board of Directors of the Company may decide to undertake the CSR activities, through:

- (a) a company established under section 8 of the Act or a registered public trust or a registered society, exempted under sub-clauses (iv), (v), (vi) or (via) of clause (23C) of section 10 or registered under section 12A and approved under 80G of the Income Tax Act, 1961, established by the Company, either singly or along with any other company, or
- (b) 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; or
- (c) a company established under section 8 of the Act or a registered public trust or a registered society, exempted under sub-clauses (iv), (v), (vi) or (via) of clause (23C) of section 10 or registered under section 12A and approved under 80G of the Income Tax Act, 1961, and having an established track record of at least 3 (three) years in undertaking similar activities.

5.3 The CSR projects or programs or activities that benefit only the employees, as defined in clause (k) of section 2 of the Code on Wages, 2019, as amended from time to time, of the Company and their families shall not be considered as CSR activities under the Act.

6. CSR Expenditure

6.1 The Board of Directors of the Company shall ensure that the Company spends, in every financial year, at least 2 (two) percent of the average net profits of the Company made during the 3 (three) immediately preceding financial years, on the CSR initiatives in pursuance of the CSR Policy of the Company and the annual action plan formulated as per the provisions of the Act for implementation of the CSR activities.

6.2 Subject to the provisions of the Act, in the case at least 2 (two) percent of average net profits of the 3 (three) immediately preceding financial years is not spent in a financial year by the Company on CSR activities/ initiatives, reasons for the same shall be specified in the Board's report and the unspent CSR expenditure amount of a particular financial year, other than that relating to an ongoing project*, shall be transferred to a Fund specified in Schedule VII, within a period of 6 (six) months from the end of the financial year.

**Note: Ongoing project means a multi-layer 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 multi-year project but whose duration has been extended one year by the board based on reasonable justification.*

6.3 The unspent CSR amount of a particular financial year pertaining to an ongoing project shall be transferred by the Company within a period of 30 (thirty) days from the end of the financial year to a special account to be opened by the Company in that behalf for the financial year in any scheduled bank to be called the Unspent Corporate Social Responsibility Account (**Unspent CSR Account**). The amount so transferred to the Unspent CSR Account shall be utilized/ spent by the Company in pursuance of its CSR Policy within 3 (three) financial years from the date of transfer. If the amount is not utilized within the prescribed time period, the Company shall transfer the amount to a Fund specified in Schedule VII, within 30 (thirty) days from the completion of the third financial year.

6.4 The Board shall satisfy itself that the funds so disbursed have been utilized for the purposes and in the manner as approved by it.

6.5 Any surplus generated out of CSR activities/ projects/ programs shall not form part of the business profits of the Company and shall be spent within a period of 6 (six) months of the expiry of the financial year in any of the following manner:

- a. the surplus amount would be ploughed back into the same project; or
- b. transferred to the Unspent CSR Account and spent in pursuance of the CSR policy and annual action plan; or
- c. transferred to a Fund specified in Schedule VII of the Act within a period of 6 (six) months of the expiry of the financial year.

6.6 CSR expenditure will include all expenditures, direct and indirect, incurred by Zimmer India on CSR activities, including the expenditure undertaken on the same, either directly or through indirect implementing agencies in accordance with its approved CSR Policy. Any expense on an item not in conformity or not in line with the CSR activities shall not form part of the CSR expenditure.

6.7 The Company may build CSR capacities of its own personnel as well as those of its implementing agencies through institutions with established track records of at least 3 (three) financial years, but the administrative overheads, shall not exceed 5 (five) percent of the total CSR expenditure of the Company for the concerned financial year.

6.8 Any amount spent in excess of the CSR obligation of the Company (*excluding the surplus arising out of the CSR activities*) in a particular financial year, with the approval of the Board of Directors of the Company, may be set off against the CSR expenditure for up to immediately succeeding 3 (three) financial years.

6.9 The Company may incur expenses for general management and administration of Corporate Social Responsibility functions but the expenses directly incurred for the designing, implementation, monitoring, and evaluation of a particular Corporate Social Responsibility project or programme shall not be termed as administrative overheads.

6.10 Where any CSR expenditure is made by the Company for creation or acquisition of a capital asset, the ownership of such capital asset shall be held by an organization as prescribed under the Act.

7. Boards' Responsibility(ies):

7.1 The Board may constitute an implementation team or authorise any of the department of the Company to organize for the implementation of the CSR activity.

7.2 The Board or a person/team designated by the Board shall prepare an annual action plan comprising of the details of the CSR projects/ programmes to be undertaken by the Company, the modalities of utilisation of the CSR funds, the expected outcome and milestones that are expected to be achieved in each CSR activity, details of need and impact assessment, if any, for the CSR activities, monitoring and reporting mechanism of the activities in order to ensure their effective implementation. During the financial year, the Board may alter the annual action plan, based on a reasonable justification.

7.3 The team or respective department shall monitor the implementation process from time to time, on behalf of the Board. The respective department or implementation team would be responsible for reporting of any irregularity to the Board.

7.4 The Board of Directors of the Company may engage international organization(s) as prescribed under the Act for designing, monitoring and evaluation of the CSR projects/ programs.

7.5 At the end of each financial year the person responsible for the financial management of the Company shall confirm to the Board of Directors of the Company that the CSR funds have been spent/ utilized in accordance with the annual action plan.

8. Regulatory filings

- 8.1 The Board of Directors shall ensure that all the statutory filings with the Ministry of Corporate Affairs are done within due dates and adequate disclosures are made in the board report, as may be applicable, from time to time.

9. Review of CSR Policy and Validity

- 9.1 This CSR Policy document will be reviewed from time to time and any changes, if necessary, will be approved by the Board of Directors of the Company. If the constitution of the CSR Committee will become mandatory for the Company, then any changes in this policy will be done, after seeking the recommendation from the CSR Committee.

For **Zimmer India Private Limited**

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BAGGA



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by AJAY BAGGA
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Ajay Bagga
Managing Director
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