



Corporate social responsibility policy





Policy statement

Optum Global Solutions (India) Private Limited (hereinafter "Company" or "Optum" or "We") makes every effort to be a good corporate citizen within the communities it operates. We combine our knowledge, experience and passion to improve the health of the communities where we work and live. We are dedicated to investing in a 21st century health workforce that meets the needs of tomorrow and supporting initiatives that improve health quality and outcomes. We are committed to build healthier and better communities and aligning our resources against this mission so that our community giving can be most effective.

In line with the above and the provisions of Section 135 of the Companies Act, 2013 ("Act") read with rules made thereunder, the Company envisages to spend, on an annual basis, two percent of the average net profits made during the three immediately preceding financial years, towards its Corporate Social Responsibility ("CSR") initiatives.

Objective

In order to attain the objectives outlined in the above policy statement, this policy of the Company ("CSR Policy") lays down guiding principles in undertaking various programs and projects by or on behalf of the Company relating to its CSR initiatives within the meaning of section 135 of the Act, Schedule VII and applicable rules. This policy establishes the scope, goals and funding approval process for CSR initiatives.

CSR committee

The Board of Directors of the Company may from time to time constitute a committee to be known as the CSR Committee of the Company, and composition of such a committee must be in compliance with the provisions of Section 135 read with rules made thereunder, as amended from time to time.

Roles and responsibilities of CSR committee

The CSR Committee of the Company shall:

- Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company in areas or subject, specified in Schedule VII;
- Recommend the amount of expenditure to be incurred on the activities referred to in clause (a);
- Monitor the Corporate Social Responsibility Policy of the company from time to time;
- Formulate and recommend to the Board an annual action plan; and
- Carry out any other activity as may be assigned by the Board from time to time.

Decisions by the CSR committee

The CSR Committee of the Company may meet at such time(s) and at such interval(s) as it may deem fit to consider and discharge its duties under Section 135 of the Act read with rules made thereunder and the CSR Policy of the Company, and a decision of the Committee may also be taken through a resolution passed in circulation.

Notwithstanding anything contained hereinabove, the CSR Committee must meet, in person or via other permitted modes as the case may be, once every year to consider, approve and recommend to the Board for its approval the annual action plan of proposed CSR initiatives of the Company.

Such meetings including resolution in circulation will be conducted in accordance with the provisions of the Act and secretarial standards with respect to Board meetings specified by the Institute of Company Secretaries of India constituted under section 3 of the Company Secretaries Act, 1980, and approved as such by the Central Government.

CSR budget

The minimum annual CSR budget of the Company shall be of such amount as may be specified under the provisions of the Act from time to time.

Annual action plan

CSR Committee shall formulate and recommend to the Board, an annual action plan in pursuance of its CSR policy read with applicable provisions of the Act and rules made thereunder, as amended from time to time. The Board may alter such an annual action plan at any time during the financial year based on the reasonable justification to that effect.

The CSR Committee shall include the following in its an annual plan:

- List of CSR projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Act;
- The manner of execution of such projects or programmes as specified in the Act and rules made thereunder;
- Modalities of utilisation of funds and implementation schedules for the projects or programmes;
- Monitoring and reporting mechanism for the projects or programmes; and
- Details of need and impact assessment, if any, for the projects undertaken by the Company



Areas of CSR initiatives

The Company may undertake any CSR activity permitted under Schedule VII of the Act as amended from time to time, and preference must be given to local area(s) where it operates in.

The Company may also direct its CSR initiatives to one or more specific areas as may be decided from time to time in line with the overall CSR initiative of the parent entity of the Company and or the group.

CSR implementation

The approved CSR activities of the Company shall be undertaken by the Company itself or through a company established under section 8 of the Act, or a registered public trust or a registered society.

The engagement of an external agency i.e., a company established under section 8 of the Act, or a registered public trust or a registered society to carry out CSR activities on behalf of the Company shall be subject to such rules as may be specified under the Act and rules from time to time, and also be subject to Company internal due diligence, required approvals including DOA (delegation of authority) approvals and execution of an agreement. Any CSR activity carried out by an external agency under an agreement with the Company shall be subject to such review and audit as may have been agreed in the agreement with such a party.

Miscellaneous

The Company shall ensure compliance of all provisions of the Act and rules made thereunder which are not included in this policy specifically.

The provisions of the policy are in conformity of the provisions of the Act and rules made thereunder. If any provision of this policy has an overriding effect on the provisions of the Act and rules made thereunder, such a provision shall be considered void *ab initio*.