

Mindray India Corporate Social Responsibility

1. OBJECTIVE & SCOPE

One of the Core Values in Mindray which we all cherish & adhere to is “Always Forge ahead” - Our success rides on our team members, partners, customers and the larger society & communities that we interact with. We treat each other with respect and dignity and strive to create a position for ourselves as a prominent player in the global healthcare devices and equipment space: a corporate culture enabling the Company to generate competitive advantage. To follow this path and grow our business in the medium and long term means the involvement of all the stakeholders - individually and collectively - in the deployment of our CSR strategy.

The Board of Directors (hereinafter referred to as ‘the Board’) of Mindray Medical India Pvt Ltd (‘Company’) has decided to adopt its Corporate Social Responsibility Policy (‘Policy’) that will comply with the objectives and requirements set both in section 135 of the Companies Act, 2013 (hereinafter referred to as ‘the Act’) and the Rules notified thereunder. In consultation with the local community, the Company will design and effectively implement projects which fall under the scope of schedule VII of the Companies Act, 2013, as may be amended from time to time with specific focus on areas such as healthcare, rural development, education and skills development

Company in the initial phase will focus on the following areas for CSR projects from amongst the activities specified under Schedule VII of the Companies Act, 2013 and the Rules made thereunder:

- a) Making quality healthcare accessible and affordable for all
- b) Develop and implement the education, healthcare, water and sanitation, infrastructure development and elderly care projects for sustainable socio-economic development of the rural areas
- c) Develop the skills of the youth by collaborating with educational institutions, improving infrastructure of the existing institutes, and providing scholarships for deserving students and promoting research in healthcare.
- d) The Company will undertake social projects in designated communities and villages, in a focused manner, for maximum positive impact.
- e) Contribution to Prime Minister’s National Relief fund/Clean Ganga Fund setup by the Central Government for rejuvenation of river Ganga / Swach Bharat Kosh set-up by the Central Government for the promotion of sanitation; and
- f) CSR committee may recommend to the Board of Directors additional CSR initiatives, based on specific merit, provided that these projects fall under the scope of schedule VII of the Companies Act, 2013, as may be amended from time to time.

We at Mindray India through CSR initiatives of the company will remain committed to our duty to provide environmentally friendly products and solutions, and a desire to improve the lives of individuals and communities in the country.

Accordingly, while the policy covers all the key aspects of the Act, for any further clarification reference shall always be made to the Act and the provisions of the Act shall prevail.

2. APPLICABILITY

The CSR Policy shall apply to all CSR projects undertaken by the Company in India as per Schedule VII of the Act.

3. CSR BUDGET & UTILIZATION

- a) The Board of Company shall ensure that in each financial year, the Company spends at least 2% of the average net profit made during the immediate three preceding financial years.
- b) The unutilized CSR budget from the 2% of the average net profit will be parked in a CSR Fund (Corpus) created by the company. This Fund would also include any income arising there from and any surplus arising out of CSR activities
- c) In case of any surplus arising out of CSR projects the same shall not form part of business profits of the Company
- d) CSR Committee will recommend the annual budgeted expenditure for each project to the Board for its consideration and approval and shall be utilized on approved projects in accordance with the CSR Policy.
- e) The Expenditure on Administrative Overheads shall not exceed five percent of total CSR expenditure of the company in one financial year.

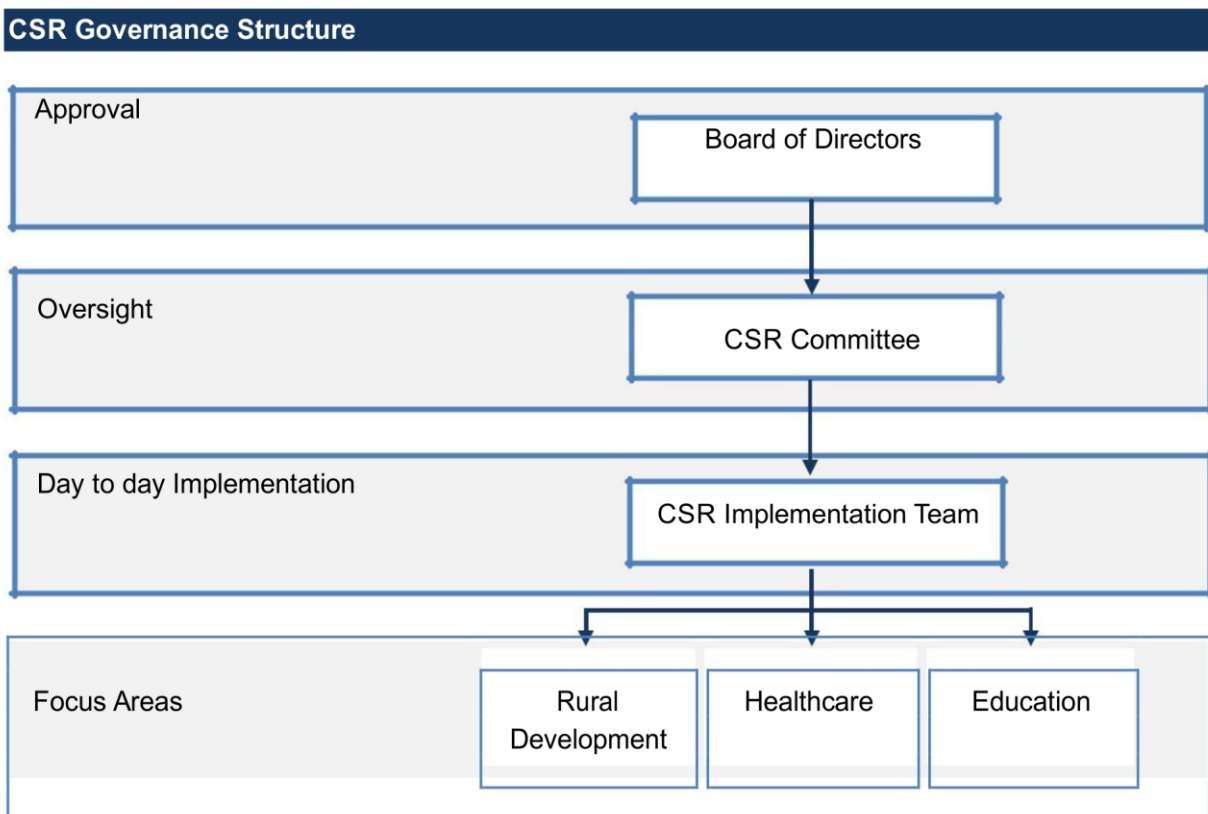
4. CSR IMPLEMENTATION

- a) The CSR projects will be implemented in a time-bound manner with clear objectives, plan, targets and robust monitoring and evaluation mechanisms.
- b) The Company's ongoing CSR projects will be aligned to the Policy. This Policy builds on the learnings and good practices of the CSR projects initiated by the Company.
- c) The Company may enter into partnerships with the government, not for profit organizations, business partners and communities to create multiplier effect of its social projects.
- d) The Company may set up dedicated teams for implementation of CSR projects. The mode of implementation shall be in accordance with shall be in line with Rule 4 (1) of the Companies (Corporate Social Responsibility Policy) Rules, 2014, whereby, the Board shall ensure that the CSR activities are undertaken by the company itself or through -
 - i. company established under section 8 of the Act, or a registered public trust or a registered society, registered under section 12A and 80 G of the Income Tax Act, 1961 (43 of 1961), established by the company, either singly or along with any other company, or
 - ii. 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
 - iii. any entity established under an Act of Parliament or a State legislature; or
 - iv. a company established under section 8 of the Act, or a registered public trust or a registered society, registered under section 12A and 80G of the Income Tax Act, 1961, and having an established track record of at least three years in undertaking similar activities.

The Company will select its partners after appropriate due diligence.

- e) The Company will use services of expert agencies, consultancy firms etc wherever required for carrying out baseline surveys, guidance on project design and implementation, third-party monitoring and evaluations, impact assessment surveys etc.
- f) The teams responsible for implementing various CSR projects are mentioned in the section on the Governance Structure of the Policy.
- g) The heads of the respective teams managing CSR projects will be authorized to sign Memorandums of Understanding (MOUs)/Agreements with the implementing partners after taking required approvals.

5. CSR GOVERNANCE STRUCTURE



6. CSR RESPONSIBILITY:

A. The Board

- a) The Board of Directors of the Company will be responsible for:
- b) Approval of the CSR Policy of the Company
- c) Disclosing the content of the Policy in its report and place the Policy on the Company's website in such a manner as prescribed under Section 135 of the Companies Act 2013 read with the CSR Rules
- d) Ensuring that the social projects included in the Policy are undertaken by the Company
- e) Ensuring that the Company spends, in every financial year, at least 2% of the average net profits of the Company made during the three immediately preceding financial years in pursuance of the Policy

- f) Ensuring that the Company gives preference to the local areas around its operations for spending the amount earmarked for CSR projects
- g) Ensuring that it specifies the reasons in its report for not spending the earmarked amount in case the Company fails to spend such amount

B. CSR Committee

Composition of the CSR Committee: consists of two or more directors. The Committee may have nonvoting members from amongst the employees of the Company. The CSR Committee of the Company is responsible for:

- I. Formulating and recommending to the Board the CSR policy which shall indicate activities to be undertaken in line with Section 135 read with Schedule VII of the Act.
- II. Recommending to the Board the CSR projects/activities to be undertaken by the Company, recommending to the Board the CSR expenditure to be incurred.
- III. Recommending to the Board, modifications to the CSR policy as and when required.
- IV. Regularly monitoring the implementation of the CSR policy and reporting to the Board.

C. CSR Implementation & Coordination Team

- I. Act as central coordinating point for the delivery of CSR activities
- II. Coordinate with the implementing departments for project design and implementation of CSR programs in compliance with section 135 of the Companies Act and the CSR Rules
- III. Plan annual budgets for CSR projects in coordination with the implementing departments and make a proposal to the CSR Committee
- IV. Identify and manage partners to implement programs as required
- V. Report to the CSR Committee the progress on CSR projects and status of CSR expenditure once in each quarter
- VI. Documentation and reporting of all CSR activities of the Company in pursuit of the Companies Act and the CSR Rules
- VII. Any other activities that may be required to effectively deliver the CSR programs of the Company

7. CSR MONITORING & REPORTING FRAMEWORK:

A. Project Monitoring

The Company will institute a well-defined monitoring and evaluation mechanism to ensure each social project has:

- a) Clear targets, timelines and measurable parameters wherever possible
- b) A progress monitoring and reporting framework that is aligned with the requirements of Section 135 of the Companies Act and the CSR Rules.

B. Budget Monitoring

The Company will establish an accounting system to ensure project wise accounting of CSR spends.

C. Reporting Framework

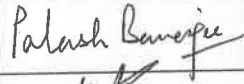
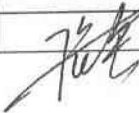
The Company will monitor progress on CSR projects and CSR spend and report to the top management quarterly and the CSR Committee half yearly.

The Company will report CSR performance in its annual report as per the structure and format prescribed in the notified CSR Rules.

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8. REVIEW OF POLICY

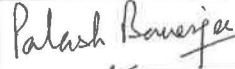
The constitution of the Corporate Social Responsibility committee is provided in Annexure A of this Policy. Any change in this policy shall be made in consultation with the Committee & with the approval of the Board only.

AUTHORIZATION				
S.no	Approving Authority	Designation	Management Employee/External Person	Signature/s
1	Mr Palash Banerjee	Member	Management Employee	
2	Mr Qiang Zhang	Chairman	Management Employee	

Annexure A

Corporate Social Responsibility Committee at Mindray Medical India Pvt Ltd

S.No.	Name	Category	CSR Category
1	Mr Palash Banerjee	Executive Director	Member
2	Mr Qiang Zhang	Executive Director	Chairman

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