



## CORPORATE SOCIAL RESPONSIBILITY COMMITTEE MANDATE

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# FORTIS HEALTHCARE LIMITED

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## 1. PURPOSE

- 1.1 The Corporate Social Responsibility Committee (the “**Committee**”) is constituted by the Board of Directors (the “**Board**”) of Fortis Healthcare Limited (“**FHL**” or the “**Company**”) to assist the Board in carrying out its responsibilities in respect of corporate social responsibility.
- 1.2 The Board will review this Mandate from time to time based on its assessment of the Company’s needs, legal and regulatory developments, and applicable best practices.

## 2. COMMITTEE COMPOSITION

- 2.1 The Committee will be composed of at least three Directors as designated by the Board from time to time and one of them shall be an Independent Director, as determined by the Board, in accordance with the Companies Act, 2013 and other applicable rules and regulations.
- 2.2 The Chair of the Committee shall be elected by the Board from amongst the Committee members.
- 2.3 A member of the Committee shall serve until such member resigns, retires or is removed from the Committee by the Board. The Board may fill any vacancy in the Committee by appointment from amongst the Directors of the Company.

## 3. COMMITTEE DUTIES AND RESPONSIBILITIES

- 3.1 Committee’s responsibilities with respect to corporate social responsibility matters shall include:
  - reviewing and making recommendations, as appropriate, with regard to the Company’s corporate social responsibility policies indicating the activities to be undertaken by the Company as specified under Schedule VII of the Companies Act, 2013;
  - reviewing the various proposals of CSR programmes / projects as submitted to it and if thought fit, approval thereof, provided that the same is within the framework of CSR Policy;
  - Identification and appointment of various Eligible agencies / entities for execution of Corporate Social programmes or projects of the Company;
  - fix the schedule of implementation of CSR projects and programmes and supervise and review the same;
  - liaising with management on the Company’s corporate social responsibility program, including significant sustainable development, community relations and procedures;
  - satisfying itself that management of the Company monitors trends and emerging issues in the corporate social responsibility field and evaluates the impact on the Company;
  - scheduling reports from CSR Departments and / or various eligible agencies or entities on the Company’s corporate social responsibility performance to assess the effectiveness of the corporate social responsibility program;
  - identifying the principal areas of risks and impacts relating to corporate social responsibility and ensuring that sufficient resources are allocated to address these liabilities;

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- reviewing the annual budget for the Company's corporate social responsibility activities to confirm that sufficient funding is provided for compliance with this mandate;
- reviewing the Company's corporate social responsibility performance to assess the effectiveness of the Company's corporate social responsibility program and to determine whether the Company is taking all appropriate action in respect of those matters and has been duly diligent in carrying out its responsibilities and to make recommendations for improvement, where appropriate;

3.2 **Reporting to Board.** The Committee may report to the Board following meetings of the Committee with respect to such matters as are relevant to the Committee's discharge of its responsibility.

3.3 **Work Plan.** The Committee will review and update, on an annual basis, a work plan for the ensuing year for the Committee to ensure the Committee fulfill its responsibilities on a timely basis.

3.4 **Review Mandate and Performance.** The Committee will review and assess its own performance and the adequacy of this Mandate.

3.5 **Other.** The Committee shall perform any other activities consistent with this Mandate and applicable law, as the Committee or the Board determines necessary or appropriate.

### 4. RESPONSIBILITIES OF COMMITTEE MEMBERS

4.1 The primary responsibility of Committee members is to act honestly and in good faith and to exercise their business judgment in what they reasonably believe to be the best interests of FHL and its shareholders. In addition to the responsibilities of Committee members as Directors of the Company, the Board has developed the following specific expectations of Committee members to promote the discharge by the Committee members of their responsibilities and to promote the proper conduct of the Committee.

- *Prepare for Meetings.* Committee members are expected to diligently prepare for each meeting, including by reviewing all materials circulated in advance of each meeting and should arrive prepared to discuss the issues presented.
- *Attend Meetings.* Committee members are expected to maintain a high attendance record at meetings of the Committee. Attendance by telephone or video conference may be used to facilitate a Committee member's attendance.
- *Participate in Meetings.* Committee members are expected to be active and effective participants in the deliberations of the Committee by participating fully and frankly in Board discussions and encouraging free and open discussion of the affairs of the Company.
- *Continuing Education.* Committee members are expected to pursue continuing education opportunities to maintain and enhance their abilities as members of the Committee and ensure that their knowledge of the matters for which the Committee is responsible remains current.

### 5. ACCESS TO MANAGEMENT AND INDEPENDENT ADVISORS

5.1 Committee members will have full access to management of the Company to discuss any matter which the member may wish to discuss or obtain additional information on;

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- 5.2 The Committee has the authority to retain, set the terms of and compensate independent legal, financial or other advisors, consultants or experts that it determines necessary to assist it in carrying out its duties.
- 5.3 The Committee may conduct any investigation appropriate to its responsibilities, and request any officer or other employee of the Company, or any outside advisor, to attend a meeting of the Committee or to meet with any members of, or advisors to, the Committee.
- 5.4 The Chief Executive Officer / Whole Time Director, Chief Financial Officer and the Group President - Corporate Governance will be invitees to all meetings of CSR Committee to offer explanation / details as may be required by the Committee.

### 6. MEETINGS

- 6.1 **Meeting Schedule:** Committee meetings are scheduled in advance at appropriate intervals throughout the year. Additional meetings may be called upon proper notice at any time to address specific needs of the Company. The Committee may also take action from time to time through circular resolutions. A Committee meeting may be called by the Committee Chair or any Committee member.
- 6.2 **Notice:** Notice of the time and place of each meeting of the Committee must be given to each Committee member either by personal delivery, electronic mail, facsimile or other electronic means not less than 7 days before the time of the meeting.
- 6.3 **Agenda:** The agenda will be distributed to Committee members in advance of each Committee meeting to allow Committee members sufficient time to review and consider the matters to be discussed. Each Committee member is free to request the inclusion of other agenda items, request the presence of, or a report by, any member of senior management and/or request the consideration of matters that are not on the agenda for that meeting, although voting on matters so raised may be deferred to another meeting to permit proper preparation for a vote on an unscheduled matter.
- 6.4 **Attendance:** A Committee member who is unable to attend a Committee meeting in person may participate by videoconference.
- 6.5 **Quorum:** The quorum for any Committee meeting is a majority of Committee members.
- 6.6 **Voting and Approval:** Each Committee member is entitled to one vote and questions are decided by a majority of votes. In case of an equality of votes, the Chair of the meeting has a casting vote. The powers of the Committee may also be exercised by resolution through circulation and approved by majority of the Committee members.
- 6.7 **Company Secretary:** The Company Secretary shall act as secretary to the Committee. The Company Secretary keeps minutes of the proceedings of the Committee and circulates copies of the minutes to each Committee member on a timely basis. The minutes of the Committee's meetings are made available for review by the Board.