

# UNIVENTIS MEDICARE LIMITED

## CORPORATE SOCIAL RESPONSIBILITY POLICY

<i>Approving Authority</i>	<i>Board of Directors of the Company</i>
<i>Version</i>	<i>2.0</i>
<i>Adopted and Approved</i>	<i>1<sup>st</sup> November, 2022</i>

Univentis Medicare Limited is a pharmaceutical company engaged in Sale, Purchase, Import, Export, Wholesale, Retail Trading, Distributors, Stockists, Traders, Manufacturing of Pharmaceuticals, Drugs & Healthcare Products.

**A. UNIVENTIS MEDICARE PHILOSOPHY:**

Univentis Medicare have always believed that we exist to benefit the entire ecosystem, of which we are an integral part. We firmly believe that we belong to an interdependent ecosystem comprising Shareholders, Consumers, Associates, Employees, Government, Environment and Society and that we have a commitment to all these stakeholders.

We believe that economic value and social value are interlinked. A firm creates economic value by creating social value – by playing a role in making a difference to the lives of its key stakeholders. Furthermore, a firm cannot do this in isolation; it needs the support and participation of other constituents of the ecosystem. Sustainability comes from win-win partnerships in the ecosystem.

The Government has notified various initiatives that qualify to be CSR for the purpose of the mandatory spend applicable to companies. The CSR initiatives of Univentis Medicare thus, for the purpose of such mandatory spend would exclude the benefits made by the Company exclusively or predominantly to its employees, shareholders, investors, creditors and business partners.

This policy has been formulated by the CSR Committee and adopted by the Board of Directors at its meeting held on 4<sup>th</sup> December, 2018.

**B. OBJECTIVE:**

This Policy has been formulated in compliance with Section 135 of the Companies Act, 2013 read along with the applicable rules thereto.

Univentis Medicare CSR policy intends to:

- Strive for economic development that positively impacts the society at large with minimal resource footprint.
- Embrace responsibility for the Company's actions and encourage a positive impact through its activities and contributions towards social and economic development of the communities in which we operate and building a better & sustainable way of life for the weaker sections of the society.
- Promotes Community Health Care including preventive healthcare improve critical nutritional & health status of at-risk population of the society and making quality healthcare accessible and affordable for all.

This Policy will serve as a guiding document containing the approach and direction given by the Board, taking into account the recommendations of CSR Committee, defining the guiding principles for selection, implementation and monitoring of CSR Activities as well as formulation of annual action plan.

**C. UNIVENTIS MEDICARE VISION:**

"To improve the quality of life of the communities in which we operate and in doing so to build a better and sustainable way of life for the weaker sections of society."

**D. COMPOSITION OF CSR COMMITTEE:**

The CSR Committee shall comprise of three or more directors, including at least one independent director and shall be in accordance with the requirements of the Companies Act, 2013 and the Rules made thereunder.

S. No.	Name of the Member	Designation
1.	Vinay Kumar Lohariwala	Chairman
2.	Manoj Kumar Lohariwala	Member
3.	Mahendar Korthiwada	Member

**E. ROLES AND RESPONSIBILITY OF THE COMMITTEE:**

The roles and responsibilities of the CSR Committee include:

- Formulating and recommending to the Board of Directors, the CSR Policy and the annual action plan in pursuance of its CSR Policy.
- Recommending the amount of expenditure for the CSR activities.
- Monitoring CSR Activities from time to time.
- Any other matter/thing as may be considered expedient by the Members of the Committee in furtherance of and to comply with the CSR Policy of the Company.

**F. LOCATION OF CSR ACTIVITIES:**

The CSR Committee will decide on the locations for CSR activities.

**G. UNIVENTIS MEDICARE CSR POLICY:**

Univentis Medicare Limited has identified following areas for CSR activities as per Schedule VII of Companies Act, 2013:

1. Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation including contribution to the Swachh Bharat Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water;
2. Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects;
3. Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;
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 48 [including contribution to the Clean Ganga Fund setup by the Central Government for rejuvenation of river Ganga;
5. Protection of National Heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional arts and handicrafts;
6. Measure for the benefit of armed force veterans, war widows and their dependents, Central Armed Police Forces (CAPF) and Central Para Military Forces (CPMF) veterans, and their dependents including widows;

7. Training to promote rural sports, nationally recognized sports, Paralympic sports and Olympics sports;
8. Contribution to the Prime Minister's National Relief Fund or Prime Minister's Central Assistance and Relief in Emergency Situations Fund (PM CARES Fund) or any other fund set up by the Central Government for socio-economic development and relief and welfare of the Scheduled Castes, the Schedule Tribes, other backward classes, minorities and women;
9. (a) 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; and  
  
(b) 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).  
  
(c) Defence Research and Development Organisation (DRDO), Department of Biotechnology (DBT)
10. Rural development projects.
11. Slum area development.
12. Disaster management, including relief, rehabilitation and reconstruction activities.

#### **H. GOVERNANCE:**

Overall governance of CSR and approving the CSR Policy will be the responsibility of the Board through the CSR Committee.

1. The CSR Committee shall formulate and recommend to the Board, an annual action plan in pursuance of its CSR policy.
2. The Board shall ensure proper implementation of the CSR Policy along with monitoring and reviewing CSR Activities undertaken by the Company and provide inputs as and when required.
3. The Board shall satisfy itself that the CSR funds so disbursed are aligned to the CSR Policy of the Company and have been utilized for the purposes and in the manner approved by it.
4. The Board shall also ensure appropriate disclosures pursuant to the Act and Amendments thereof in the Annual Report and Company's Website in prescribed formats.
5. In case of ongoing project, as defined under the Companies (CSR Policy) Amendment Rules 2021, the Board of a Company shall monitor the implementation of the project with reference to the approved timelines and year-wise allocation and shall be competent to make modifications, if any, for smooth implementation of the project within the overall permissible time period.

The CSR Committee will be responsible for administering and executing the policy. As the Company's CSR activities evolve further, the policy may be revised with the approval of the Board as per the recommendations of CSR Committee of the Board.

## **I. CSR ANNUAL ACTION PLAN**

The CSR Committee shall formulate and recommend to the Board of Directors, a CSR Annual Action Plan in pursuance of this Policy, which shall include focus areas for the year, the list of projects to be undertaken, manner of execution, fund utilization, monitoring mechanism, etc.

The Board of Directors may approve the Annual Action Plan with such further conditions as it deems fit and further alter Annual Action Plan at any time during the financial year, as per the recommendation of the CSR Committee, based on the reasonable justification to that effect.

## **I. FUND ALLOCATION:**

### **1. CSR Funds**

The corpus for the purpose of carrying on the aforesaid activities would include the followings:

- i. 2% of the average Net Profits of the Company made during the three immediately preceding Financial Years (calculated in accordance with the provisions of Section 198, excluding any profit arising from any overseas branch or branches in the Company, whether operated as a Separate Company or otherwise);
- ii. Any income arising there from; and
- iii. Surplus arising out of the CSR activities carried out by the Company and such surplus shall not form a part of the business profit of the Company.

### **2. CSR Expenditure**

- i. Administrative overheads shall not exceed five percent of the total CSR Expenditure of the Company for any financial year (or such expenditure as may be prescribed by law from time to time).
- ii. Any surplus arising out of the CSR projects or programs shall not form part of the business profit of the Company and shall be treated as follows:
  - a. ploughed back into the same project; or
  - b. shall be transferred to the Unspent CSR Account and spent in pursuance of this CSR policy and annual action plan of the Company; or
  - c. Transferred to a fund specified in Schedule VII, within the prescribed timelines as Specified in the CSR Rules.
- iii. Any unspent amount shall be reported by the Board in its report specifying the reasons for not spending the amount and shall be dealt with in accordance to Section 135 of the Act and rules under Amendments thereof.
- iv. Where the Company spends an amount in excess of the requirement provided under Section 135 of the Act, such excess amount shall be set off against the requirement to spend under Section 135 of the Act, up to immediate succeeding three financial years subject to the conditions that:
  - a. the excess amount available for set off shall not include the surplus arising out of the CSR activities; and
  - b. the Board of the Company shall pass a resolution to that effect.

**“Unspent CSR Account”** refers to an account opened as such by the Company with its Bank to transfer the amount remaining unspent at the end of Financial Year which relates to an ongoing project.

#### **K. SELECTION, IMPLEMENTATION AND MONITORING OF CSR ACTIVITIES:**

The Board shall ensure that the CSR Activities are undertaken by the Company itself (Directly) with the involvement of various Company employees/units or indirectly through implementing agencies like NGO's, Trusts, Societies, Section 8/Section 25 companies or through collaboration projects with other corporates as eligible under the act and amendments thereof.

The CSR committee will be responsible for the monitoring of various CSR Projects, Programs or Activities undertaken by the Company directly or indirectly. The Committee shall ensure that CSR Projects, Programs or Activities:

- i. are undertaken as provided in the CSR Policy and are implemented as approved by the Board.
- ii. the budget allocated is utilized as per the approved plans.
- iii. the objectives are achieved in consonance with this policy.

The Company shall undertake impact assessment of its projects/ programs/ activities proposed to be undertaken by the Company. The Company shall undertake impact assessment of its CSR projects, if any, through an independent agency, of the CSR projects having an outlay of one crore or more, and which have been completed not less than one year before the impact study. The impact assessment reports shall be placed before the Board and shall be annexed to the annual report on CSR.

#### **L. DISQUALIFYING ACTIVITIES FOR CSR:**

1. Activities that are undertaken by the Company in pursuance of its normal course of business will not be considered as CSR activities.
2. The CSR rules disqualifies the CSR projects and programs that are implemented by the Company for benefit of the employees of the Company and their families.
3. The CSR activities implemented outside India also fall outside the purview of the rules and hence CSR expenditure on such activities will not be considered for inclusion in the CSR Report.
4. Any amount directly or indirectly contributed towards any political party under Section 182 of the Act shall not be considered as CSR Spend.

#### **M. IMPACT ASSESSMENT:**

Following key steps will be taken by CSR committee to assess the impact of CSR activities:-

**Assessment of Needs:** Prior to undertaking a CSR project, Company will conduct an unbiased needs assessment in that area, in order to ascertain the specific needs, problems and relevant solutions from the community perspective, as also gain an understanding from the perspectives of the village authorities, school, health officials and the society at large.

**Baseline statistics:** The Company will ensure that baseline statistics are collected before each program is rolled out and data is collected on an ongoing basis to track impact. As a first step, to assess the impact of CSR activities, there is a need to establish the base. This base establishment will help the company to see the changes after intervening in a specific area. Baseline Survey can be undertaken by an expert agency to assess the needs as well as establish the baseline information and statistics so as to allow a comparison of the 'then' and 'now' situation in the future. This will clearly show the 'impact' the project has created.

**N. DISCLOSURES:**

This Policy, composition of CSR Committee and projects approved by the Board will be posted on the Company's corporate website.

In the event of any inconsistency between this Policy and the applicable laws, the applicable laws will prevail. This Policy will be reviewed by the Board, on the recommendation of the CSR Committee, as and when deemed necessary.