

NAARI PHARMA PRIVATE LIMITED
CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY

Issuing Authority	Board of Directors
Original issue date	23.01.2025
Last reviewed on	



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MANUFACTURING FACILITY
Plot 14-16 & 55-57 Sector-5,
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Dist. U.S. Nagar,
Uttarakhand, India
Tel: 91 5944 250367

1. PREAMBLE

Naari Pharma Private Limited ('Company' or 'Naari') has framed this Corporate Social Responsibility Policy ('Policy') in accordance with section 135 of the Companies Act 2013 and rules made thereunder.

At NAARI, community development programs are integral to our sustainability strategy. The Company strives to go beyond compliance and create sustainable value for communities. The Company's CSR initiatives help address socio-economic challenges in the realms of Health and Hygiene, Education, Employability and Disaster Management.

The Policy encompasses our philosophy towards CSR and lays down guidelines and mechanisms for undertaking socially beneficial programs for welfare and sustainable development of the community at large.

2. DEFINITIONS

"Act" shall mean the Companies Act, 2013 read with the relevant Rules framed thereunder and as amended from time to time.

"Administrative overheads" means the expenses incurred by the company for 'general management and administration' of Corporate Social Responsibility functions in the company but shall not include the expenses directly incurred for the designing, implementation, monitoring, and evaluation of a particular Corporate Social Responsibility project or programme. Administrative overheads shall not exceed five percent of total CSR expenditure of the company for the financial year

"Board" shall mean the Board of Directors of the Company.

"Company" shall mean Naari Pharma Private Limited.

"CSR Committee or the Committee" shall mean the Committee constituted/ to be constituted by the Board in accordance with Section 135 of the Act, as and when the relevant provisions shall

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become applicable to the Company.

“CSR Rules” shall mean The Companies (Corporate Social Responsibility Policy) Rules, 2014 and as amended from time to time.

“Ongoing Project” means a multi-year project undertaken by a Company in fulfillment of its CSR obligation having timelines not exceeding three years excluding the financial year in which it was commenced. Ongoing Project shall include such project that was initially not approved as a multi-year project but whose duration has been extended beyond one year by the Board based on justification.

“Permissible CSR Activities” means such activities as specified in Schedule VII of the Act, as amended from time to time and as may be allowed by the Ministry of Corporate Affairs, Government of India or such other statutory authority from time to time through notification, circulars or press releases.

Note on Interpretation:

Unless the context otherwise requires, words and expressions used in this Policy and not defined herein but defined in the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021, as may be amended from time to time shall have the meaning respectively assigned to them therein.

If due to subsequent regulatory changes, any part of this Policy become inconsistent, then provisions of the Companies Act, 2013 and the Rules framed thereunder shall prevail.

3. OBJECTIVES OF THE POLICY

- a) Serve as the principal guiding document for CSR initiatives;
- b) Describe core themes and related impact areas as per Schedule VII;
- c) Outline projects and geographies for undertaking CSR initiatives;
- d) Provide framework for selection, implementation, management and monitoring of CSR initiatives.

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4. FOCUS AREAS OF ENGAGEMENT

The Company shall carry out Permissible CSR activities as specified below with the approval the Board/ CSR Committee

1. Eradicating hunger, poverty and malnutrition, promoting health care including preventive health 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.
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 centers 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 including contribution to the Clean Ganga Fund set-up 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 art and handicrafts.
6. Measures for the benefit of 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
7. Training to promote rural sports, nationally recognized sports, Paralympic sports and Olympic sports
8. Contribution to the prime minister's national relief fund or Prime Minister's Citizen Assistance

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and Relief in Emergency Situations Fund (PM CARES Fund) or any other fund set up by the central govt. for socio economic development and relief and welfare of the schedule caste, tribes, other backward classes, minorities and women.

9. 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
10. 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 Organization (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)
11. Rural development projects
12. Slum area development.
13. Disaster management, including relief, rehabilitation and reconstruction activities.

The term 'slum area' shall mean any area declared as such by the Central Government or any State Government or any other competent authority under any law for the time being in force

Excluded CSR Activities

The following activities undertaken by the Company, if any, shall not form part of CSR activities.

1. Activities undertaken in pursuance of normal course of business of the Company
2. Activities undertaken outside India except for training of Indian Sports personnel representing State or Union Territory at National Level or India at International Level

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3. Contribution of any amount, directly or indirectly, to any political party under section 182 of the Act;
4. Activities benefitting employees of the company as defined in clause(k) of the section 2 of the code on wages, 2019 (29 of 2019)
5. Activities supported by the companies on sponsorship basis for deriving marketing benefits for its products or services like One-off events such as marathons/awards/charitable contribution/ advertisements/sponsorships of TV programs, etc.
6. Activities carried out for fulfilment of any other statutory obligations under any law in force in India

5. CSR PROJECTS SELECTION & IMPLEMENTATION

Board shall ensure that CSR activities are undertaken by the Company itself or through –

1. 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.
2. 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
3. any entity established under an Act of Parliament or a State legislature; or
4. 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

All above shall submit its CSR Registration Certificate containing unique CSR Registration number generated after submission of CSR 1

6. COMPOSITION OF CSR COMMITTEE AND DISCLOSURES

The Board of Directors shall constitute a CSR Committee in accordance with the requirements of Section 135 of the Act, as and when the relevant provisions shall become applicable to the Company.

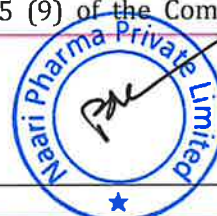
7. CSR GOVERNANCE

As on date of framing this policy, as per Section 135 (9) of the Companies Act 2013, the

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requirement of constitution of the Corporate Social Responsibility Committee is not applicable to the Company and accordingly, the functions of the Committee shall be discharged by the Board of Directors of the company.

The Board / CSR Committee of the Company shall

1. Formulate and periodically review the Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company.
2. Recommend the amount of expenditure to be incurred on the CSR activities and
3. Monitor the Corporate Social Responsibility Policy of the company from time to time.

The present Board of the Company is as follows

Sl No	Name	Designation	DIN/PAN
1.	Mr. Prithipal Singh Kochhar	Whole time Director	01052194
2.	Mr. Deepak Komaregowda	Nominee Director	03298261
3.	Mr. Hermann Osterwald	Nominee Director	06710258
4.	Mr. Chandrappa Seetharamaiah	Nominee Director	07405773
5.	Mr. Prashanth Bhaskar	CFO	AQFPB5523J

8. CSR OBLIGATION

Board of Directors of the Company shall ensure that in each financial year, the Company spends at least 2% of its average net profit made during the three immediately preceding financial years towards CSR activities.

Explanation: For the aforesaid purpose, Net Profit shall be calculated in accordance with the provisions of Section 198 of the Act.

9. SURPLUS ARISING OUT OF CSR PROJECTS

Prior to end of Financial Year, CSR Committee shall place for Board consideration and Approval, details of the Completed Projects and the surplus amount generated with reasons thereof. Any SURPLUS arising out of CSR expenditure shall not form part of the business profit of the Company.

The Surplus amount shall be

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- a) Ploughed back into the same project OR
- b) transferred to the Unspent CSR Account and spent in pursuance of CSR policy and annual action plan of the company OR
- c) Transferred to a Fund specified in Schedule VII, within a period of six months of the expiry of the financial year.

10. EXCESS CSR SPEND

In case the Company spends an amount in excess of the requirements of its CSR obligations in a financial year, such excess CSR amount may be set off against the prescribed CSR spend upto the immediately succeeding three financial years, subject to compliance with the conditions stipulated under the CS Rules.

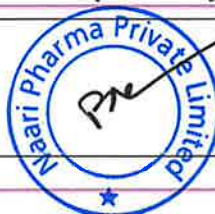
11. UNSPENT CSR AMOUNT OF ONGOING PROJECTS & RECURRING/ ANNUAL PROJECTS

Transfer of unspent/unallocated amount If unspent amount not relating to an ongoing project	Board shall, in its report, made under clause (o) of sub-section (3) of Act, specify the reasons for not spending the amount; and' unless the unspent amount relates to any ongoing project referred to in sub-section (6) Section 135 , transfer such unspent amount to a Fund specified in Schedule VII, within a period of six months of the expiry of the financial year. Until a fund is specified in Schedule VII for the purposes of subsection (5) and(6) of section 135 of the Act, the unspent CSR amount, shall be transferred by the company to any fund included in schedule VII of the Act
Unspent CSR account for ongoing projects : If unspent amount relates to an ongoing project	The amount shall be transferred within a period of 30 days from the end of the FY to a special account to be opened by the company in that behalf for that FY in any scheduled bank. This will be called the Unspent Corporate Social Responsibility Account (UCSRA).

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Failure to spend on the ongoing Project in 3 years	Company shall transfer the amount to a Fund specified in Schedule VII, within a period of thirty days from the date of completion of the third financial year
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12. CAPITAL ASSETS

The Company may spend its CSR funds for creation or acquisition of capital assets subject to fulfilment of conditions as specified under the provisions of the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021, as may be amended from time to time.

13. ANNUAL ACTION PLAN (AAP)

The Board/CSR Committee shall formulate and recommend to the Board, an AAP in pursuance of its CSR Policy, which shall include the following:

- The list of CSR projects or programs 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 programs as specified in the CSR Rules;
- The modalities of utilization of funds and implementation schedules for the projects or programs.
- Monitoring and reporting mechanism for the projects or programs; and
- Details of need and impact assessment, if any, for the projects undertaken by the company:

Provided that Board may alter such plan at any time during the financial year, as per the recommendation of the CSR Committee, based on the reasonable justification to that effect.

14. PROJECT MONITORING AND IMPACT ASSESSMENT

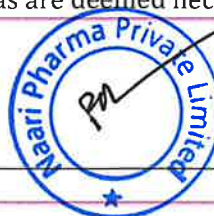
A. Monitoring Process

- For each of the CSR Projects, the Board shall approve a plan and budget for the year.
- The Company shall implement the projects directly or in collaboration with other partners/implementing agencies/ sector experts, as are deemed necessary.

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- iii. The Board/Committee shall review progress/ outcome of Company's CSR activities during its meetings.

B. Impact Assessment

- i. The Company shall undertake impact assessment, through an independent agency, of their CSR projects having outlays of one crore rupees or more, and which have been completed not less than one year before undertaking the impact study. The impact assessment reports shall be placed before the Board and shall be annexed to the annual report on CSR.
- ii. The Company may book expenditure on Impact Assessment towards Corporate Social Responsibility for that Financial year, which shall not exceed five percent of the total CSR expenditure for that financial year, or fifty lakh rupees, whichever is less.

15. REPORTING

- i. The Board's Report of the Bank shall include an Annual Report on CSR containing particulars as specified in the applicable Annexures of the Companies (CSR Policy) Amendment Rules, 2021.
- ii. The impact assessment reports shall be placed before the Board and shall be annexed to the annual report on CSR.

16. PERIODIC REVIEW OF POLICY

This Policy shall be subject to review as may be necessary and in accordance with any regulatory amendments.

For and on behalf of the Board of Directors of Naari Pharma Private Limited


Prithipal Singh Kochhar
Whole Time Director
DIN: 01052194


C. Seetharamaiah
Director
DIN: 07405773



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