

ADESHWAR MEDITEX LIMITED

CORPORATE SOCIAL RESPONSIBILITY POLICY (CSR POLICY)

1. Title and applicability

The document describes the Corporate Social Responsibility Policy (“CSR policy”) of Adeshwar Meditex Limited (“Adeshwar” or “the company”). It includes Adeshwar’s vision, mission and other relevant attributes of Corporate Social Responsibility.

The CSR policy shall be guided by Adeshwar’s corporate philosophy of respect for the individual and the society at large.

The CSR policy has been formulated in accordance with the requirements of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014 and the relevant amendments / notifications / circulars.

The CSR policy shall apply to all CSR programs of Adeshwar

2. Vision and Mission

Adeshwar is committed to build a sustainable business with strong social relevance and a commitment to inclusive growth and contribute to the society by supporting causes on various concerns about health-care.

In pursuance of our vision that Adeshwar desires to assist people and animals to live healthier through innovative medicines. We are dedicated towards fulfilling the social objectives through various CSR activities. The Company shall make its endeavor to positively impact and influence the Society for its sustainable development.

3. CSR Committee

3.1. Constitution of CSR Committee

The CSR provisions and rules, being not applicable to the company as on date of adoption of the Policy, the company has not constituted any committee as yet.

The company shall constitute the CSR committee, in compliance with the CSR Rules, wherever it will become applicable.

Board of Directors shall be empowered to take decision for making or effecting changes in the constitution of the CSR Committee.

The composition of CSR Committee shall be disclosed in the Board of Directors’ Report and the Website of the Company.

3.2. Responsibilities of the CSR Committee

- a. To formulate & recommend to the Board of Directors, a CSR Policy indicating the activities to be undertaken as specified in Schedule VII of the Companies Act, 2013 and modify / amend the same as required;

- b. To recommend the amount of expenditure to be incurred on CSR activities;
- c. To develop and institutionalize a CSR reporting mechanism in light with Section 135, Rule 8 of the Companies Act 2013;
- d. To ensure that Adeshwar corporate website displays the approved CSR policy of the company;
- e. To monitor the CSR Policy, Projects and Programs from time to time.
- f. To formulate and recommend to the Board, an annual action plan in pursuance of its CSR Policy which shall include the following:
 - i. The list of CSR projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Companies Act, 2013;
 - ii. The manner of execution of such projects or programmes ;
 - iii. The modalities of utilization of funds and implementation schedules for the projects or programmes; and
 - iv. Monitoring and reporting mechanism for the projects or programmes.

3.3. Meetings of CSR Committee

The CSR Committee shall meet as and when the CSR Committee deems appropriate and in any event shall be held not less than twice a year.

4. Monitoring of CSR programs

Corporate Social Responsibility Committee shall monitor Corporate Social Responsibility Policy of the company from time to time and it shall provide its report to the Board of Directors on annual basis.

5. Effective Date

The new CSR Policy shall be effective **from the date it becomes applicable to the company.**

6. Review Mechanism & Governance

Every year, the CSR Committee will place for the Board's approval, a CSR plan delineating the CSR programs to be carried out during the financial year and the specified budgets thereof as per the applicable provisions of the Act. The Board will consider and approve the CSR Plan with any modification that may be deemed necessary. The Board of a company shall satisfy itself that the funds so disbursed for CSR activities have been utilised for the purposes and in the manner as approved by it and the Chief Financial Officer or the person responsible for financial management shall certify to the effect. The CSR Committee will assign the task of implementation to the management group led by the Managing Director who will in turn report to the CSR Committee on progress as such frequency as the CSR Committee may direct. At the end of every financial year, the CSR committee will submit its report to the Board.

7. CSR Expenditure

CSR expenditure will include all expenditure, direct and indirect, incurred by the Company on CSR programs undertaken in accordance with the approved CSR Plan. Any income arising from the CSR programs will be netted off from the CSR expenditure and such net amount will be reported as CSR expenditure. The expenditure will be fully supported with all documentary evidences as may be required and specified by the CSR committee.

8. CSR Funds

a) The Board of the Company to ensure that minimum of 2% of average net profit of the last 3 years is spent on CSR initiatives undertaken.

b) In case at least 2% of average net profit of the last 3 years is not spent in a financial year, reasons for the same to be specified in the CSR report.

c) Any surplus generated out of the CSR activities not to be added to the normal business profits of the Company.

d) In case the company spends an amount in excess of the 2%, then the company may set off such excess amount up to immediate succeeding 3 (Three) financial year subject to following conditions:

(i) the excess amount available for set off shall not include the surplus arising out of the CSR activities, if any;

(ii) the Board of the Company shall pass a resolution to that effect.

9. DISCLOSURE:

The Company's engagement in this domain shall be disseminated on its website, annual reports and/ or its in-house journals as and when deem fit.

The Company will also disclose the CSR projects/programmes/activities on the official website as required under the Act and the rules. A brief summary of CSR projects/programmes/activities will also be included in the Annual Report in the prescribed format as per the CSR rules of the Act. The CSR Policy issued pursuant to the Act has been recommended by the CSR Committee of the Board of Directors and approved by the Board of Directors and shall be placed on the Company's website.

10. Review and amendments of the CSR Policy

The CSR Committee shall review the CSR Policy from time to time based on the changing needs and make suitable modifications as may be necessary with the approval of the Board.

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.