



ERIS LIFESCIENCES LIMITED

CORPORATE SOCIAL RESPONSIBILITY POLICY

INTRODUCTION:

While Eris Lifesciences Limited (hereinafter referred to as 'the Company') continues to expand and grow in its sector of business, it has not lost sight of its commitment to play its role as an enlightened corporate citizen. Corporate Social Responsibility has always been on its agenda. The Company's CSR commitments include, but are not limited to healthcare, education, promotion of sanitation and hygiene and betterment of the society through respect for universal human rights and the environment.

APPLICABILITY:

The Companies Act 2013 (hereinafter referred to as 'the Act'), has introduced the idea of CSR to the forefront pursuant to section 135 of the Act and Companies (Corporate Social Responsibility Policy) Rules, 2014 (hereinafter referred to as "CSR Rules"). These provisions mandate the Company to constitute its CSR Committee (the 'Committee') which recommends the CSR Policy to the Board of Directors of the Company ('Board') for its approval.

OBJECTIVE OF THE POLICY:

- The Policy has to be read in line with the Act and the CSR Rules, regulations, circulars and notifications (collectively referred hereinafter as 'Regulations') as may be applicable and as amended from time to time issued by Ministry of Corporate Affairs.
- The Policy lays down guidelines for the Company to make CSR as one of the key focus areas and contribute to society through high impact, sustainable programmes.
- This Policy covers the proposed CSR activities to be undertaken by the Company in India in accordance with Schedule VII of the Act as amended from time to time (*excluding activities undertaken in pursuance of its normal course of business*).

- Planning and executing the programmes that would benefit the communities in and around its work-sites, factory and plant locations in order to enhance the quality of life of the community in general and the poor in particular.
- Building, nurturing and reinforcing identity of the Company as a socially and ethically responsible corporate entity through its CSR initiatives for the benefit of diverse stakeholders in the society.

CSR COMMITTEE:

Constitution:

The Constitution of the CSR Committee will be in accordance with the applicable provisions of the Act and the rules framed thereunder. However, the Composition of the CSR Committee can be altered in compliance with the applicable laws by the Board of the Company as and when required.

Powers of the Committee:

The Board conferred the following powers to the CSR Committee:

- Formulate CSR Policy and recommend the same to the Board of the Company for approval.
- Recommend the amount of expenditure to be incurred on the CSR activities in every financial year.
- Create transparent monitoring mechanism to monitor CSR Policy from time to time and ensure that the CSR activities of the Company are implemented effectively.
- Submit the Annual Report to the Board in respect of the CSR activities undertaken by the Company.

Meetings of the CSR Committee:

- **Frequency:** Members of the CSR Committee will meet in accordance with the provisions of the Act.
- **Time and Place:** To be mutually agreed by the committee members.

- **Minutes:** Minutes of the CSR Committee meeting shall be maintained in accordance to the provisions of the Act and placed before the Board for noting.

CSR BUDGET:

- **CSR Expenditure on CSR activities falling under Schedule VII of the Act:**

According to the Act : CSR Expenditure for a financial year should not to be less than 2% of the average net profit of the Company during the three immediately preceding financial years.

The CSR projects or programs or activities undertaken in India only shall amount to CSR expenditure and will not include any expenditure on any item not in conformity or not in line with activities which fall within the purview of Schedule VII of the Act.

CSR expenditure will include all the expenditures, direct and indirect, incurred by the Company on CSR Programmes undertaken in accordance with the approved CSR Plan.

The funds for any CSR programme as per the CSR Plan of the Company has to be disbursed with the approval of the CSR Committee.

- **Expenditure on CSR capabilities:**

The Company may build CSR capabilities of their own personnel as well as of their Implementing Agencies and such expenditure shall not exceed 5% of the total CSR spending of the Company as stated in the Rules from time to time.

- **Surplus arising out of the CSR activity:**

The surplus arising out of the CSR activities undertaken by the Company shall be carried over for implementation of CSR activities to be pursued by the Company in the next financial year. The CSR Policy mandates that the surplus arising out of the CSR projects or programs or activities shall not form part of the business profit of the Company.

- **Failure to spend the CSR Money**

If the actual CSR Expenditure during the financial year is less than the approved CSR Expenditure, the Committee shall submit a report in writing to the Board specifying the reasons for not spending the amount which in turn shall be reported by the Board in the Directors' Report for that particular Financial Year.

- **Implementation of CSR Programmes or Projects**

The Company will implement the Company's CSR Programmes through its trust Eris Foundation or Company personnel or through external implementing agencies or through registered trusts/societies and section 8 companies in accordance with the provisions of the Act.

CSR INITIATIVES:

The Policy recognises that Corporate Social Responsibility is not merely compliance, but a commitment to support initiatives that measurably improve the lives of underprivileged by one or more of the focus areas as notified under Schedule VII of the Act and the CSR Rules made thereunder.

CSR activities included in the Company's CSR Plan (Annexure-1), as recommended by the CSR Committee shall be undertaken as projects, programs of activities (either new or on-going) by the Company. The Committee is authorized to approve any modification to the existing CSR Plan or to propose any new program to be included in the CSR Plan.

GEOGRAPHIC REACH:

The Act provides that the Company shall give preference to the local area and areas around the place(s) where it operates, for spending the amount earmarked for Corporate Social Responsibility. The Company will thus give preference to conducting CSR activities in the state of Gujarat and such other state(s) in India wherein the Company has/will have its operations. However, the Committee may identify such areas other than stated above, as it may deem fit, and recommend it to the Board for undertaking CSR activities.

MONITORING MECHANISM:

The CSR provisions stipulate the formulation of robust monitoring mechanisms with respect to the conduct of the activities and expenditure incurred thereon.

Under the direction of the Committee, the Company shall implement a monitoring mechanism over the Company's CSR projects and programmes. Such monitoring mechanism shall, among other things, ensure transparency in the implementation of all CSR projects and programmes undertaken by the Company. On an annual basis, the Board shall include the Annual Report on CSR Activities in the Board's Report in accordance with the provisions of the Act.

PUBLICATION OF CSR POLICY & PROGRAMS:

In accordance to the CSR Rules, the contents of the CSR Policy shall be displayed on the Company's website.

POLICY REVIEW & FUTURE AMENDMENT:

The Committee shall periodically review its CSR Policy and make suitable changes as may be required and submit the same for the approval of the Board.

This modified Policy is approved by the Board at their meeting held on 6th February, 2017.

ANNEXURE-1

The CSR Plan of the Company

Sr. No.	Project/Program	Brief detail
1	Promoting health care including preventive health care	<ul style="list-style-type: none">i. Medical screening for different ailments including: Hypertension, Diabetes, Cardiovascular Diseases, Vitamin D deficiency etc.ii. Running mobile medical vans and ambulancesiii. Organizing health campsiv. Promoting awareness about various health issuesv. supporting research on health related issues
2	Promoting Education and providing employment enhancing vocation skills.	<ul style="list-style-type: none">I. Distribution of free books and stationery to children at government schools and schools supported by NGO's or registered societiesII. Offering scholarships and financial assistance in form of payment of school fees to needy and meritorious students, women, differently abled or mentally challenged childrenIII. Provide vocational training or provide financial assistance for livelihood enhancement projects.
3	Ensuring environmental sustainability	Maintenance of vegetation at selected circles, road sides and dividers, maintenance of traffic circles etc.
4	Others	Any issue that has not been visualised above but is considered important and covered under Schedule VII of the Companies Act, 2013

The CSR Committee could, from time to time, recommend donating or making grants to the PM's fund or funds set up by the State Governments or to non-profit organizations and other institutions whose activities are aligned with the Company's CSR.