CORPORATE SOCIAL RESPONSIBILITY (CSR) POLICY

1. INTRODUCTION AND LEGAL FRAMEWORK

1.1 This Corporate Social Responsibility (hereinafter referred as "CSR") Policy of **ICPA Health Products Limited** (hereinafter referred as "ICPA") is formulated in accordance with Section 135 of the Companies Act, 2013 and the Companies (CSR Policy) Rules, 2014, as amended from time to time.

1.2 This Policy provides the overarching framework for the planning, execution, and governance of CSR activities undertaken by the Company. It defines the Company's approach to CSR, outlines the roles and responsibilities of key stakeholders, and ensures alignment with activities specified under Schedule VII of the Companies Act, 2013.

1.3 The Policy shall apply to all CSR initiatives undertaken by the Company in India, whether implemented directly or through eligible implementing agencies, in accordance with applicable laws.

1.4 CSR activities shall be undertaken as projects or programmes, excluding activities carried out in the normal course of business, except as may be permitted under applicable provisions.

1.5 The Board of Directors reserves the right to amend this Policy based on recommendations of the CSR Committee or to ensure compliance with regulatory changes.

2. CSR VISION AND OBJECTIVES

2.1 The Corporate Social Responsibility ("CSR") vision of ICPA is to create meaningful and sustainable social impact by addressing critical community needs and contributing to inclusive development.

2.2 The Company aims to undertake CSR initiatives that are need-driven, outcome-oriented, and capable of delivering long-term value to society.

2.3 The key objectives of the Company's CSR Policy are:

a. To undertake need-based interventions in identified focus areas, based on relevance, severity, and potential for impact.

b. To promote sustainable outcomes through initiatives that create long-term community value, including development of infrastructure and institutional capacity.

c. To ensure efficient utilisation of resources, with emphasis on maximising benefits to beneficiaries.

d. To adopt a flexible implementation approach, enabling execution of projects either directly or through eligible partners, as appropriate.

e. To foster collaboration with relevant stakeholders, including institutions and organisations, where it enhances effectiveness and reach.

f. To ensure transparency and accountability in the execution and oversight of CSR initiatives.

3. FOCUS AREAS OF CSR ACTIVITIES

3.1 The CSR initiatives of ICPA shall be undertaken in alignment with the activities specified under Schedule VII of the Companies Act, 2013.

3.2 The Company shall focus on the following key areas, while retaining flexibility to address other priority needs as they arise:

3.3 Key Focus Areas

a. Education: Enhancing access to quality education, strengthening educational infrastructure, and supporting holistic development of students.
b. Healthcare: Improving access to preventive and curative healthcare, strengthening public health systems, and supporting medical infrastructure and awareness initiatives.
c. Skill Development and Livelihood Enhancement: Promoting vocational training, employability, and income-generation opportunities.
d. Other Areas: The Company may undertake CSR activities in other areas specified under Schedule VII, based on identified needs, emerging priorities, or exceptional circumstances.

3.4 Geographical Scope

a. CSR activities shall primarily be undertaken in:
    i. Mumbai and neighbouring districts
    ii. Ankleshwar and neighbouring districts
b. The Company may also undertake projects in other parts of India, where deemed necessary.

4. CSR GOVERNANCE STRUCTURE

4.1 The CSR governance framework of ICPA shall be administered through the Board of Directors and the CSR Committee, ensuring effective oversight, decision-making, and accountability.

4.2 CSR Committee

a. The Company shall constitute a CSR Committee in accordance with applicable provisions of law.
b. Key Responsibilities:
    i. Formulate and recommend the CSR Policy and any amendments thereto
    ii. Recommend the annual CSR Action Plan, including projects, budgets, and implementation modalities
    iii. Recommend CSR expenditure to the Board
    iv. Monitor the progress of CSR initiatives and review implementation status
    v. Ensure alignment of CSR activities with the approved Policy

4.3 Board of Directors

a. The Board shall have overall responsibility for CSR oversight.
b. Key Responsibilities:
    i. Approve the CSR Policy and annual CSR Action Plan
    ii. Ensure that CSR activities are undertaken in accordance with the approved Policy
    iii. Ensure allocation and utilisation of CSR funds as per applicable requirements
    iv. Oversee compliance, disclosures, and reporting of CSR activities
    v. Review status of ongoing projects and unspent CSR amounts, where applicable

4.4 CSR Implementation Team

a. The Company may designate an internal CSR team or responsible officials for execution and coordination of CSR activities.
b. Key Responsibilities:
    i. Implement approved CSR projects
    ii. Coordinate with implementing agencies and stakeholders
    iii. Maintain documentation and records
    iv. Support monitoring and reporting processes

5. IMPLEMENTATION MECHANISM

5.1 The CSR initiatives of ICPA shall be implemented through a flexible approach, based on the nature, scale, and requirements of each project.

5.2 Modes of Implementation

The Company may undertake CSR activities through:

a. Direct Implementation**:** Execution through the Company's internal CSR team or designated personnel, particularly for projects requiring closer oversight or long-term engagement.
b. Through Implementing Agencies**:** Engagement of eligible entities such as Section 8 companies, registered trusts, or societies with a proven track record in relevant domains.
c. Collaborative Approach**:** Partnership with other companies or institutions for joint implementation of CSR projects, where appropriate.

5.3 Selection of Implementation Mode

The mode of implementation shall be determined based on:

a. project complexity and scale
b. requirement of specialised expertise
c. need for operational control
d. geographic considerations
e. expected outcomes and timelines

5.4 Project-Based Approach

a. All CSR initiatives shall be undertaken in a structured project or programme mode with defined:
    i. scope
    ii. timelines
    iii. budgets
    iv. expected outcomes

5.5 Due Diligence

a. Where external agencies are engaged, the Company shall undertake appropriate due diligence, including:
    i. verification of legal status and registrations
    ii. assessment of track record and domain expertise
    iii. review of governance and financial practices

6. PROJECT IDENTIFICATION AND SELECTION

6.1 The CSR projects of ICPA shall be identified and selected through a structured process to ensure relevance, feasibility, and effective utilisation of resources.

vision to a healthy future

6.2 Identification of Projects

a. CSR projects may be identified through:
    i. internal assessments and field visits
    ii. proposals from implementing agencies or institutions
    iii. stakeholder and community inputs
    iv. emerging needs in target geographies

6.3 Selection Considerations

a. Project selection shall be guided by the following broad considerations:
    i. Relevance of the need and potential for meaningful intervention
    ii. Alignment with CSR focus areas
    iii. Potential for sustainable outcomes
    iv. Implementation feasibility, including resources and timelines
    v. Credibility and capability of implementing partners, where applicable
    vi. Efficient utilisation of funds, with focus on beneficiary impact

6.4 Approval Process

a. All CSR projects shall be reviewed by the CSR Committee and recommended to the Board for approval as part of the annual CSR Action Plan.

6.5 Project Documentation

a. Each approved project shall be supported by documentation outlining key aspects such as scope, timelines, and budget.

7. CSR FUND ALLOCATION AND UTILISATION

7.1 The CSR expenditure of ICPA shall be determined in accordance with applicable legal requirements and allocated to approved CSR projects in a structured and transparent manner.

7.2 CSR Expenditure

a. The Company shall allocate CSR funds for each financial year based on the prescribed criteria under applicable law.
b. Allocation of Funds
    a. CSR funds shall be allocated to projects approved by the Board, based on recommendations of the CSR Committee and the annual CSR Action Plan.
    b. Allocation shall be guided by:
        i. project scope and scale
        ii. identified needs and priorities
        iii. expected outcomes
        iv. implementation timelines

7.3 Utilisation of Funds

a. CSR funds shall be utilised solely for approved projects and for the intended purposes.
b. The Company shall ensure:
    i. efficient deployment of funds
    ii. maximum allocation towards beneficiary impact
    iii. administrative overheads within permissible limits

7.4 Capital Assets

a. Assets created out of CSR funds shall be held or transferred in accordance with applicable legal provisions.

8. MONITORING AND EVALUATION

8.1 The CSR initiatives of ICPA shall be monitored through a structured mechanism to ensure effective implementation, appropriate utilisation of funds, and achievement of intended outcomes.

8.2 Monitoring Mechanism

a. The Company shall monitor CSR projects through:
   i. periodic review of progress against defined timelines and objectives
   ii. tracking of fund utilisation
   iii. review of reports submitted by implementing agencies, where applicable
   iv. field visits or stakeholder interactions, as required
b. The CSR Committee shall periodically review the status of CSR initiatives and provide guidance for effective implementation.

8.3 Evaluation

a. The Company may undertake periodic evaluation of CSR projects to assess:
   i. achievement of project objectives
   ii. effectiveness of implementation
   iii. sustainability of outcomes
b. Where required, external agencies may be engaged for independent assessment.

8.4 Documentation

a. The Company shall maintain adequate records of CSR projects, including approvals, fund utilisation, and progress reports, to support monitoring and reporting requirements.

9. REPORTING AND DISCLOSURE

9.1 The CSR activities of ICPA shall be reported and disclosed in a transparent and timely manner, in accordance with applicable requirements.

9.2 Annual Reporting

a. The Board shall ensure that details of CSR activities are included in the Board's Report for each financial year, covering:
   i. composition of the CSR Committee
   ii. CSR Policy and key initiatives
   iii. CSR expenditure and utilisation
   iv. status of ongoing and completed projects
   v. details of unspent CSR amount, where applicable

9.3 Website Disclosure

a. The Company shall make available on its website, where applicable:
b. CSR Policy
c. composition of the CSR Committee
d. details of approved CSR projects

9.4 Responsibility Statement

a. The CSR Committee shall provide a responsibility statement confirming that CSR activities have been implemented and monitored in line with the approved Policy.

10. TREATMENT OF SURPLUS AND UNSPENT CSR AMOUNTS

10.1 The treatment of surplus arising from CSR activities and any unspent CSR amount of ICPA shall be in accordance with applicable legal provisions.

10.2 Surplus from CSR Activities

a. Any surplus generated from CSR projects shall not form part of the Company's business profits and shall be utilised for CSR purposes in accordance with applicable requirements.

10.3 Unspent CSR Amount

a. Any unspent CSR amount shall be dealt with as follows:
   i. Ongoing Projects: Transferred to a designated Unspent CSR Account and utilised within the prescribed timeframe.
   ii. Other Cases: Transferred to funds specified under Schedule VII within the prescribed timelines.

10.4 Compliance

a. The Board shall ensure timely transfer, utilisation, and disclosure of such amounts in accordance with applicable requirements.

11. AMENDMENTS AND REVIEW

11.1 This Corporate Social Responsibility ("CSR") Policy of ICPA shall be reviewed periodically to ensure continued relevance and effectiveness.

11.2 The CSR Committee may recommend amendments to the Policy, which shall be subject to approval by the Board of Directors.

11.3 Any modifications shall be made to:

a. align with changes in applicable laws and regulations
b. incorporate learnings from CSR implementation
c. reflect evolving priorities of the Company

vision to a healthy future