



**GENNOVA BIOPHARMACEUTICALS LIMITED**  
**CORPORATE SOCIAL RESPONSIBILITY POLICY**

## 1. Introduction and Background:

Gennova Biopharmaceuticals Limited ('Company') believes that, we are surrounded by society and environment and we insist on the principle that we should obey the duty to protect and nourish it. The prime duty of any corporate is to give back to the society and environment whatever it derives from. Our Board of Directors, our Management and all of our employees subscribe to the philosophy of compassionate care.

## 2. Our CSR Vision:

Gennova CSR vision is to actively contribute towards the social and economic development of the communities in which we operate and to nourish the natural environment. In doing so, build a better, sustainable way of life for the society and environment as a whole. Our focus areas of CSR contribution are Promoting Education and Promoting health care including preventive health care. The Company may contribute to the other areas as specified under the Schedule VII of the Companies Act 2013 ('the Act').

## 3. Objectives of the CSR Policy:

The **objectives** of this policy are to-

- To frame guiding principles for selection, implementation and monitoring of CSR activities.
- To formulate annual action plan of the Company's CSR activities.
- To ensure the CSR activities comply with the provisions of Section 135 of the Act, read with the Rules made thereunder, as may be amended from time to time.
- Demonstrate commitment to the common good through responsible business practices.
- Set high standards of quality in the delivery of services in the social sector by creating robust processes and replicable models.

#### **4. Applicability:**

- The Company's CSR policy has been developed in consonance to Section 135 of the Act and in accordance with the CSR rules (hereby referred to as the Rules) notified by the Ministry of Corporate Affairs, Government of India in 2014.
- The Policy shall apply to all CSR projects/programs undertaken by the Company in India as per Schedule VII as may be modified from time to time and respective circulars, notifications issued by the Ministry of Corporate Affairs.

#### **5. CSR Annual Action Plan:**

- The Company shall ensure that in each financial year, it spends at least 2% of the average net profit made during the immediate three preceding financial years on CSR.
- The CSR Committee shall recommend Annual Action Plan for CSR expenditure to the Board of Directors for its consideration and approval.
- The Board may alter such plan at any time during the financial year, as per the recommendation of CSR Committee, based on the reasonable justification to that effect.
- The programs that the Company intends to implement will not give rise to any surplus. However, in case a surplus is earned, then such surplus arising out of the CSR projects or programs or activities shall not form part of the business profit of the Company.

#### **6. CSR Committee:**

I. The composition of the CSR committee shall be as per the provisions of the Act and rules made thereunder i.e. three or more directors out of which at least one director shall be an independent director.

##### **II. The terms of reference of CSR committee shall be as under:**

- formulating the CSR policy in compliance to Section 135 of the Act.
- identifying activities to be undertaken as per Schedule VII of the Act.
- recommending to the Board the Annual Action Plan towards CSR activities.
- Reviewing and recommending to Board, modifications to the CSR policy as and when required.
- regularly monitoring the implementation of the CSR policy.
- Ensuring that the programs, projects and activities supported by the Company are aligned with the approved CSR policy of the Company and schedule VII of the Act.

## **7. Implementation:**

The Company shall implement the identified CSR projects by the following means:

- The Company will implement the identified CSR projects/programs presently within the scope of CSR policy.
- The Company may undertake projects/programmes/activities for CSR implementation, which may require a period longer than a financial year. However, such projects shall be completed within 3 years from the financial year in which they were commenced and shall include such projects those were initially not approved as multi-year projects but whose duration extended beyond one year by the Board of Directors of the Company, based on reasonable justification.
- The Company may enter into partnerships with the NGO's, trust, agencies and communities to create multiplier effect of its social projects. The Company will select its partner after appropriate due diligence.
- The Company may collaborate with other companies, including its Group Companies if required, for fulfilling its CSR objectives, under the effective supervision and monitoring by CSR Committees of respective Companies for achievement of CSR objectives.
- If the average CSR obligation of the Company in three immediately preceding financial years is Rs. 10 crores or more, then the Company shall undertake impact assessment, through an independent agency, of the CSR projects/programmes having outlays of one crore rupees or more, and which have been completed not less than one year before undertaking the impact study.

## **8. CSR Expenditure:**

- The Company shall strive to identify a suitable CSR Projects/Programmes and spend the entire amount of 2% of average net profit of the Company for immediately preceding three years as required under the Act.

- Where in any financial year, the Company spends an amount in excess of the requirement of aforesaid 2%, such excess amount shall be, at the option of the Board, set off against the CSR obligation in accordance with the provisions of the Act and Rules made thereunder, as may be amended from time to time.
- Any surplus arising out of the CSR activities shall not form part of the business profit of a company and shall be ploughed back into the same project or shall be transferred to the Unspent CSR Account and spent in pursuance of CSR policy and annual action plan of the company or transfer such surplus amount to a Fund specified in Schedule VII, within a period of six months of the expiry of the financial year.

## **9. Monitoring and Review:**

- The person/bodies to which the implementation is assigned will carry out such CSR Programs as determined by the CSR committee within specified budgets and timeframes and report back to the committee on the progress thereon at such frequency as the committee may direct.
- The committee shall review implementation of the CSR programs during regular intervals and issue necessary directions from time to time to ensure orderly and efficient execution of the CSR programs in accordance with this policy.
- In case of ongoing project, the Board shall monitor the implementation of the project with reference to the approved timelines and year-wise allocation and shall make modifications, if any required, for smooth implementation of the project within the overall permissible time period.
- The sustainable development achieved through CSR activities and CSR policy shall be periodically reviewed and appropriately revised by the CSR Committee. Wherever applicable, the Company shall organize periodic audits at selected sites at random to check performance.
- Any unspent amount of CSR obligation of the Company shall be transferred to such Fund as specified in Schedule VII of the Act.

## 10. Reporting:

The Company shall include an annual report of its CSR activities undertaken for the financial year in its Board's Report as per the format prescribed under the Companies (Corporate Social Responsibility Policy) Rules, 2014. The impact assessment reports, if any, shall be placed before the Board and shall be annexed to the annual report on CSR.

## 11. Review of the Policy:

The Board, based on recommendation of the CSR Committee, shall review and amend the policy periodically as may be deemed necessary, keeping in view the CSR outlook of the Company, regulatory requirements and other relevant external factors. In case of any change/amendment in applicable statutes/regulations, the Policy shall stand revised to the extend thereto.

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<i>Sr. No.</i>	<i>Version No.</i>	<i>Date of Approval</i>
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2.	<i>Ver. 2 – Review of Policy</i>	October 27, 2020
3.	<i>Ver. 3 – Review of Policy</i>	May 03, 2022