

ZENOTECH LABORATORIES LIMITED

Corporate Social Responsibility Policy

This policy, which encompasses the company's philosophy towards corporate social responsibility and lays down the guidelines and mechanism for undertaking socially useful programs for welfare & sustainable development of the community at large, is titled as the 'CSR Policy for Zenotech Laboratories Limited'.

1. CSR vision and mission statement

1.1. CSR vision

"We will strive to bring about the holistic development of underserved communities in a sustainable and impactful manner."

1.2. CSR mission

"We will leverage our people, expertise and networks to address the needs of the communities that we serve and thereby catalyze overall development."

2. CSR policy objectives

Drawing from the CSR vision and mission statement of Zenotech Laboratories Limited (hereinafter referred to as Zenotech) the CSR policy has been formulated with the following objectives:

- ♣ Serving the community: Giving back to the community and addressing their needs is a key priority for the company. The company believes that the progress of the local community should go hand-in-hand with the growth of the company. The company therefore intends to concentrate on the communities immediately around its areas of operation and support their upliftment.
- ♣ Focus on quality: The Company believes in delivering high quality support to meet the needs of the community.
- ♣ Ensuring sustainability: The Company wishes to introduce interventions in the communities that address critical needs and can become sustainable over a period of time.
- ♣ Leveraging resources: Leveraging the company's internal resources such as research, marketing, financial, human resources and products to maximise impact in social initiatives.

3. Stakeholder Engagement

The Company will impact and engage the following set of stakeholders in their CSR activities. These stakeholders will participate in the CSR initiatives as beneficiaries, participants and/or decision makers.

The following table lists the stakeholders engaged and their roles / functions:

	Stakeholder	Role / function of the stakeholder
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Internal	Employees	Employees can volunteer for, champion causes and implement the company's CSR initiatives.
	Management	The management will set the vision for all the CSR initiatives. They will ensure compliance and adherence, encourage innovation and oversee the implementation of the CSR activities.
	Shareholders	No active involvement.
External	Community	The community will be the beneficiaries of CSR activities at the initial stage, but, they will be expected to become the owners and drivers of these initiatives over a period of time.
	Doctors	Zenotech's network of doctors and hospitals will be encouraged to participate in the CSR initiatives by contributing their time and expertise and encouraging positive healthcare practices amongst patients and the masses.
	Government	Zenotech will collaborate with local and national government agencies to implement the programs and could also provide support to existing government schemes within the causes that the company aims to support.
	NGOs and social enterprises	NGOs and social enterprises could help Zenotech with conducting community needs assessment studies, feasibility studies, implementing the CSR initiatives as well as providing monitoring and impact evaluation support.

4. Process

The salient features of the CSR policy comprises of:

- CSR philosophy of the company
- Governance structure
- Causes that the company plans to support over a period of time
- Specific CSR programs and strategic initiatives

4.1 CSR Philosophy

The company intends to undertake its corporate social responsibility in a strategic manner. The company will leverage its financial and human resources, networks and expertise to create maximum impact for its stakeholders.

4.2 Governance Structure

This sub - section describes the governance structure that the Company will adopt to implement its CSR activities in line with the Companies Act.

For Zenotech Laboratories Limited, the Governance Structure includes the following –

- Board of Directors

- CSR Committee
- Corporate CSR Team
- Plant / Field CSR Teams
- Non-Profit Organizations (NGOs)

The governance structure and the team members are given below:

Board of Directors

CSR Committee

Corporate CSR Team

Plant / Field CSR Teams

Non-Governmental Organizations

Other implementing partners

Each of the above constituents has a specific role to play with clearly defined roles and responsibilities. These are as under:

4.2. 1. Board of Directors

The Board of Directors will be responsible for the following:

- Approve causes that the company proposes to support, programs to be undertaken by the company, modalities of operation and the Annual budget for the activities.
- Ensure that activities included by a company in its Corporate Social Responsibility Policy are related to the activities included in Schedule VII of the Companies Act, 2013
- Ensure that the activities included in Corporate Social Responsibility Policy of the company are undertaken by the Company
- Ensure that the company spends, in every financial year, at least two per cent of the average net profits of the company made during the three immediately preceding financial years, in pursuance of this policy
- The Board's Report issued under clause (o) of sub-section (3) of section 134 shall include an annual report on CSR containing particulars specified in Annexure to the CSR Rules.
- If the company fails to spend such amount, specify the reasons for not spending the amount in its annual report mentioned above.
- To approve the Annual Plan and Projects of the Company relating to CSR activities the Annual Plan and Projects of the Company relating to CSR activities, the manner in which such programmes or projects shall be executed, the modalities of utilisation of funds and implementation, monitoring and reporting mechanism and details of impact assessment.

4.2.2. CSR Committee

The CSR Committee will be responsible for the following:

- ♣ To recommend to the Board the Annual Plan and Projects of the Company relating to CSR activities, the manner in which such programmes or projects shall be executed, the modalities of utilisation of funds and implementation, monitoring and reporting mechanism and details of impact assessment.

- ♣ Recommending the amount of expenditure to be incurred on the activities referred above.
- ♣ Monitoring the Corporate Social Responsibility Policy of the company on a regular basis, ensuring that it is updated for any change or enhancement in scope and the same is recommended to the board for approval.
- ♣ Defining the modalities and monitoring the progress of the activities being undertaken under the policy.

4.2. 3. Corporate CSR Team

The CSR Corporate Team which will:

- ♣ Be the first point of contact for the operating CSR teams for advice and guidance.
- ♣ Provide guidelines and framework for the rest of the organisation to work within.
- ♣ Recommend programs, modality of operation and monitoring mechanism.
- ♣ Ensure availability of adequate resources.
- ♣ Support the CSR committee to ensure full compliance of the regulation.

4.2. 4. Plant / Field CSR Team

All the CSR activities of the company will be overseen by the CSR Department. The company may also implement some initiatives through external partners or may even implement certain interventions directly through its own local team.

The company may also choose to implement some or all of its CSR activities through its Social arms as follows:

1. Sun Pharma Community Healthcare Society
2. Sun Pharma Science Foundation
3. Foundation for Disease Elimination and Control in India (FDEC)

All organisations/Implementing Agencies through which the Company conducts its CSR activities should be registered as a 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, and also possess CSR Form-I Registration Certificates required under Ministry of Corporate Affairs as per CSR Rules mentioned under clause 4 (2).

4.3 Roles and Responsibilities

4.3.1 The role of the Corporate CSR will include:

- Helping conceptualize the programs that Zenotech Laboratories Limited intends to support.

- Executing the programs through its employees or in collaboration with other partners such as NGOs, the government, and community based organizations, sector experts and any other partners as are deemed necessary.
- Collecting and analyzing data for monitoring and reporting of all programs.
- Providing capacity building support to the program team and implementation partners.
- Providing periodic reports to the CSR Task Force and CSR Committee.

4.3.2 Roles of Local Unit CSR Teams

Every location of the company may have its own CSR team comprising of either dedicated resources or employees fulfilling this role along with their other responsibilities. The responsibility of each such local team will include –

- Collecting requests from the community for CSR programs.
- Verifying the authenticity of these requests.
- Sending proposals to the CSR Department for approvals.
- Helping all relevant partners to get requisite permissions from the community and the government to implement the CSR activities.
- Engaging the employees in the CSR initiatives.
- Monitoring the progress and submitting periodic reports to the corporate office

4.3.3 Roles of Non-Profit Organization(s) as Partners

The company may implement some or all of its CSR programs through social organisations with at least three years of track record. The company may support such organisations in their existing programs or may co-develop new programs with them. The Company may collaborate with other companies for undertaking the CSR projects/programmes subject to fulfilment of separate reporting requirements as prescribed in the Rules.

Social organizations will help the company in the following ways:

- a) Assisting the CSR Department, Sun Pharma NGOs and Local CSR teams in conceptualizing and implementing their CSR programs.
- b) Providing capacity building support to all the partners.
- c) Providing periodic reports and updates to the company / Foundation.
- d) Collecting and analyzing data for monitoring and reporting of all programs
- e) Monitoring the progress made by the program partners.
- f) Tracking, measuring and communicating.

4.4 Principal causes supported by CSR activities and Proposed Programs

This sub – section contains the potential causes the company may take up as a part of its CSR activities. The table also contains the programs that the company is wishes to undertake along with the expected objectives of each program.

The scope of CSR activities of the Company will inter-alia cover the below mentioned key thrust areas. The CSR activities shall not include any activity undertaken by the Company in pursuance of the normal course of business of a Company. The company may conduct a pilot for each of the selected programs, identify issues, if any and address them before scaling up to the desired level. All the programs will be implemented by the company in collaboration with program management consultants and vendors for providing products/services.

Most of the CSR activities of the company aim to improve the lives of the local community and the company will continue to be responsive to the needs expressed by the community, either explicitly or otherwise. To cater to local, short term and unforeseen needs the company will empower the local CSR team to decide suitable programs. However the local team has to ensure that the programs comply with the following conditions:

- The program has to support the cause, focus areas and address issues listed in clause 4.3, which should always be focused and prioritized, but any other CSR project or programme could also be taken-up on community need-based basis as per items listed under Schedule VII of the Companies Act, 2013.
- The cost of each program and such cumulative spend in the financial year cannot exceed predetermined limits.
- The beneficiaries have to be among the stakeholders mentioned in in this policy vide sub-point No. 3. The program should not have any conflict with any other CSR program run by the company nor should it duplicate the benefit received by the beneficiaries.

4.5 Project Execution

1. CSR Team shall prepare and propose the CSR plan with the implementation modalities and schedules to the Board.
2. CSR Team shall appraise the Board on the status of the CSR Projects from time to time.
3. CSR Team will set-up a monitoring mechanism for effective implementation of the CSR projects, programmes or activities undertaken by the Company.

5. Monitoring and Evaluation Plan

The monitoring plan for Zenotech's CSR programs will include the following:

5.1 Targets to be achieved

The company will decide certain targets to be achieved for impact generation, which will also be in line with the broader company mission and vision.

5.2 Monitoring Process

For each of the programs, the standard monitoring and evaluation framework would be developed.

The CSR team would submit monthly performance reports in the format and manner that has been agreed at the beginning of the project execution.

The CSR team will review the reports and engage with the implementing agency, if required to ensure that the programs are on track. The CSR team will submit a quarterly report to the CSR Committee which in turn will submit it to the Board. The report will cover –

- Progress of each program vis-à-vis the timelines, plan and budget
- Beneficiaries covered
- Performance of the external partners
- Problems encountered and solutions if implemented
- Estimated amount that will be spent till the end of the year.

The CSR Team will review the progress at least once in 3 months and provide the Board with a report on the CSR initiatives. The Committee will also review the CSR policy and ensure that it is current and relevant. Changes, if any, will be placed before the Board of Directors for approval.

5.3. Impact assessment

Zenotech shall conduct Impact Assessment for measuring specific metrics and its comparison with the baseline metrics as a process of field assessment and shall carry on Impact assessment, through an independent agency, of their Completed CSR projects and shall comply with Section 135 of the Act and the CSR Rules prescribed.

6 Communication and reporting

The Company will ensure that it communicates program details and social impact created for the upliftment of the community. CSR program details would be communicated in the public domain through the annual report in the reporting format as mandated by Section 135 of the Companies Act, 2013.

7 CSR Expenditure

7.1 Every year the Company shall spend at least 2% of its average Net profit as defined under the CSR Rules during the three immediately preceding financial years on the CSR Activities according to the CSR Plan approved by the Board.

7.2 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 a company. and shall be utilized towards the eligible CSR Activities as per CSR Rules.

8 Exclusions

Following activities shall be excluded from CSR expenditure

- a) Any activity in normal course of business,
- b) Donation to Political parties,
- c) Any activity that derives marketing benefit under CSR,
- d) Activities in pursuance to any other Act and Rules in India,
- e) One-off events such as sponsoring Exhibition, Seminar, Conference, Advertisements in Newspaper and Electronic Media are considered as one-off activities, hence, will not eligible under CSR ,

f) CSR Activity exclusively benefitting our Employees,

g) CSR Activity outside India.

9 Conclusion

Zenotech Laboratories Limited is committed to ensuring the implementation of the proposed CSR programs in order to bring meaningful and sustainable development of underserved communities. The company will leave no stone unturned in ensuring that it contributes to the society, which is an integral stakeholder for it.

10 Applicability

This CSR Policy shall also be applicable to all the subsidiaries of the Company in India.