Corporate Social Responsibility (CSR) Policy

Document Control

Version No.	Date	Particulars / Revision History	Prepared By	Approved By
1.0	6th May 2014	Initial Adoption of the CSR Policy	Secretarial Department	Board of Directors
2.0	15thFebruary 2021	Policy updated and superseded previous version	Secretarial Department	Board of Directors
3.0	16th May 2026	Policy reviewed and amended to align with the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2025 (including CSR-1 and CFO certification requirements).	Secretarial Department	Board of Directors

CONTENT

1. Introduction

Macleods Pharmaceuticals Limited ("Macleods") has always been mindful of its obligations towards society and by the means of this Corporate Social Responsibility Policy, ("Policy"), we intend to make a positive difference to society of which we are a part of. Our aim is to deliver superior and sustainable value to all our stakeholders.

We aspire to undertake initiatives, which will have a positive impact for our stakeholders. Our initiatives are all economical, reliable, replicable and sustainable on a long-term basis.

The CSR Policy has been framed in accordance with the provisions of section 135 of the Companies Act, 2013 ("Act") and the Rules prescribed thereunder and as defined hereinafter (collectively referred as "Applicable Laws").

2. Definition

Corporate social responsibility Activities ("CSR Activities") shall mean and include all programs, projects, activities, health camps, contribution to relief funds, charitable donations, education grants and sponsorships that contribute to the overall sustainable development of local communities and thereby helps in welfare of the society at large.

"Implementation Agencies" means any other trust, society or company or any entity established under an Act of parliament or a state legislature or any other agency which is eligible to undertake CSR Activities, on behalf of the Company in compliance with the Applicable Laws.

"Rules" means Companies (Corporate Social Responsibility Policy) Rules, 2014, or any other rules prescribed under section 135 of the Act and pertaining to corporate social responsibility, as may be amended and prescribed, from time to time.

3. Interpretation

Words and expressions used in this Policy and not defined herein but defined in Applicable Laws, or the Articles of Association of the Company shall have the meaning as assigned to them thereunder.

In this Policy, unless the contrary intention appears:

i) the clause headings are for ease of reference only and shall not be relevant for construction or interpretation of the Policy;
ii) words in singular include the plural and vice-versa.
iii) All references to laws or to any specific provision of any law shall include references to all delegated legislation issued thereunder or any legislation as it may have been, or may from time to time be, amended, modified, consolidated or re-enacted (with or without modification).

Where a word or phrase is defined, other parts of speech and grammatical forms of that word or phrase shall have corresponding meanings.

4. Scope

Regarding the scope for selection, implementation, and monitoring of CSR Activities, as well as the formulation of the Annual Action Plan:

i) The Company shall undertake only such CSR Activities,

A) as are identified as Focus Areas under this Policy and

B) as are permitted under the Applicable Laws.

The Company shall also consider national and state level priorities/ objectives, while identifying CSR Activities.

ii) The Company shall not discriminate against the beneficiaries of the CSR Activities, on any grounds whatsoever, including race, gender, age, ethnicity, caste, religion, domicile, but may focus its CSR Activities to benefit the economically or socially weaker, or marginalised sections, of the society.

iii) The Company shall endeavour utmost transparency in selection, implementation, monitoring and reporting of CSR Activities.

iv) The Company shall either undertake the project directly or through Implementation Agencies and shall; to its best of its ability also ensure that the partners or vendors selected by the Company or the Implementation Agency, satisfy the criterion specified by the Rules (if any) and have relevant experience, good credentials, no criminal track record, and follow the ethical standards which are at par with the Companies Code of Conduct.

The Board of Directors of Macleods Pharmaceuticals Ltd. have approved this amended Corporate Social Responsibility Policy on 16th May, 2026.

5. Objectives

Schedule VII of the Companies Act 2013 lists down activities which may be included by companies in their Corporate Social Responsibility Policies; which are as follows:-

i. Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation including contribution to the Swach Bharat Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water.

ii. Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly and the differently-abled and livelihood enhancement projects.

iii. Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centres and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups.

iv. Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry, conservation of natural resources and maintaining quality of soil, air and water including contribution to the Clean Ganga Fund set-up by the Central Government for rejuvenation of river Ganga.

v. Protection of national heritage, art and culture including restoration of buildings and sites of historical importance and works of art; setting up public libraries; promotion and development of traditional art and handicrafts;

vi. Measures for the benefit of armed forces veterans, war widows and their dependents, Central Armed Police Forces (CAPF) and Central Para Military Forces (CPMF) veterans, and their dependents including widows;

vii. Training to promote rural sports, nationally recognised sports, paralympic sports and olympic sports, Contribution to the prime minister's national relief fund or Prime Minister's Citizen Assistance and Relief in Emergency Situations Fund (PM CARES Fund) or any other fund set up by the central govt. for socio economic development and relief and welfare of the schedule caste, tribes, other backward classes, minorities and women;

viii. (a) Contribution to incubators or research and development projects in the field of science, technology, engineering and medicine, funded by the Central Government or State Government or Public Sector

Undertaking or any agency of the Central Government or State Government; and

(b) Contributions to public funded Universities; Indian Institute of Technology (IITs); National Laboratories and autonomous bodies established under Department of Atomic Energy (DAE); Department of Biotechnology (DBT); Department of Science and Technology (DST); Department of Pharmaceuticals; Ministry of Ayurveda, Yoga and Naturopathy, Unani, Siddha and Homoeopathy (AYUSH); Ministry of Electronics and Information Technology and other bodies, namely Defense Research and Development Organisation (DRDO); Indian Council of Agricultural Research (ICAR); Indian Council of Medical Research (ICMR) and Council of Scientific and Industrial Research (CSIR), engaged in conducting research in science, technology, engineering and medicine aimed at promoting Sustainable Development Goals (SDGs).

ix. Rural development projects

x. Slum area development.

xi. Disaster management, including relief, rehabilitation and reconstruction activities.

In pursuance of the above, we have decided to undertake the following activities directly or through implementation agencies constitutes as Section 8 Companies / Trusts / Societies to meet our CSR Policy objectives -

i. To sustain and continuously, improve standards of Environment, Health and Safety in the Society at all levels and to support programmes and initiatives, internal or external, for the prevention of illness and combating of diseases as may be considered appropriate from time to time.

ii. To contribute for sustainable development in areas of health and education through initiatives designed in a manner that addresses the challenges faced by the society, especially in rural India.

iii. To contribute for eradication of poverty and hunger especially in rural areas through empowering women economically, supplementing primary education and such other initiatives.

iv. To encourage the development of Human Resources of the country by enhancing human capabilities through education and skills developments.

v. To work actively in the areas of preventive health and sanitation, education, skills for employability & and income generation, Sustainable livelihood and Infrastructure development.

vi. To undertake Housing Projects / support physically challenged persons i.e. Blind, Handicapped, Deaf, Widow, Divorcee, mentally challenged, Orphans, Cancer, Dialysis, Kidney patients, Heart disease patients, HIV patients, Transgender and the people below poverty line (BPL) etc.

vii. To provide rehabilitation facilities to the victims of earthquakes, riots, floods etc.

viii. All other initiatives as notified by the Central Government from time to time and which are approved by the CSR Committee and the Board of Directors.

6. CSR Committee ("Committee")

Our CSR Committee is responsible for identifying initiatives pan-India and for fulfilling the objectives of this Policy. The Committee shall consist of three members who shall be the directors of the Company the Company Secretary shall be the Secretary to the Committee.

7. Powers of the Committee

i. The Committee has the power to identify and recommend initiatives to the Board of Directors. which would Inter alia, contain the following information with respect to the CSR

i) list of CSR Activities to be undertaken in the relevant financial year;
ii) local area where the CSR Activities are to be undertaken;
iii) manner of execution;
iv) modalities of utilisation of funds;
v) implementation schedule;
vi) monitoring and reporting mechanism; and
vii) details of need and impact assessment, if any.

The Committee shall allocate the funds required for the initiative.

ii. The Committee in its sole discretion, can, amend the status of any ongoing activity as a CSR initiative, provided it fulfills the requirements of this policy and the same shall be ratified by the board.

iii. The Committee has the power to amend/modify this Policy at any point of time, in accordance with the applicable laws.

iv. Any deviation or change in the timeline of the initiative or change of employee(s) or any increase in the total funds allocated will be approved by the Committee and then sent to the Board of Directors for their approval.

8. Implementation and governing mechanism.

i. All CSR Activities of Macleods shall be undertaken by the Company either directly or through Ratnidevi Murlidhar Bawri Social Welfare Foundation; the Philanthropy Arm of Macleods or through any other Implementation Agency.

ii. The Company shall only undertake CSR activities through implementing agencies that are registered with the Ministry of Corporate Affairs and possess a valid CSR Registration Number (Form CSR-1). Such agencies must also provide evidence of valid 12A and 80G registrations under the Income Tax Act, 1961, and comply with any professional certification or due diligence requirements as mandated from time to time. If the Committee is satisfied that the initiative can be undertaken for CSR activities, the Committee will set guidelines for the initiative. These guidelines would include - the purpose of such initiative, the amount to be invested, the timeline for completing the initiative, the employee(s) who will be responsible for the initiative and the execution and the implementation schedules. And the same shall be ratified by the Board.

The Committee shall keep a quarterly check on its CSR initiatives, conduct regular meetings with the persons in-charge of the initiative and submit quarterly reports to the board for it's appraisal.

iii. All reports, bills, invoices of each initiative will be maintained in physical and/or electronic form, for not less than a period of 5 (five) financial years.

iv. The Board of Directors shall satisfy itself that the funds disbursed for Corporate Social Responsibility have been utilized for the approved purposes and in the manner approved by the Board. The Chief Financial Officer (CFO) or the person responsible for financial management shall provide a certification to the Board to this effect for each financial year.

9. Budget Allocation:

i. Every year the Company shall spend at least 2% of its average Net profit as defined under the Rules ("CSR obligation") during the three immediately preceding financial years, on the CSR Activities as per approved Annual Action Plan.

ii. The Company shall not consider any administrative expenses, except the expenses incurred by the Company for 'general management and administration' of CSR functions in the Company and the cost of Impact Assessment, in meeting its CSR obligation, provided that, such costs shall not exceed the cap for such impact assessments, prescribed under Applicable Laws.

iii. Any amount remaining unspent at the end of the financial year, if any, except in case of an ongoing project, shall be transferred to a Fund to be specified in Schedule VII for this purpose, within a period of six months of the expiry of the relevant financial year.

iv. In case the Company undertakes any ongoing project, any amount remaining unspent and earmarked for the ongoing project, shall be transferred within a period of thirty days from the end of the financial year to a special account to be opened for that financial year in any scheduled bank to be called the 'Unspent Corporate Social Responsibility Account', and such amount shall be spent within a period of three financial years from the date of such transfer, failing which, the unspent amount shall be transferred to the Fund to specified in Schedule VII for this purpose, within a period of thirty days from the date of completion of the third financial year.

v. If the Company spends an amount in excess of the requirement provided under Section 135(5) of the Act, such excess amount may be set off against the requirement to spend under Section 135(5) up to the immediate succeeding three financial years. This set-off is subject to the following conditions:

- The excess amount available for set-off shall not include any surplus arising out of CSR activities.

- The Board of Directors shall pass a resolution to this effect for each such set-off.

10. Responsibilities of the Implementation Agency

If the CSR Activities are undertaken through any other Implementation Agency, such Implementation Agency shall ensure the following:

i) All CSR Activities of Macleods shall comply with this CSR Policy and the Applicable Laws.

ii) The Implementation Agency works only with credible institutions, non-governmental organisations (NGOs), government agencies, domain experts and visionaries and other philanthropic foundations to enhance the outreach of the Company's CSR Activities in line with the CSR Policy.

iii) Undertake the CSR Activities as per the approved Annual Action Plan.

iv) Update the CSR Committee and the Board on the progress of CSR Activities and status of implementation of the Annual Action Plan.

v) Maintain records of all CSR Activities undertaken on behalf of the Company.

vi) Do all such acts, deeds and things as may be directed by the CSR Committee in pursuance of the CSR Policy and for the effective implementation of the Annual Action Plan.

11. Disclosures

Annual report on CSR Activities shall be included in the Board's Report forming part of Company's Annual Report.
Details of composition of the CSR Committee, the CSR policy, the CSR Committee charter and details of CSR Activities approved by the Board shall be available on the Company website at https://www.macleodspharma.com/.

12. Review of Policy:

This CSR policy document will be reviewed from time to time and any changes, if necessary, will be approved by the CSR Committee and sent to the Board of Directors for final approval.

13. Miscellaneous:

The CSR Committee shall constantly spread awareness about the various initiatives being undertaken by the Company and the employees shall be urged to participate/ volunteer for the same.

Employees may, through the Head HR, put forth their own ideas / projects for CSR activities to the CSR Committee. However, it is to clarify that, the CSR activities shall not be used as a means for avoiding and/or circumventing the responsibilities under Anti-Corruption Policy and shall never allow any employee to misuse this Policy for any activity which is prohibited by Ethics and Anti-Bribery Policy of the Company.

This Policy shall remain in force unless amended or withdrawn.

The Board may, in accordance with Applicable Laws, alter, amend, review, substitute this Policy as and when required without any prior intimation to any stakeholder for justified reasons.
Any questions and clarifications relating to this Policy should be addressed to the Company Secretary at roc@macleodspharma.com