

Titan Biotech Limited

Corporate Social Responsibility Policy (CSR Policy)

“All the wealth in the world cannot help one little Indian village if the people are not taught to help themselves” - Swami Vivekananda

Titan Biotech Limited (Hereinafter referred to as “TBL”) has developed a CSR Policy (hereinafter referred to as Policy) in alignment with its objective, principles and values, for delineating its responsibility as a socially and environmentally responsible corporate citizen. The Policy lays down the principles and mechanisms for undertaking various programs in accordance with Section 135 of the Companies Act 2013.

The Policy shall apply to all the CSR programs and activities undertaken by TBL at various locations for the benefit of diverse sectors of the society. (In compliance with provisions of Schedule VII of The Companies Act, 2013)

ABOUT TBL

As a socially responsible corporate TBL will promote sustained and inclusive growth in the society, especially the communities it operates in, through its business practices and social initiatives. The Company shall strive to remain ahead of the law in pursuit of environment protection and natural resource conservation.

We care deeply about making a difference and we are passionate about our commitment to our employees, the environment and the communities where we live and work.

CSR VISION

- To promote social and economic inclusion by ensuring that marginalized communities have equal access to healthcare services, educational opportunities, and proper civic infrastructure.
- To create a globally competitive Biotech ecosystem in India through skill development.
- To bridge the gap of gender disparity in education, healthcare and employment.
- To create a platform for promoting the rich Art & Culture of the country and sensitizing the communities to appreciate fine arts.

DEFINITIONS

- (a) **“Act”** means Companies Act, 2013 including any Statutory modification or re- enactment thereof;
- (b) **“Board”** means Board of Directors of the Titan Biotech Limited.
- (c) **“Corporate Social Responsibility”** generally means and includes but it is not limited to: Projects or programs relating to activities specified in Schedule VII of the Act; or Projects or programs relating to activities undertaken by the board of directors of a company (Board) in pursuance of recommendations of the CSR Committee of the Board as per declared CSR Policy of the company subject to the condition that such policy will include activities, areas or subjects specified in Schedule VII of the Act.
- (d) **“CSR Committee”** means Corporate Social Responsibility Committee of the Board referred to in section 135 of the Act.
- (e) **“CSR Policy”** relates to the activities to be undertaken by the company in areas or subjects specified in Schedule VII to the Act and the expenditure thereon, excluding activities undertaken in pursuance of normal course of business of a company;
Provided that any company engaged in research and development activity of new vaccine, drugs and medical devices in their normal course of business may undertake research and development activity of new vaccine, drugs and medical devices related to COVID-19 for financial years 2020-21, 2021-22 and 2022-23 subject to the conditions that-
- (i) Such research and development activities shall be carried out in collaboration with any of the institutes or organisations mentioned in item (ix) of Schedule VII to the Act.
 - (ii) Details of such activity shall be disclosed separately in the Annual Report on CSR included in the Board’s Report.

REVIEW OF CSR POLICY

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

TBL shall ensure all these activities are over and above the normal course of business and are in line with Schedule VII of the Companies Act, 2013.

CSR FOCUS AREAS

TBL’s core focus areas are –

I. Education

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

II. Healthcare and other General Cause

Accelerated urbanization has led to an alarming increase in the rate of health issues, accidental injuries, crime and violence in India. It is well recognized that our health care system is not fully equipped to meet the challenge as significant deficiencies exist in current trauma systems. Most hospitals catering to the underprivileged have inefficient services for medical or trauma care, due to financial constraints and lack of appropriate health infrastructure. Most do not offer prompt diagnoses or life-saving treatment. Consequently death rate in India is estimated to be sevenfold worse compared to most advanced states.

TBL aims to enhance hospital care, organizing health camp and organizing Blood Donation Drives under its Corporate Social Responsibility.

Its include the activities as specify in schedule VII-

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

The above activities are illustrative not exhaustive.

III. Employability

Unemployment has been one of the biggest challenges plaguing the Indian economy. Almost every industry is facing a shortage of skilled workforce. The real problem, is finding suitable candidates to fill jobs. Being unemployed and unemployable are two different issues. Societal inequalities, inadequate education infrastructure, quality of education and lack of effective assessment of skills are some of the reasons why a majority of working class personnel in our country are not qualified for the jobs that they aspire for.

While problems of unemployment are not new, the rise in number of people who are unable to meet the industry's needs due to the lack of career-oriented knowledge and skills-set is a pressing problem. TBL has decided to assist the youth of today in designing their future and laying the foundation for financial independence by offering systematic vocational education and local employment. TBL fosters promising talents by offering customer service education, soft skills and capabilities needed to survive in today's competitive work atmosphere. The graduates are also exposed to life skills training or internship opportunities during their course, which prepares them for the real workplace scenario. The above activities are illustrative not exhaustive.

IV. Sports

Indian sports have made a remarkable contribution at the international level, most importantly cricket.

Despite the facts and records, the present condition of sports in India (except for cricket), is nevertheless dismal. Incentives, infrastructure and proper training, nutrition etc. are lagging far behind, in short, sports in India require a lot of improvement. Every sport has its own importance and deserves equal respect and management. The condition of the women teams is still poor.

According to our view, sports effect people in general in a positive way, is youth-friendly, health-oriented, socially interactive, environmentally aware, culturally liberating and fun. By encouraging sports TBL tries to have an impact on attitudes towards health enhancement and physical condition on a wider scale. In addition, Sport is beneficial to individual development, health promotion and disease prevention, promotion of gender equality, social integration and the development of social capital, peace building and conflict prevention, trauma relief and normalization of life, economic development, communication, Personality Development, Self-Confidence and social mobilization. Sport has the charm to attract large audiences, particularly young people, and send appealing messages through media.

TBL will promote the adventure sports, rural sports, nationally recognized sports, Paralympic sports and Olympic sports, Organizing leadership and motivational camps, Supporting sportspersons to participate in state, national and international events, Offering scholarships and sports equipment's to deserving sportspersons and other facilities as Schedule VII of Companies Act, 2013. The above activities are illustrative not exhaustive.

V. Rural & Slum area development

Strengthening of rural/Slum areas by improving accessibility hosing drinking water, sanitation, power, participate in school development in villages, livelihoods, thereby creating sustainable village. Above mention activities are inclusive but not an exhaustive list.

Explanation- The term "slum area" shall mean any area declared as such by the Central Government or any State Government or any other competent authority under any law for the time being in force.

VI. Disasters Management

Disaster management, including relief, rehabilitation and reconstruction activities.

India's urban and rural populace has always been vulnerable to natural disasters. Droughts, floods, landslides, cyclones and earthquakes are some of the natural disasters that have recently affected the country. The impact of each hazard varies, and leaves a lasting impact in most cases on the people and on the national budget, disrupting life and livelihoods.

In this context, TBL will extending a helping hand to aid communities facing natural disasters through multifarious ways including initiating relief and rehabilitation activities, offering services and financial assistance. As support to such initiatives is not pre-planned, therefore they will be of an ad-hoc nature. The magnitude and the form of investment covered under this support will depend on the nature of the disaster. The above activities are illustrative not exhaustive.

VII. Contribution To R&D Projects And Public Funded Universities Etc. As Per Schedule V

(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 Organization (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).

VIII. Art & Culture

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. The above activities are illustrative not exhaustive.

IX. Benefits For Forces

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. The above activities are illustrative not exhaustive.

X. Gender Equality

There is a growing body of data on the benefits of empowering women in all parts of an organization—from factory floor to boardroom. According to studies issued by Catalyst, Credit Suisse, and McKinsey & Co., increases in the number of women in senior management positions and on corporate boards correlate with improved financial performance. The McKinsey report, for example, found that “companies in the top quartile for gender diversity are 15 percent more likely to have financial returns above their respective national industry medians.” Our article cites a wealth of other findings that point to the positive impact that greater gender equality has on talent development, productivity, and access to sustainable markets.

Despite such data, companies rarely treat women’s empowerment as a vital part of their corporate sustainability initiatives. Even when companies do recognize the significance of gender equality,

they typically do so in the form of discrete programs or initiatives. In a single company, the human resources department may take responsibility for employee diversity issues, the corporate social responsibility team may promote gender equity as a human rights issue, the board of directors may focus on C-suite and board diversity, and the supply-chain managers may work to ensure gender diversity among suppliers. Rarely do those groups work together in an integrated way on gender initiatives. Our main focus will be as per the following activities:

- ✚ Adult literacy for women
- ✚ Promoting gender equality
- ✚ Empowering women
- ✚ Promoting and providing credit support to women's self-help and joint liability groups
- ✚ Training in vocations pursued by women
- ✚ Setting up homes for women & orphans
- ✚ Setting up old-age homes & other facilities for senior citizens
- ✚ Setting up hostels for working and student women, day care centers for kids of working women, etc.

The above activities are illustrative not exhaustive.

XI. Environment Sustainability:

- ✚ 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;
- ✚ 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 arts and handicrafts.

The above activities are illustrative not exhaustive.

XII. Contribution to PM National Relief Fund or PM Care Fund etc.:

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.

CSR BUDGET

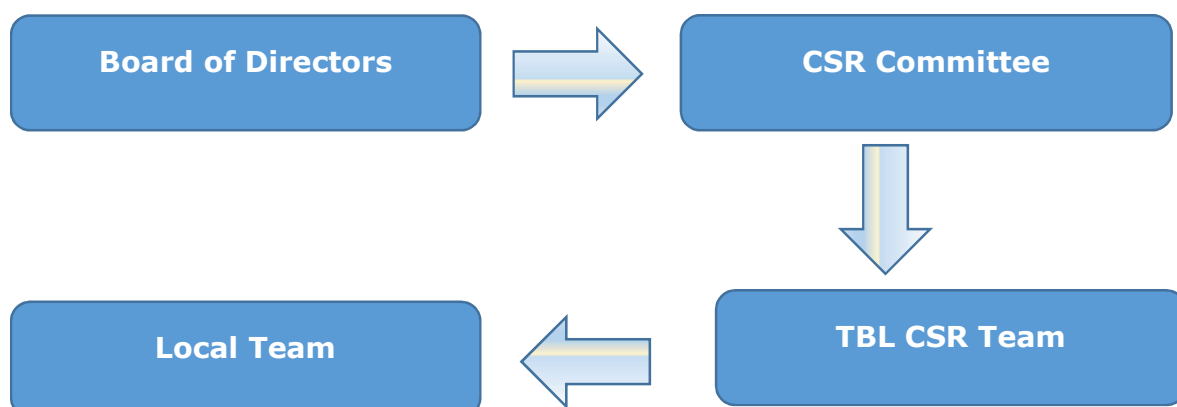
1. The Board shall ensure that in each financial year, TBL spends at least 2 % of the average net profit made during the three immediately preceding financial years.
2. The computation of average net profits will be carried out in accordance with the provisions of Section 198 of the Companies Act, 2013.
3. The unutilized CSR budget from the 2 per cent of the average net profit will be put back into CSR activities of the succeeding year.

4. The surplus arising, if any, out of the CSR projects or programs or activities shall not form part of the business profit of a company.
5. TBL may collaborate or pool resources with other Organisation to plan, implement, monitor and report CSR activities.

IMPLEMENTATION

1. CSR program will be undertaken by TBL in areas selected for interventions. TBL will choose to undertake need assessments as and when, it deems.
2. TBL will encourage employees for volunteering in community/Society service.
3. The time period/duration over which a particular program will be spread, will depend on its nature, extent of coverage and the intended impact of the program.
4. TBL may enter into partnerships with the government, business partners, Organisations and communities to create multiplier effect of its social and environment projects.
5. The mode of implementation of CSR programs will include a combination of direct implementation and partners such as government schools and college, training institutes, NGOs, business partners, registered societies, Organisations etc. TBL will select its activity partners after appropriate due diligence.
6. TBL may also implement the CSR programs through registered trust/foundation/society/company set up by TBL or its holding or subsidiary or associate company under section 8 of the Companies Act, 2013 or through other registered trust/society/company having an established track record of three years in undertaking the projects or programs proposed to undertaken by TBL.
7. TBL may use the services of internal teams, expert agencies, consultancy firms etc., wherever required for carrying out base line surveys, guidance on project design and implementation, due diligence of implementation partners, impact assessment surveys etc.
8. The teams responsible for implementing the various CSR projects are mentioned in the section on the Governance Structure of the Policy.

CSR GOVERNANCE STRUCTURE



ROLES AND RESPONSIBILITIES

THE BOARD:

The Board of Directors of TBL will be responsible for:

- ✚ The approval of the CSR Policy for TBL.
- ✚ Disclosing the content of the Policy in its report and ensuring its placement on TBL's website in such a manner as prescribed under Section 135 of the Companies Act 2013 read with the CSR Rules.
- ✚ Ensuring that the social projects included in the Policy are undertaken by TBL.
- ✚ That TBL spends, in every financial year, at least 2 percent of the average net profits made during the three immediately preceding financial years.
- ✚ Ensuring that TBL gives preference to the local areas around its operations for spending the amount earmarked for CSR projects.
- ✚ Ensuring that it specifies the reasons in its report for not spending the earmarked amount in case it to spend such amount.

CSR COMMITTEE:

1. **Composition of the CSR Committee:** The composition of the CSR Committee of the Board is as under.

S.NO	NAME	DESIGNATION/CATEGORY	DESIGNATION-CSR COMMITTEE
1	Rohit Jain	Independent Director	Chairman
2	Abhishek Agarwal	Independent Director	Member
3	Naresh Kumar Singla	Managing Director	Member

2. **Responsibility of the CSR Committee:**

- ✚ Formulate and recommend the CSR Policy to the Board for approval;
- ✚ Monitor the Policy from time to time and recommend changes to the Board;
- ✚ Recommend the amount of expenditure to be incurred on CSR projects;
- ✚ Constitute a transparent monitoring mechanism for ensuring effective and efficient implementation of the CSR projects.

3. **Frequency and Calling of Meetings :**

The Committee shall meet at least once year. Additional meetings may be held to ensure that the Committee take note of the CSR activities, the expenditure thereon as budgeted, the service level agreements with any NGO qualified to undertake CSR projects if required, and monitoring thereof.

Meeting of the Committee shall be called by the Secretary of the Committee at the request of any of its members or by Chairman in the absent of secretary. Meetings may be held with the physical presence of the Members or via video-conference mode. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Committee, any other person required to attend along with the supporting papers. Any member desirous of participating through videoconference may communicate the same to the Company or the Secretary at least two (2) days before the date of Meeting. Additional meetings may be held at the discretion of the Board or any member(s) of the Committee and shall be held at such time, date and venue as may be decided by the person calling the Meeting.

CSR TEAM:

Responsibility of the CSR Team:

- ✚ To seek guidance from the CSR Committee regarding policy, budget and implementation guidelines;
- ✚ Execution of CSR Policy;
- ✚ To spread awareness regarding the approved CSR policy and place it on TBL's website;
- ✚ Recommend projects to be undertaken during the financial year to the CSR Committee;
- ✚ Recommend targets and timelines for implementation of developmental initiatives;
- ✚ Apprise CSR Committee with the project performance and status of CSR expenditure once every quarter;
- ✚ Facilitate effective implementation of TBL's CSR plan across sectors and regions;
- ✚ Allocate appropriate resources to achieve desired performance in alignment with Sustainability & CSR targets and initiatives;
- ✚ Compilation of information & preparation of Annual Reports on CSR activities and presenting the same in pursuit of the Companies Act, CSR Rules and other applicable Rules and Regulation;
- ✚ Any other activity necessary to ensure achievement of CSR objectives.

MONITORING AND REPORTING FRAMEWORK

Project Monitoring:

TBL will institute a well-defined monitoring and evaluation mechanism to ensure that each CSR program has:

1. Defined objectives developed out of the societal needs.
2. Defined targets, time lines and measurable parameters, wherever possible.
3. A progress monitoring and reporting framework that is aligned with the requirements of the section 135 of the Companies Act and the CSR Rules.

The CSR committee will meet periodically to discuss the progress of CSR activities and apprise the Board with the progress and action plan, from time to time.

Budget monitoring:

TBL will establish an accounting system to ensure proper accounting of CSR spends.

Reporting Framework:

- ✚ The CSR Team will monitor progress on CSR projects and CSR spend and report to the CSR Committee at regular intervals.
- ✚ TBL will report CSR performance in its annual report as per the structure and format prescribed in the notified CSR Rules by MCA and SEBI.

Volunteerism:

TBL is committed to providing opportunities to its employees, their families to engage in volunteering activities that will benefit the communities in which they live and work, and at the same time, support Company's own CSR efforts. This will not only deepen local community connect but will also leverage in-house skills in addressing social challenges, thereby creating both social and business impacts.

AMENDMENT

The Company or the Board reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification shall be inconsistent with the applicable provisions of the Act or any law for the time being in force.

For **M/S Titan Biotech Limited**

Naresh Kumar Singla
Director
DIN: 00027448