



Roche Products (India) Pvt. Ltd.
CORPORATE SOCIAL RESPONSIBILITY POLICY

Corporate Social Responsibility Policy

Version 2.0



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Review and Approval	Name	Signature	Date
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	2. Mr. Maturin Tchoumi	Sd/-	
3. Mr. Shivprasad Laud	Sd/-		

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1 INTRODUCTION

The new Companies Act 2013 (hereinafter referred to as 'the Act'), has introduced the concept of Corporate Social Responsibility Policy (hereinafter referred to as "CSR") through its "Comply-or-Explain" mandate. It mandates qualifying companies to constitute Corporate Social Responsibility Committee to effectively monitor CSR activities of the Company. Further the Companies (Corporate Social Responsibility Policy) Rules, 2014 (hereinafter referred to as "CSR Rules") lay down the framework and modalities of carrying out CSR activities which are specified in Schedule VII of the Act.



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2 OBJECTIVE & SCOPE

The main objective of this CSR policy is to make clear to all stakeholders what ROCHE PRODUCTS (INDIA) PVT. LTD (hereinafter referred to as 'the Company') means by CSR and how Company proposes to work towards achieving it. This CSR Policy governs the Company's approach to all our CSR activities;

In implementing this Policy the Company aims to:

- Be a responsible Corporate Social Citizen;
- Be an exemplar of good practice in society.

This Policy covers current as well as proposed CSR activities to be undertaken by the Company and its alignment with Schedule VII of the Act as amended from time to time. It covers the CSR activities which are being carried out in India only and includes strategy that defines plans for future CSR activities.



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3 CSR COMMITTEE

3.1 Constitution

Pursuant to the provisions of Section 135 of the Act and CSR Rules, 2014 the Board of Directors has constituted the Corporate Social Responsibility (CSR) Committee of the Board. The Members of CSR shall be appointed by the Board of Directors of the Company.

The CSR Committee of the Board comprises the following:

- 1) Mr. Maturin Tchoumi
- 2) Mr. Shravan Subramanyam
- 3) Mr. Shivprasad Laud

3.2 Powers of the Committee

Following shall be the Powers of the CSR Committee:

- (i) Formulate CSR Policy and recommend the same to the Board of Directors of the Company for approval.
- (ii) Approve to undertake CSR activities as set out under Schedule VII of the Act and to separately report the same in accordance with the CSR Rules.
- (iii) Recommend the CSR Budget.
- (iv) Spend the allocated CSR amount on the CSR activities once it is approved by the Board of Directors of the Company in accordance with the Act and the CSR Rules.
- (v) Create transparent monitoring mechanism for implementation of CSR initiatives in India.
- (vi) Submit the CSR Reports to the Board in respect of the CSR activities undertaken by the Company.
- (vii) Monitor CSR Policy from time to time.
- (viii) Amend the CSR Policy as may be necessary and expedient to do so.

3.3 Frequency of the Meeting of the CSR Committee

The CSR Committee shall meet at least four (4) times during financial year. Members of the CSR Committee can agree upon mutually regarding time and place for the said meetings. Quorum for the meeting should be two. The Members of the Committee may participate in the meeting either in person or through video conferencing or other audio visual means in accordance with the provisions of the Companies Act, 2013 and Rules made thereunder from time to time.

India Leadership Team (ILT) may be invited to the CSR Committee Meeting as may be appropriate. Minutes of the CSR Committee shall be placed before the Board for noting.



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4 CSR BUDGET/CSR SPEND

Section 135 of the Act states that compliance of CSR is mandatory, if a company (whether private or public) meets any one of the following criteria:

- Net worth of Rs.500 crore or more, or
- Turnover of Rs.1000 crore or more or
- Net profit of Rs.5 crore or more during any financial year.

The Act mandates companies meeting the above mentioned qualification criteria to have spent in every financial year, at least 2% of the average net profits of the Company made during the 3 immediately preceding financial years, in pursuance of its CSR policy (net profits to be calculated as per section 198 of the Act) falling under purview of Schedule VII of the Act.

4.1 CSR Expenditure:

(1) "Net profit" means the net profit of a company as per its financial statement prepared in accordance with the applicable provisions of the Act, but shall not include the following namely :-

- (i) any profit arising from any overseas branch or branches of the company' whether operated as a separate company or otherwise;
- (ii) any dividend received from other companies in India, which are covered under and complying with the provisions of section 135 of the Act;

Provided that net profit in respect of a financial year for which the relevant financial Statements were prepared in accordance with the provisions of the Companies Act, 1956, (1 of 1956) shall not be required to be re-calculated in accordance with the provisions of the Act;

Provided further that in case of a foreign company covered under these rules, net profit means the net profit of such company as per profit and loss account prepared in terms of clause (a) of sub section (1) of section 381 read with section 198 of the Act.

(2) Words and expressions used and not defined in these rules but defined in the Act shall have the same meaning respectively assigned to them in Act.

The CSR expenditure shall include all expenditure including contribution to corpus or on projects or programs relating to CSR activities approved by the Board of Directors on the recommendation of its CSR Committee but does not include any expenditure on an item not in conformity or not in line with activities stated under Schedule VII of the Act.



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4.2 Expenditure on CSR capabilities

The Company may build CSR capabilities of their own personnel as well as of their implementing agencies and such expenditure shall not exceed 5% of the total CSR spend of the Company as stated in the Rules from time to time. Determination of whether particular expenses fall within this 5% cap can be decided in consultation with the finance director of the Company based on the clarification available from time to time in this regard.

4.3 Failure to spend the CSR Money

In case the Company fails to spend the above targeted amount in that particular financial year, the Committee shall submit a report in writing to the Board of Directors specifying the reasons for not spending the amount which in turn shall be reported by the Board of Directors in their Directors' Report for that particular Financial Year. Surplus arising out of the CSR initiatives shall not form part of the business profits of the Company.



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5 CSR ACTIVITIES

In line with Schedule VII of the Act and the CSR Rules, the Company shall undertake CSR activities included in its Annual CSR Plan, as recommended by the CSR Committee at the beginning of each year. The Committee is authorized to approve any modification to the existing Annual CSR Plan or to propose any new program during the financial year under review.

5.1 Annual CSR Plan

The Annual CSR Plan would consist of one or more of the following CSR activities which may be undertaken by the Company during any financial year:

1. Eradicating hunger, poverty and malnutrition, promoting preventive health care and sanitation and making available safe drinking water;
2. Promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects;
3. Promoting gender equality, empowering women, setting up homes and hostels for women and orphans; setting up old age homes, day care centers and such other facilities for senior citizens and measures for reducing inequalities faced by socially and economically backward groups;
4. 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;
5. 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;
6. Measures for the benefit of armed forces veterans, war widows and their dependents;
7. Training to promote rural sports, nationally recognized sports, paralympic sports and Olympic sports;
8. Contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government for socio-economic development and relief and welfare of the Scheduled Castes, the Scheduled Tribes, other backward classes, minorities and women;
9. Contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government;



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10. Rural development projects;
11. Slum area development.
12. Any other CSR activities which may be permitted due to any amendment in the existing Circulars, Schedule VII of the Act or CSR Rules or by way of any judicial pronouncements etc.

5.2 Activities not considered as CSR spend:

CSR projects and programs that are implemented by the Company for benefit of the employees of the Company and their families shall not be considered as CSR spend. The CSR activities implemented outside India also fall outside the purview of the Rules and hence CSR expenditure on such activities will not be considered for inclusion in the CSR Report. Any amount directly or indirectly contributed towards any political party under Section 182 of the Act shall also not be considered as CSR Spend. Activities that are undertaken by the Company in pursuance of its normal course of business will not be considered as CSR activities.

5.3 Reports

CSR Committee shall prepare Reports that are required to be placed before the Board. The format of the Report shall be as prescribed under the CSR Rules and is as under:

**FORMAT FOR THE ANNUAL REPORT ON CSR ACTIVITIES
TO BE INCLUDED IN THE BOARD'S REPORT**

1. A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.
2. The Composition of the CSR Committee.
3. Average net profit of the company for last three financial years.
4. Prescribed CSR Expenditure (two per cent of the amount as in item 3 above).
5. Details of CSR spent during the financial year:
 - a. Total amount to be spent for the financial year;
 - b. Amount unspent, if any;
 - c. Manner in which the amount spent during the financial year is detailed below:

Sr. no	CSR Project or Activity Identified	Sector which the project is covered	Project or Programs 1) Local Areas, 2) Specify the state and district where projects or programs was undertaken	Budget (Project or Program)	Amount spent on Project or Program	Cumulative Expenditure	Target Date & Status
					a)Direct Expenditure		
					b)Overheads		
1							
2							
	TOTAL						



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6. In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reason for not spending the amount in its Board Report.
7. A Responsibility Statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the company.



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6 POLICY REVIEW & FUTURE AMENDMENT

The Committee shall annually review its CSR Policy from time to time and make suitable changes as may be required and submit the same for the approval of the Board.