Novartis India Limited

CORPORATE SOCIAL RESPONSIBILITY POLICY

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Novartis India Limited

This Policy provides guidance on the vision, principles and governance of Corporate Social Responsibility ("CSR") initiatives to be implemented by the Company.

1. Definitions

- **"Act"** shall mean the Companies Act, 2013, including amendments thereto.

- **"Administrative overheads"** means expenses incurred by the Company for general management and administration of Corporate Social Responsibility functions in the Company but shall not include the expenses directly incurred for the designing, implementation, monitoring, and evaluation of a particular Corporate Social Responsibility project or programme.

- **"Board"** shall mean the board of directors of the Company.

- **"Code of Conduct"** shall mean the Code of Conduct adopted by the Company from time to time.

- **"Compliance Officer"** shall mean an employee appointed as per the requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is responsible for overseeing the Company's compliance processes.

- **"CSR"** means corporate social responsibility.

- **"CSR Activity(ies)"** shall mean the permissible CSR activities as per Section 135 of the Act, Schedule VII of the Act and the Companies (Corporate Social Responsibility Policy) Rules, 2014 including respective amendments.

- **"CSR Committee"** shall mean the CSR Committee constituted by Board of the Company.

- **"Director(s)"** shall mean directors appointed on the Board of the Company including executive, non-executive, independent and nominee directors.

- **"Employee(s)"** shall mean every employee of the Company, including regular employees, contractual employees and retainers.

- **"Rules"** shall mean the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended from time to time.

- **"Quarter(ly)"** shall mean a calendar quarter for each Financial Year.

Words and expressions used and not defined hereinabove but defined in the Act and / or Rules shall have the same meanings respective assigned to them in the Act and / or Rules, as the case may be.

2. Preamble and Philosophy

1. Novartis India Limited **("Company")** is committed to conducting its business in a socially, environmentally and ethically responsible manner and contribute to the society and environment in which it operates; to be able to contribute to social welfare and, directly or indirectly, financially assist people at large to improve their life or condition.

2. The Company has long been involved in 'giving back to society' and has regularly supported and contributed to a variety of projects including relief and rehabilitation, promotion of education, making available free or affordable medical facilities, child and women development schemes, etc. The operating philosophy of the Company has been guided by this approach and the Company too has been regularly but selectively contributing to socially responsible activities as an integral part of its business governance.

3. Section 135 of the Companies Act, 2013 read with the Rules made thereunder, *inter alia,* requires the Board to (a) constitute a Corporate Social Responsibility Committee to formulate the Corporate Social Responsibility Policy **("CSR Policy")** of the Company, (b) after taking into account the recommendations made by the CSR Committee, approve the CSR Policy for the company and disclose contents of such Policy in its report and also place it on the Company's website; (c) ensure that the Company spends in every financial year at least 2% of the average net profits of the Company made during the three immediately preceding financial year (as calculated in the manner described in the said Section 135 and the Rules) in pursuance of this CSR Policy ("**CSR Amount**"), (d) ensure that the activities as are included in the CSR Policy are undertaken by the Company; (e) disclose the composition of the CSR Committee in its report; and (e) to include in its report, an annual report on CSR containing particulars prescribed under the Rules.

4. This CSR Policy has been approved by the Board based on recommendations of the CSR Committee constituted by the Board in compliance with Section 135 of the Act.

5. This Policy supersedes the earlier CSR Policy approved by the Board on November 19, 2014.

3. Objectives

1. Corporate Social Responsibility ("**CSR**") is a Company's sense of responsibility towards the society and the environment in which it operates. It is a commitment of a business entity to strengthen the society and contribute towards its development, improvement and upliftment. The Company has imbibed this philosophy

in its governance and has been pursuing CSR Activities on a regular basis as stated above. The Company has documented this in its CSR Policy to comply with stated requirements of the Act and the Rules.

2. The objective of the CSR Policy is to strive to create and/or encourage, directly or indirectly, a positive impact on society at large through CSR Activities or projects undertaken by the Company.

3. This CSR Policy specifies activities to be undertaken by the Company from time to time in terms of Schedule VII of the Act, criteria for partnering with non-governmental organisations **("NGOs")** and other not-for profit organizations, modalities for execution of the projects/activities and implementation schedule.

4. The scope of this CSR Policy covers activities specified in Schedule VII of the Act to enable the Company to choose the activity as it deems fit and also to allow the Company to respond to different situations and challenges appropriately.

4. Statutes and Legislations

While this CSR Policy is the stated position of the Company in the area of CSR and finds its independent justification under the philosophy and business objectives of the organization, it also has linkage to the regulatory requirements as prescribed under the Act and Rules made thereunder.

In that context, the CSR Policy is aligned and subject to the following legislation and Rules made thereunder (as amended from time to time):

1. Section 135 of the Act;
2. The Rules;
3. Schedule VII of the Act;
4. General circulars, frequently asked questions and notifications as issued by the Ministry of Corporate Affairs from time to time.

5. CSR Activities

The Company shall undertake any CSR Activity covered under Schedule VII of the Act from time to time and in line with the Company's commitment to conduct its business in a socially, environmentally and ethically responsible manner; and contribute to the society and the environment in which it operates. The CSR Committee may decide to undertake CSR Activities in projects such as healthcare, education, environment or any other area that the CSR Committee deems fit and is covered under Schedule VII of the Act.

The CSR Activity shall be carried out by the Company directly or in partnership with NGOs, not for profit organizations or other third parties registered with Ministry of Corporate Affairs and recommended by the CSR Committee.

6. Roles and Responsibilities

A. Roles and responsibilities of CSR Committee

The CSR Committee shall be constituted from time to time in accordance with Section 135 of the Act and the Rules. The CSR Committee shall play the following role in fulfilling the CSR objective of the Company:

a. Recommend to the Board the amount of expenditure to be incurred on CSR Activities;
b. Periodically review and monitor the CSR Policy;
c. Formulate and recommend to the Board an annual action plan in pursuance of this CSR Policy including:
   - list of CSR projects or programmes that are approved to be undertaken as per Schedule VII of the Act.
   - manner of execution of such projects or programmes.
   - the modalities of utilisation of funds and implementation schedules for the projects or programmes;
   - monitoring and reporting mechanism for such projects or programmes.
   - details of need and impact assessment, if any, for the projects undertaken by the Company.
d. Identify and recommend possible implementation platforms and assist in the selection of partnering organizations;
e. Formulate transparent monitoring mechanisms to ensure effective implementation of the project/programme/activity to be undertaken by the Company;
f. Report to the Board on half yearly basis the amount spent on CSR Activities and status of CSR Activities;
g. Ensure that all CSR Activities are valid and for a legitimate purpose and performed in an ethical and compliant manner;
h. Carry out such requirement as mandated under the Act and the Rules from time to time; and
i. Any other responsibility as assigned by the Board from time to time, under this CSR policy.

B. Roles and responsibilities of Board

The Board shall be responsible for overall monitoring of the CSR Policy and CSR expenditure including the following:

a. Approve the CSR Policy of the Company after considering the recommendations given by the CSR Committee;
b. Recommend the amount of expenditure to be incurred on CSR Activities and projects identified by the CSR Committee;
c. Disclose the contents of the CSR Policy in its report and place it on the Company's website;
d. Ensure that CSR Activities are undertaken in accordance with the CSR Policy, Section 135 of the Act and Rules and in the manner as approved by the Board;
e. In case of ongoing project, monitor the implementation of the project with reference to the approved timelines and yearwise allocation and make modifications, if any, for smooth implementation of the project within the overall permissible time period;
f. Satisfy itself that the funds disbursed have been utilised for the purposes and in the manner as approved by it; and

g. Ensure that the Company spends, in every financial year, at least 2% of its average net profits made during the three immediately preceding financial years, in pursuance, of this Policy.

Specify in the Board's report the reasons for not spending the amount earmarked for CSR Activities, if the Company fails to spend such amount.

7. CSR Expenditure

(a) The Company shall ensure that it spends on CSR Activities in India, in every financial year, at least 2% of its average net profits of the three immediately preceding financial years in pursuance of this CSR Policy. If the Company fails to spend such amount, the Board shall specify the reasons for not spending such amount in its report.

(b) In the event the CSR Amount is not spent, the Board shall disclose the reason for not spending the CSR Amount in the Board's report and unless such unspent amount relates to an Ongoing Project (*as defined herein*), transfer such unspent amount to a fund as specified under Schedule VII of the Act within a period of 6 months of the expiry of the relevant financial year. If the actual CSR expenditure exceeds the CSR Amount, the excess amount may be set-off as per the Act, read with the CSR Rules. For the purposes of this paragraph, the term "**Ongoing Project**" means a multi-year project undertaken by the Company in fulfilment of its CSR obligation having timelines not exceeding 3 (three) years excluding the financial year in which it was commenced, and shall include such project that was initially not approved as a multi-year project but whose duration has been extended beyond 1 (one) year by the Board based on reasonable justification.

(c) In the event the amount remaining unspent under the CSR Amount relates to any Ongoing Project, the Company shall transfer such amount within a period of 30 (thirty) days from the end of the relevant financial year to a special account, to be opened by the Company in that behalf for that financial year in any scheduled bank to be called the "**Unspent Corporate Social Responsibility Account**" and such amount shall be spent by the Company in pursuance of its CSR obligations under this Policy, within a period of 3 (three) financial years from the date of such transfer, failing which, the Company shall transfer the same to a CSR Government Fund as specified under Schedule VII the Act, within a period of 30 (thirty) days from the date of completion of the third financial year.

(d) In case of an Ongoing Project, the Board shall monitor the implementation of the CSR Project with reference to the approved timelines and year-wise allocation and shall be authorized to make modifications, if any, for smooth implementation of such Ongoing Project within the overall permissible time period.

(e) The CSR Amount may be spent by the Company for creation or acquisition of a capital asset, which shall be held by:

- a company established under section 8 of the Act, or a registered public trust or registered society, having charitable objects and CSR Registration Number
- beneficiaries of the said CSR project, in the form of self-help groups, collectives, entities; or
- a public authority

Section 135 (1) stipulates that the CSR Committee shall consist of 3 or more Directors, of which at least one Director shall be an Independent Director. Refer ***Annexure 1*** for composition of the CSR Committee.

(f) The CSR Committee shall recommend to the Board the activities to be undertaken as specified in Schedule VII of the Act and CSR Expenditure with a proposed implementation plan. Any CSR Activity approved by the CSR Committee from time to time may be placed on the website of the Company, if so, required by the Act or the Rules.

(g) The surplus amount arising from the CSR Activities shall not form part of the business profit of the Company and shall be ploughed back into the same project or shall be transferred to the Unspent Corporate Social Responsibility Account and should be utilized for undertaking CSR Activities as per this Policy and annual action plan of the Company or transferred to a fund specified in schedule VII of Act, within a period of six months of the expiry of the financial year.

(h) If the Company spends an amount in excess of the CSR Amount, such excess amount may be set off against the requirement to spend such amount up to immediate succeeding three financial years, subject to the conditions set out under Rule 7 of the Rules.

(i) The Board shall satisfy itself, and the Chief Financial Officer shall certify, that the CSR funds so disbursed have been utilised for the purposes and in the manner as approved by the Board.

(j) The Company shall give preference to local areas where the Company has operations and surrounding areas where it operates, for spending the amount on CSR Activities.

8. Partnering Organisations

1. The Board shall ensure that the CSR Activities are undertaken by the Company itself or through:
   (i) a company established under section 8 of the Act, or a registered public trust or a registered society (as prescribed under Rule 4 of the Rules), established by the Company, either singly or along with any other company; or
   (ii) a company established under section 8 of the Act or a registered trust or a registered society, established by the Central Government or State Government; or
   (iii) any entity established under an Act of Parliament or a State legislature; or

(iv) a company established under section 8 of the Act, or a registered public trust or a registered society (as prescribed under Rule 4 of the Rules), and having an established track record of at least three years in undertaking similar activities.

2. The Company may engage international organisations for designing, monitoring and evaluating the CSR Projects as per this Policy as well as for capacity building of their own personnel for CSR.

3. The Company may also collaborate with other companies for undertaking CSR Projects or CSR Activities in such a manner that the CSR committees of respective companies are in a position to report separately on such CSR Projects or CSR Activities in accordance with the CSR Rules.

4. When the Company decides to implement CSR Activity through a partnering organization, the Board shall ensure that the Company enters into a memorandum of understanding with such partnering organization, which would detail key roles and responsibilities of each of the parties.

5. Before engaging, a detailed third-party due diligence shall be conducted on the partnering organization. The functional team must submit a due diligence report explaining the key findings and the reasons for any concerns identified including any negative information or red flags to CSR Committee. The CSR Committee shall approve or reject the partnering organization for CSR Activities.

6. Partnering organisations engaged for the purpose of CSR activity shall submit CSR registration number to the Company along with the on-boarding documents prior to commencing the engagement.

9. Execution Modalities and Time Schedules

1. The Company management shall identify the CSR Activity. The CSR Committee shall fix the implementation schedule of the CSR Activity. Requests received from external partnering organizations for undertaking CSR Activities, shall be in writing and shall set out the nature of activity, funds required for the CSR Activity and a statement of its past CSR Activities. Such requests shall be reviewed by the CSR Committee and approved by the Board.
2. Administrative Overheads shall not exceed five percent of total CSR expenditure of the Company for the year.

10. Impact Assessment

Impact assessments shall be mandatorily conducted through an independent agency if the average CSR obligations of the Company in the immediately preceding three financial years is INR 10 crores or more.

1. Impact assessments shall be conducted for projects with outlays of INR One Crore or more, and which have been completed not less than one year before undertaking the impact study.

2. Such impact assessment reports are to be placed before the Board and annexed to the Board's annual report on CSR.
3. If the Company undertakes an impact assessment, the Company may book the expenditure towards CSR Activities for that financial year, which shall not exceed 2% of the total CSR expenditure for that financial year or INR 50,00,000 (Indian Rupees Fifty Lakhs), whichever is higher.

The CSR Committee may decide to conduct the impact assessment even if average CSR obligations of the Company in immediately preceding three financial years is less than INR 10 crores.

11. Monitoring Mechanism

The CSR Committee shall develop methods to monitor and assess CSR Activities, such as the end utilization of funds and mechanism to identify and analyse unusual trends and patterns in payments, the ultimate beneficiary of funds etc. All CSR Projects shall be assessed against their pre-defined goals, objectives and indicators of success.

The Company shall be required to obtain the following from all recipients of CSR funds or partnering organisations for records of the CSR Committee:

1. Note on expertise and resources that partnering organization brings to the proposed role they will undertake.
2. Clear action/work plan for utilization of funds provided by the Company subdivided into stages of execution.

To ensure steady progress and proper utilization of the CSR Expenditure, the following monitoring mechanism may be adopted:

i. periodic field visits by persons deputed by the Company;
ii. Internal audit of sample CSR Activities;
iii. Review of reports submitted by partnering organization;
iv. Impact assessments of CSR Activities; and
v. Address deficiencies identified during periodic filed visits and CSR audits.

The CSR Committee may engage external agencies to evaluate the CSR projects. The CSR Committee shall monitor the implementation of the CSR Activities and utilization of the CSR expenditure.

12. Dissemination of Information

The Company shall post this CSR Policy, composition of the CSR Committee and projects approved by the Board on the Company's website.

The Board shall include an annual report on CSR Activities in a format specified in the Rules and such annual report shall also be posted on the Company's website after approval of the report by the Board.

13. Consequences of Non-Compliance and Exception Management

Non-compliance or violations of this Policy will be dealt with strictly. Any Employee, Director and/or third party found to be violating this Policy shall be subject to disciplinary measures in accordance with the disciplinary policies and Code of Conduct of the Company.

14. Training and Certification

Employees and Directors shall be adequately trained regarding the functioning of the latest version of this Policy. Employees and Directors shall attend periodic trainings and obtain comprehension of the pre-requisites of this Policy.

15. Review and Revision

This Policy will be subject to review and revisions as may be deemed necessary by the Board and the CSR Committee. In the event of any conflict between the terms of this Policy and applicable law, the provisions of applicable law shall prevail.

This Policy is approved and adopted by the Board at its meeting held on July 29, 2026, from which date, this Policy shall be effective.

16. Annexure

Annexure 1

Composition of CSR Committee

Sr. No.	Name	Role in Committee
1	Ashok Bhatia	Chairperson
2	Ramesh Ramadurai	Member
3	Suchita Sharma	Member