

NEOGEN CHEMICALS LIMITED

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**CORPORATE SOCIAL RESPONSIBILITY
(CSR) POLICY**

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1. Introduction

- 1.1. In accordance with the provisions of Companies Act, 2013 (“**Companies Act**”), Neogen Chemicals Limited (“**Company**”), constituted a CSR Committee which in exercise of its authority and discharge of its responsibility, formulated a Corporate Social Responsibility Policy (“**CSR Policy**”) as elaborated hereunder. Capitalized terms used in this CSR Policy and not defined herein shall have the meaning as ascribed to them under the Companies Act.

2. Objectives

The CSR Policy shall be read in line with Section 135 of the Companies Act, the Companies (Corporate Social Responsibility Policy) Rules, 2014 and such other regulations, circulars, and notifications (collectively referred hereinafter as “**CSR Regulations**”) as may be applicable and as amended from time to time and will, *inter alia*, provide the following:

- (a) establishing a guideline for compliance with the provisions of CSR Regulations to dedicate a percentage of Company’s profits for social projects;
- (b) ensuring the implementation of CSR initiatives in letter and spirit through appropriate procedures and reporting; and
- (c) creating opportunities for employees to participate in socially responsible initiatives.

3. Definitions

a) “Board of Directors” or “Board” means the Board of Directors of Neogen Chemicals Limited, as constituted from time to time.

b) “Company” means a company incorporated under the Companies Act, 1956 or under any previous company law.

c) “CSR Committee” means Corporate Social Responsibility Committee constituted by the Board of Directors of the Company, from time to time, under provisions of the Companies Act, 2013.

d) “Independent Director” means a director of the Company, not being a whole-time director and who is neither a promoter nor belongs to the promoter group of the Company and who satisfies other criteria for independent director under the Companies Act, 2013 and the Listing Obligations and Disclosures Requirements (LODR) with Stock Exchanges.

e) "Policy" means Policy on Corporate Social Responsibility Policy.

4. CSR Strategy and Activities

- 4.1. The CSR initiatives shall include the following activities within the overall ambit of Schedule VII to the Companies Act, which may be enlarged from time to time as decided by the CSR Committee. A list of activities which can be undertaken by a company as part of CSR is set out under Schedule VII of the Companies Act, 2013 is replicated as Annexure A to this document.

5. CSR Funds

The corpus for the purpose of carrying on the aforesaid activities shall include the following:

- (a) At least 2% of the average net profits made by the Company for the 3 (three) immediately preceding financial years.
- (b) Any income or surplus arising from the CSR projects or programs shall be used by the Company for its CSR activities and such surplus shall not form parts of the business profits of the Company.
- (c) Any income from the surplus funds from the CSR activities.

6. Implementation Process

- 6.1. The operations of the CSR activities of the Company and the CSR Policy shall be overseen by the CSR Committee.
- 6.2. The CSR Committee may be resourced with suitably qualified individuals for the purpose of running its operations. Such individuals may be deputed from the Company itself or outsourced.
- 6.3. 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.
- 6.4. While the CSR activities shall be undertaken internally by the CSR Committee, some projects may need to be undertaken in collaboration and partnerships with other suitable specialist agencies. In such cases, the Company may undertake some activities in partnerships with such approved agencies or non-Governmental organizations, which are

eligible to carry out CSR activities under the provisions of the Companies Act. The Company may also collaborate or pool resources with other Companies to undertake aforesaid CSR activities as may be approved by the CSR Committee.

7. Overall Improvement in functioning and discharge of CSR

The CSR Committee shall from time to time explore the ways and means whereby improvements that need to be brought about towards the discharge of CSR by the Company are identified and steps taken to ensure that measures necessary to effectuate the areas of improvement so identified are taken in the right earnest.

8. Disclosure:

As per the Section 135 of the Act read with CSR Rules, the prescribed details related to the CSR Policy, CSR Activities undertaken and expenditure shall be disclosed in the Director's Report of the Company and its website.

9. Amendments to the Policy:

The Board may, subject to the applicable laws, amend any provision(s) or substitute any of the provision(s) with the new provision(s) or replace this policy entirely with a new policy. However, no such amendment or modification shall be inconsistent with the applicable provisions of any law for the time being in force.

10. Interpretation:

In case of any conflict between the provisions of this CSR Policy and provisions of any applicable law, the provisions of applicable law shall prevail over this CSR Policy. Any subsequent amendment/ modification in the provisions of applicable law shall automatically apply to this CSR Policy.

ANNEXURE A

The Company will undertake CSR projects related to list of activities prescribed under Schedule VII of the Companies Act, 2013 as amended from time to time:

(i) 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.

(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 centers 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;

(vii) training to promote rural sports, nationally recognized sports, Paralympic sports and Olympic sports

(viii) contribution to the prime minister's national relief 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;

(ix) contributions or funds provided to technology incubators located within academic institutions which are approved by the central govt.

(x) rural development projects.

(xi) slum area development.
