

DHARIWALCORP LIMITED

CSR POLICY

DHARIWALCORP LIMITED

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1. Preface

Corporate Social Responsibility (CSR) is the way and mean through which Corporates can repay the obligations made by the Society by contributing the resources in its various forms as required for the efficient operation of the Business. Corporate Social Responsibility is strongly connected with the principles of sustainability.

Organization should make decisions based not only on financial or operational factors, but also on the social and environmental consequences. Therefore, it is the core Social Responsibility of Dhariwalcorp Limited to practice its corporate values through its commitment to grow in a socially and environmentally responsible way, while meeting the interests of its stakeholders.

The Policy was prepared by the Board in their meeting held on **May 06, 2024**.

This Policy shall be effective from the date of its approval by the Board, that is, from **May 06, 2024**.

All the words and expressions used in this Policy, shall have the same meaning as respectively assigned to them in the Companies Act, 2013, SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 and/or the rules and regulations made thereunder.

2. Objective and Scope

The key purpose of this Policy is to lay down guidelines for the Company to make CSR a key business process for sustainable development of the society.

The Company may undertake any of the activities specified in Schedule VII of the Companies Act, 2013 as a part of its CSR obligations.

3. Implementation

The Company's CSR Programmes will be implemented through:

- (i) Company Management under the supervision of the Board of Directors of the Company, or
- (ii) External Implementing Agencies being a Section 8 Company, Registered Public Trust or a Registered Society having established track record of at least three years in undertaking similar activities, or
- (iii) Section 8 Company, Registered Public Trust or a Registered Society established by the company, either singly or along with any other company, or
- (iv) Section 8 Company, Registered Public Trust or a Registered Society established by the Central Government or State Government; or
- (v) Any other entity established under an Act of Parliament or a State legislature.

In case CSR Programmes are implemented through External Agencies or Company established entity, the programmes to be undertaken by those agencies or entities will be specified, and it will be ensured that such programmes are covered in the Objects laid down in charter documents of such agencies or entities.

4. Governance

The Board of Directors of the Company (hereinafter referred to as “**the Board**”) will review, monitor and provide strategic direction to the Company's CSR and sustainability practices towards fulfilling its objectives. The Board will also guide the Company in crafting unique models to support creation of sustainable livelihoods together with environmental re-generation.

Every year, the Board will approve an Annual CSR Action Plan (hereinafter referred to as “**CSR Plan**”) delineating the CSR Programmes to be carried out during the financial year, including the budgets thereof, their manner of execution, implementation schedules, modalities of utilisation of funds, and monitoring & reporting mechanism for the CSR Programmes.

The CSR Plan may also be modified by the Board during the financial year. The Board will review the report on the CSR activities undertaken, once every quarter, on the status of implementation of the CSR Programmes.

At the end of every financial year, the Board will consider and approve an Annual Report on CSR activities. The said Report will be disclosed as part of the Report of the Board of Directors of the Company.

The Board reserves the right to obtain professional advice from external sources (such as Expert Agencies, NGOs, Governmental Authorities, etc.) for the purpose of carrying out the CSR activities (“Third Parties”).

Where the Company engages Third Parties, the Board shall constitute a robust monitoring and implementation mechanism, to ensure that the funds and other resources of the Company are being used in an equitable and commercially judicious manner.

In the event the Third Party so engaged requires access to the Company’s internal records, the same shall be shared on a need-to-know basis.

5. CSR Expenditure

Subject to the applicability of provisions of Section 135 of the Companies Act, 2013, it will be the Company's endeavour to spend in that financial year, at least two percent of its average net profits during the three immediately preceding financial years on CSR Programmes in pursuance of this Policy.

The CSR expenditure will include all expenditure, direct and indirect, incurred by the Company on CSR Programmes undertaken in accordance with the CSR Plan.

The Administrative Overheads shall not exceed five percent of total CSR expenditure of the company for the financial year.

Any surplus arising from the CSR Programmes will be used for CSR activities within six months from the end of the relevant financial year.

Accordingly, any income arising from CSR Programmes will be netted off from the CSR expenditure and such net amount will be reported as CSR expenditure.

If CSR expenditure in a financial year exceeds the statutory limit, such excess may be set-off against CSR expenditure for the next three financial years with the approval of the Board.

6. Amendments to the Policy

Any amendment in the Policy shall be approved by the Board. The Board shall have the right to withdraw and / or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding.

Any subsequent amendment / modification in the Act and / or any other laws in this regard shall automatically apply to this Policy.

7. Communication:

This Policy shall be uploaded on the website of the Company and the salient features of the policy and changes therein, if any, along with the web address of this policy, if any, shall be disclosed in the Board's report of the Company.

Any questions and clarifications relating to this Policy should be addressed to the Company Secretary at investor@dhariwalcorporation.com

8. Compliance:

The Board shall be responsible for supervision of the Policy.

9. Interpretation:

In any circumstance where the terms of this Policy are inconsistent with any existing or newly enacted law, rule, regulation or standard governing the Company, the said law, rule, regulation or standard will take precedence over this Policy.
