

CORPORATE SOCIAL RESPONSIBILITY POLICY

PALIWAL REAL ESTATE LIMITED

(CIN: U45201DL2003PLC123061)

Regd. Office: DLF Centre, Sansad Marg, New Delhi-110001

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PALIWAL REAL ESTATE LIMITED

Corporate Social Responsibility Policy (CSR Policy)

TABLE OF CONTENTS

Sl. No.	Contents	Page No.
1.	Introduction	3
2.	Objectives	3-5
3.	Definitions	5-8
4.	CSR Committee	8-9
5.	CSR Organisation	9-11
6.	CSR Allocation	11-12
7.	CSR Budget	12-13
8.	CSR Activities	13-15
9.	Implementation of CSR Activities	15-16
10.	Monitoring Mechanism	16-17
11.	Role of implementing agencies	17-18
12.	Capacity Building	18
13.	Impact Assessment	18
14.	Disclosures	18-19
15.	Amendments	19
16.	General	19



PALIWAL REAL ESTATE LIMITED

CORPORATE SOCIAL RESPONSIBILITY POLICY

[IN TERMS OF SECTION 135 OF THE COMPANIES ACT, 2013 READ WITH CORPORATE SOCIAL RESPONSIBILITY POLICY RULES, 2014]

1. INTRODUCTION

Paliwal Real Estate Limited (the "Company") owns Mall of India at Noida, divided into 5 unique zones spread over 7 floors that offer shopping, food and entertainment. DLF Mall of India has brought the unique concept of 'Zoning' for the first time in India for the ease of Customer's shopping experience. It has six customized levels of retail experience like international and Indian premium fashion, dedicated kids' zone, entertainment, Restaurants, international cafes, food court with a racetrack atrium ensuring equal and excellent visibility to all stores.

This CSR Policy [as defined in clause 3(g)] aims to define and establish the Company's Policy framework towards CSR [as defined in clause 3(e)].

2. OBJECTIVES

The Company recognizes and is committed towards creating common good for all. The Company shall implement its CSR activities to integrate economic, environmental and social objectives with its operations and growth for common good. CSR projects/ programmes/ activities should be beneficial to the society at large and in compliance with the



applicable laws. The Company is committed towards making visible and tangible contribution to communities and environment.

The Company shall identify projects/ programmes/ activities both in urban/ rural areas that will improve quality of life.

The broad objectives of this CSR Policy is to:

- (i) elucidate and inform to all Stakeholders about the Company's CSR Policy;
- (ii) demonstrate commitment to the common good through responsible business practices and good governance;
- (iii) actively support the country's development agenda to ensure sustainable change;
- (iv) set high standards of quality in the delivery of services in the social sector by creating robust processes and replicable models; and
- (v) engender a sense of empathy and equity among employees of the Company to motivate them to give back to the society.

The CSR Policy shall be implemented in accordance with the provisions of Section 135 of the Act read with Companies (Corporate Social Responsibility Policy) Rules, 2014 as amended. It shall apply to all the Corporate Social Responsibilities activities undertaken by the Company in India as per Schedule VII to the Act and any amendments or modifications made thereto.

The Corporate Social Responsibilities activities shall not include activities undertaken by the Company in pursuance of the normal course of its business. Further, projects, programmes or activities that solely benefit



the employees of the Company and their families shall not be considered as Corporate Social Responsibilities under this CSR Policy.

3. DEFINITIONS

Definitions of some of the key terms used in this policy are given below:

- a) **'Act'** means Companies Act, 2013 read with rules made thereunder, as amended from time to time.
- b) **'Administrative Overheads'** means the 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;
- c) **'Annual Action Plan'** means a plan formulated and approved by the CSR Committee and recommended to the Board, in pursuance of the CSR Policy, which shall include the following:
 - (i) the list of CSR projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII to the Act;
 - (ii) the manner of execution of such projects or programmes as specified in the Rules;
 - (iii) the modalities of utilisation of funds and implementation schedules for the projects or programmes;
 - (iv) monitoring and reporting mechanism for the projects or programmes; and



- (v) details of need and impact assessment, if any, for the projects undertaken by the Company.
- d) **'Board'** means Board of Directors of the Company.
- e) **'Corporate Social Responsibility (CSR)'** means the activities undertaken by a Company in pursuance of its statutory obligation laid down in Section 135 of the Act but shall not include the following:
 - (i) activities undertaken in pursuance of normal course of business of the Company;
 - (ii) any activity undertaken by the Company outside India except for training of Indian sports personnel representing any State or Union territory at national level or India at international level;
 - (iii) contribution of any amount directly or indirectly to any political party under Section 182 of the Act;
 - (iv) activities benefitting employees of the Company as defined in Section 2(k) of the Code on Wages, 2019;
 - (v) activities supported by the Company on sponsorship basis for deriving marketing benefits for its products or services; and
 - (vi) activities carried out for fulfilment of any other statutory obligations under any law in force in India.
- f) **'CSR Committee'** means CSR Committee of the Board.
- g) **'CSR Policy'** means a statement containing the approach and direction given by the Board, taking into account the recommendations of the CSR Committee, and includes guiding



principles for selection, implementation and monitoring of activities as well as formulation of the annual action plan.

- h) **'International Organisation'** means an organisation notified by the Central Government as an international organisation under Section 3 of the United Nations (Privileges and Immunities) Act, 1947, to which the provisions of the Schedule to the said Act apply.
- i) **'Net Profit'** means Net Profit as defined in the Rules.
- j) **'Ongoing Project'** means a multi-year project undertaken by the Company in fulfilment of its CSR obligation having timelines not exceeding 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 one year by the Board based on reasonable justification.
- k) **'Public Authority'** means 'Public Authority' as defined in the Rules.
- l) **'Rules'** mean the Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended from time to time.
- m) **'Stakeholder'** means and includes:
- local community;
 - employees;
 - shareholders;
 - suppliers/vendors/consultants;
 - contractors;
 - service providers; and



- Any other person including workers involved in construction and allied activities of the Company or category of persons, as may be prescribed in the Act and/ or by the CSR Committee including society at large.

Words and expressions not defined in this Policy shall have the same meaning as contained in the Act read with the Rules.

The Company is not required to constitute CSR Committee in accordance with the provision of Section 135(9) of the Act and therefore the functions of the CSR Committee shall be discharged by the Board of Directors of the Company.

4. CSR COMMITTEE

In compliance with the requirements of Section 135(1) of the Act, a CSR Committee has been constituted by the Board. The CSR Committee at all times shall comprise of a minimum of 3 directors out of which at least 1 director would be an independent director, if any.

The Committee may invite such other executive(s)/employees of the Company, professionals, experts and outsiders with relevant experience, as it may consider appropriate in its sole discretion, whether on permanent basis or temporarily, to advise the Committee on the various CSR activities being undertaken/ to be undertaken by the Company.

The CSR Committee shall institute transparent monitoring mechanism for implementation of the CSR activities undertaken by the Company.



4.1 TERMS OF REFERENCE OF THE CSR COMMITTEE

The CSR Committee shall be responsible for:

- i. Formulate/ modify/ alter/ recommend whenever necessary, CSR Policy which shall indicate the projects/ programme/ activities to be undertaken by the Company in areas or subject as specified in Schedule VII to the Act;
- ii. Recommend the amount of expenditure to be incurred on the projects/ programme/ activities referred to in clause (i) above;
- iii. Formulate and recommend to the Board an Annual Action Plan in pursuance of CSR Policy which shall include list of CSR projects or programmes that are approved to be undertaken in areas or subjects specified in Schedule VII of the Act, manner of execution of such projects or programmes, modalities of utilisation of funds and implementation schedules for the projects or programmes, monitoring and reporting mechanism for the projects or programmes, details of need and impact assessment, if any, for the projects undertaken by the Company;
- iv. Institutionalize transparent monitoring mechanism for ensuring implementation of the CSR projects/ programme/ activities;
and
- v. Any other activity/ functions, as may be assigned by the Board from time to time.

5. CSR ORGANISATION

The CSR activities shall be undertaken/ executed/ implemented, either by the Company itself and/ or primarily through DLF Foundation / DLF Qutab Enclave Complex Educational Charitable Trust/ DLF Qutab



Enclave Complex Medical Charitable Trust/ Lal Chand Public Charitable Trust or any other registered public trust(s)/ registered society established by the Company. The Company may also conduct/ implement its Corporate Social Responsibilities activities through any company established under Section 8 of the Act or a registered public trust or a registered society, registered under Section 12A and 80G of the Income-tax Act, 1961, established by the Company, either singly or along with its holding company/ subsidiary(ies), or associate(s) or other company(ies).

In the event, the Company implements its Corporate Social Responsibilities activities through any other trust(s), society(ies), company(ies) that is not established by the Company/ its holding company/ subsidiary(ies)/ associate(s), such trust(s), society(ies), company(ies) shall have (a) registration under Section 12A and 80G of the Income-tax Act, 1961; and (b) an established track record of at least three years in undertaking similar activities and the Company will clearly specify the projects or programmes to be undertaken through these entities, the modalities of utilization of funds on such projects and programmes and the monitoring and reporting mechanism.

The Company may also collaborate with its holding company/ subsidiaries/ fellow subsidiaries/ associates or other companies to undertake Corporate Social Responsibilities activities, provided that the CSR committees of the respective companies and/or Board of the Company are in a position to report separately on such Corporate Social Responsibilities activities being undertaken in accordance with the Act.



The Company will ensure that implementing agency(ies), who agreed to undertake any CSR activity(ies) of the Company, shall have registered itself/ themselves with the Ministry of Corporate Affairs by filing requisite form.

6. CSR ALLOCATION

The CSR Allocation for a financial year shall include – (a) at least 2% of the average Net Profits of the Company made during three immediately preceding financial years ; (b) any income arising there from; (c) surplus arising out of Corporate Social Responsibilities activities; and (d) any contribution specifically received for Corporate Social Responsibilities activities. Further, it is clarified that any surplus arising out of Corporate Social Responsibilities activities shall not form part of the business profits.

The CSR amount may be spent by the Company for creation or acquisition of a capital asset, which shall be held by (a) a company established under Section 8 of the Act, or a Registered Public Trust or Registered Society, having charitable objects and CSR Registration Number under the Rule; or (b) beneficiaries of the said CSR project, in the form of self-help groups, collectives, entities; or (c) a public authority.

The Board shall ensure that the Administrative Overheads shall not exceed 5% of total CSR expenditure of the Company for the financial year.

In case, the Company spends an amount in excess of requirement provided Section 135(5) of the Act, such excess amount may be set-off against the requirement to spend Section 135(5) of the Act up to an immediate succeeding three financial years provided the same has



been approved by the Board and passed a resolution to that effect and the excess amount available for set-off shall not include the surplus arising out of the CSR activities.

In case, the Company fails to spend the prescribed CSR amount in any financial year, the Board shall, in its report under Section 134(3)(o), specify the reasons for not spending the amount and, unless the unspent amount relates to any Ongoing Project, transfer such unspent amount to a Fund specified in Schedule VII to the Act, within a period of six months of the expiry of the financial year.

Further, any amount remaining unspent under Section 135(5) of the Act, pursuant to any Ongoing Project of the Company, fulfilling such conditions as may be prescribed, shall be transferred by the Company within a period of thirty days from the end of the financial year to a special account 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 obligation towards the Corporate Social Responsibility Policy within a period of three financial years from the date of such transfer, failing which, the Company shall transfer the same to a Fund specified in Schedule VII, within a period of thirty days from the date of completion of the third financial year.

Until a fund is specified in Schedule VII, the unspent CSR amount, if any, shall be transferred by the Company to any fund included in Schedule VII to the Act.



7. CSR BUDGET

The overall amount to be committed towards CSR will be approved upon the recommendation of the CSR Committee.

8. CSR ACTIVITIES

The Company will undertake its CSR activities in some or all of the following areas:

1. 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;
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 centres 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 including contribution to the Clean Ganga Fund setup by the Central Government for rejuvenation of river Ganga;
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 art and handicrafts;

6. 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;
7. Training to promote rural sports, nationally recognised sports, paralympic sports and olympic sports;
8. 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 Government for socio economic development and relief and welfare of the Schedule Castes, the Scheduled Tribes, other backward classes, minorities and women;
9. 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
10. 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 Organisation (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).

11. Rural development projects including community/ social/ infrastructure creation intended for the general well being of society at large;
12. Slum area development including social infrastructure projects in urban areas aimed at improving the well being and safety of the general public in such urban areas; and
13. Disaster management, including relief, rehabilitation and reconstruction activities.

The CSR Committee of the Company shall formulate Annual Action Plan and recommend it to the Board. The details of each of the CSR activities/ programmes undertaken during a financial year shall be set-out in the Annual Action Plan. The Board may alter the Annual Action Plan at any time during a financial year as maybe deemed fit, as per the recommendation of the CSR Committee, based on the reasonable justification to that effect.

The Company shall give preference to the local area and areas around it where it operates, for undertaking/ implementing/ executing/ collaborating for CSR activities.

9. IMPLEMENTATION OF CSR ACTIVITIES

The CSR activities identified by the CSR Committee and approved by the Board shall be implemented in a project mode through implementing agency(ies), which will entail charting the stages of execution through planned processes, measurable targets, mobilization



and allocation of budgets and prescribed timelines. It also involves assigning of responsibility and accountability. Suitable documents/ agreements, if required, shall be entered into with the implementing agencies for the purposes of implementation of the CSR projects. The conditions of grant of amounts for all CSR activities and the break-up of the allocations shall be set-out and evaluated from time to time.

The Company may engage international organisations for designing, monitoring and evaluation of the CSR activities as per the CSR policy as well as for capacity building of its own personnel for CSR.

10. MONITORING MECHANISM

The CSR Committee will ensure a transparent monitoring mechanism for ensuring effective implementation of the CSR activities proposed to be undertaken by the Company.

The CSR Committee will ensure that the CSR activities are undertaken in compliance with this CSR Policy and in a project or programme mode with clearly defined project deliverables, implementation schedules, processes and budgets as given in the Annual Action Plan.

The CSR Committee will monitor the projects and programmes to ensure that they are being carried out in compliance with this CSR Policy and the Act. The CSR Committee shall also apprise to the Board of Directors the progress of CSR project/ programmes/ activities including expenditure incurred by the implementing agency(ies) till the allocated budget is fully utilised.



In case of the Ongoing Project(s), the Board shall monitor the implementation of the project with reference to the approved timelines and year-wise allocation and shall be competent to make modifications, if any, for smooth implementation of the project within the overall permissible time period. Depending upon the CSR Project(s) implementation plan and milestones, the implementing agency(ies) may end up spending some additional/ less amount in any particular financial year. However, in either of the case the amount would be spent within the project duration.

The Board shall satisfy itself that the funds so disbursed have been utilised for the purposes and in the manner as approved by it and the Chief Financial Officer shall certify to the effect.

11. ROLE OF THE IMPLEMENTING AGENCIES

The implementing agencies shall be responsible for:

- (i) Determining the modalities of execution including targets and timelines in consultation with the CSR Committee;
- (ii) Ensuring that implementation of all CSR activities are being carried on in accordance with the above;
- (iii) Supervising the implementation of the CSR activities and ensuring that the CSR activities are undertaken in compliance with this CSR Policy with clearly defined project deliverables, implementation schedules, processes and budgets;
- (iv) Undertaking impact assessment of the CSR activities, as may be required;
- (v) Maintaining documents and accounts pertaining to all CSR activities of the Company;



- (vi) Keep the CSR Committee updated on Implementation progress of CSR activities; and
- (vii) Assisting the CSR Committee in monitoring of CSR activities and preparation of the annual report on CSR.

12. CAPACITY BUILDING

The Company may build CSR capacities by providing suitable training to its own personnel as well as those of implementing agencies through institutions.

13. IMPACT ASSESSMENT

In case, the Company has average CSR obligation of Rupees ten crore or more in pursuance of Section 135(5) of the Act, in the three immediately preceding financial years, it shall undertake impact assessment, through an independent agency, of its CSR projects having outlays of Rupees one crore or more, and which have been completed not less than one year before undertaking the impact study.

The impact assessment reports shall be placed before the Board and shall be annexed to the annual report on CSR.

In order to undertake impact assessment, the Company may incur an amount up to 2% of the total CSR expenditure for that financial year or Rupees fifty lakh, whichever is higher and the same shall be considered as CSR expenditure for that financial year.

14. DISCLOSURES

The CSR Committee shall prepare an annual report on CSR, in the format prescribed under the Act and such report shall be included in the



Board's report annexed to the financial statement. The report shall be signed by the Chairman of the CSR Committee and Managing Director/ Director of the Company. The Company shall also file required form with MCA in this regard, if required.

The Company shall host the contents of the CSR Policy on its website, if any, in such manner as may be prescribed.

15. **AMENDMENTS**

The CSR Committee is empowered to recommend amendments or modifications to the CSR Policy including Annual Action Plan and such changes shall be placed before the Board for approval .

Where the CSR Policy including Annual Action Plan is in variance with the requirements of the Act, the provisions of the Act shall prevail.

16. **GENERAL**

In case of any doubt with regard to any provisions of the CSR Policy and also in respect of matters not covered herein, a reference to be made to the CSR Committee or to the Chairman of the CSR Committee. . In all such matters, the interpretation and decision of the CSR Committee or to the Chairman of the CSR Committee shall be final.

