


eClerx

Environment, Social, and Governance

Policy — ESG1.0




ENVIRONMENT, SOCIAL AND GOVERNANCE

Document Title: Environment, Social, and Governance Policy	
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1. Introduction

eClerx has always cared deeply about its people, the environment and the communities it operates. This has manifested in initiatives such as CSR which the firm started as a private Company well before this rightfully became a regulation under the Companies Act of 2014. More recently, a number of “green practices” focused on reducing the firm’s environmental footprint. The company’s Environment, Social, and Governance (ESG) initiatives arise from its desire to do the best for its stakeholders – people, clients, suppliers, and investors. The Company’s young cohort of employees represents its collective future. They are each vested in environmental issues and sustainability and in working in a learning, open and inclusive community. Investors – who have always rated the firm highly for its standards of corporate governance – now increasingly care about the Company’s ESG practices, and its global clients have started on their own net-zero and sustainability journeys.

The effort has been to strike a balance between maximizing the Company’s business potential while integrating a sustainability vision into its long-term strategic plan in a way that creates lasting value to build trust amongst its key stakeholders. As a responsible corporate citizen, the Company’s continued endeavour will be on:

1. Prudent use of natural resources leads to a sustainable future for the Company’s stakeholders
2. Providing a safe, engaging, and enriching environment promoting diversity and inclusion to people
3. Continuous improvement in the Company’s governance practices, transparency, and maintaining data privacy

1.1 Purpose:

This policy aims to lay down the basic principles and governance line of action toward integrating ESG across the organization to push for improved ESG performance. The ESG policy will address ESG implementation, its communication, and inclusion in all operational processes at eClerx.

1.2 Applicability:

The policy will apply to eClerx Services Ltd. and its subsidiaries in India and the policy will eventually be rolled out to subsidiaries outside India in due course of time. Further, the policy shall apply to all operations and will cover the entire lifecycle of activities in line with local regulations as applicable.

The policy will be aligned with other policies at eClerx and its subsidiaries including but not limited to CSR and other corporate policies and internal regulations.

1.3 Effective Date of the Policy:

This policy shall be effective from (June 15, 2022)

1.4 Key Definitions:

In this Policy unless the context otherwise requires:

1. ‘Board of Directors’ or ‘Board’, in relation to the Company, means the collective body of the directors of the Company
2. “Charter” means the Environment, Social and Governance policy charter

3. 'Committee' means the Environment, Social and Governance Committee of the Company
4. 'Company' means eClerx Services Limited
5. 'CSO' means Chief Sustainability Officer
6. 'CSR' means 'Corporate Social Responsibility'
7. 'Directors' means Directors of the Company
8. 'EHS' means 'Employee Health and Safety'
9. 'ESG' means 'Environment Social and Governance'
10. 'SDG' means 'Sustainable Development Goals' as defined by The 2030 Agenda for Sustainable Development, adopted by all United Nations Member States in 2015

Unless the context otherwise requires, words and expressions used in this policy not defined herein may be amended from time to time and shall have the meaning assigned to them therein.

2. Approach & Focus Areas

2.1 Approach and Selected SDGs:

To actualize the principles, strengthen the Company’s vision and operationalize ESG framework across the organization, the Company has established an ESG committee comprising senior members across significant functions of the Company. It is chaired by a member of the senior management team.


The Company will work towards integrating ESG across all business units. While the sustainability team will work towards the integration, focus areas that the Company will address from a corporate perspective will include the below in alignment with the SDGs the company selected.

The ESG Committee will also work on improving the Company’s ESG disclosures to demonstrate the Company’s ESG commitment to its internal and external stakeholders effectively. This policy will serve as a guiding document for all ESG initiatives and activities undertaken by the Company. The policy will be reviewed and updated annually after the ESG Committee and the Board ratify.

The Company is directly working on 10 of the 17 Sustainable Development Goals. All United Nation Member States adopted these goals in 2015 as a universal call to action to end poverty, protect the planet and ensure that all people enjoy peace and prosperity by 2030.



The Company may include additional SDGs per its evolving business and social commitments, and materiality.

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2.2 Focus Areas:

2.2.1 Environment:

Climate change and environmental sustainability present challenges and opportunities for the Company and our stakeholders. To address these, the Company is committed to incorporating leading environmental practices into its business strategy and operations and fostering environmental awareness and responsibility among our people, clients, suppliers, and other interested parties within the context of our business.

We aim to fulfill our commitment to environmental stewardship through the following actions:

1. reduce the organization's carbon footprint and improve environmental performance
2. comply with laws and legislations
3. improve resource efficiency in operations
4. encourage employees to adopt green initiatives and practices
5. assess, monitor and mitigate climate change risks
6. implement and consider guidelines of Environmental Management
7. preserve and enhance biodiversity and
8. create long-lasting value for business and society.

In its strategy to combat climate change and transition to a low carbon economy, the Company will work towards the reduction of its carbon footprint by taking on initiatives to monitor and reduce energy consumption, basis business requirements, feasibility, and evolving norms. The initiatives (including but not restricted to the below) will be aimed at:

Energy Consumption / Saving:

1. Reduction of environmental impact and carbon footprint of the Company's business via optimization of energy and achieve optimum energy efficiency
2. Increasing the use of renewable energy and low emission technology to achieve carbon neutrality
3. installation of renewable energy (solar) solutions at data centers/corporate locations to offset consumption of grid electricity
4. Purchase of Energy Star® rated equipment and appliances as feasible
5. Purchase computing assets with green technology (use of virtualization, thin clients, TFTs which are power efficient and emit lesser heat, etc.)
6. Use of low energy lighting (T5 or LED lights)
7. Energy efficient settings on laptops. Auto switch off for computers when not used
8. Installations of energy efficient Air Conditioning (Variable Refrigerant Volume) system selection for all upcoming sites and upgrades to existing sites
9. Maintaining temperature at energy efficient level
10. Energy conservation awareness among employees through digital communication

Carbon Footprint — Climate First Service Design:

1. Deployment of smart analytics and domain knowledge for the Company's clients to ensure reduction of client's carbon footprint
2. Grouping of large vehicle transport facility to reduce carbon footprint and to deploy a smart scheduling app to reduce stopover and optimize miles traveled by employee transport vehicles.
3. Introducing an eco-friendly fleet of company transport vehicles. Efforts to promote electric mobility solutions wherever possible
4. Enhancing use of tele- and video conferencing for inter-office communication instead of travel
5. Run campaigns to save trees. CSR activity to encourage employees in their participate in trees plantation
6. Promote sustainable paper procurement to promote sustainable forestry
7. Promoting work from home policy to reduce employee commute
8. Encouraging employees to use company/public transportation, carpooling for office commute
9. Sensitizing employees over the climate change crisis and requesting them to act to save the planet
10. Focus on CO2 emissions reduction programs with specific reduction targets

Climate Change Strategy:

Integrated into multi-disciplinary company-wide risk management processes, i.e., a documented process (BCP documents) where climate change risks and opportunities are integrated into the company's centralized enterprise risk management program covering all types/sources of risks and opportunities.

Water Management:

The primary water usage is for our employees, contract staff, and visitors, including drinking, cafeterias, washrooms and landscaping. We ensure appropriate access to safe water, sanitation and hygiene throughout our office premises. We are focusing on water stewardship through conserving water, reducing freshwater withdrawal by wastewater recycling through STP, ground recharging through rainwater harvesting, installing water sensors and restrictors to increase water usage efficiency. We have a system to optimize specific water consumption at our premises and strives to reduce it through Stakeholder Management. The Water Management System shall, at minimum, ensure


1. Encouraging reduction of water consumption and develop water conservation plans
2. Ensuring 100% STP water is recycled and reused for flushing and horticulture, thus reducing freshwater withdrawals
3. Implement technology across facilities and offices to reduce consumption and to ensure conservation of water
4. Periodically review the quality and availability of water to ensure that water supply requirements are met in the short, medium and long term.

5. Measure and track water consumption. Monitor, track, asses annual water consumption and make strategies to Recover, Reduce, Recycle and Reuse the waste water
6. Landlord enabled upgradation of existing STP equipment to increase efficiency of water to be recycled
7. Performing periodic awareness for employees to conserve water.
8. Responsibilities –
 - a. Engage with external stakeholders and organization to improve water-related performance
 - b. Engage on adoption of technologies to reduce impact of water risks

Waste Management:

We realize sustainable and holistic waste management essential in reducing its environmental footprint and providing a safe and healthy work environment for employees, contract staff and visitors. We have a duty to ensure that all our wastes are disposed of responsibly by using proper waste segregation mechanism at the source and, if possible, converting it into value added, environment-friendly products. Furthermore, the eWaste and other hazardous waste are disposed of or managed by registered waste contractors to implement the action plan, including their minimization, environmentally sound management, and active promotion of transfer and use of cleaner technologies. eClerx will adopt the principles of the ‘best practicable environmental option’ in the delivery of its waste management services. We will apply a ‘waste hierarchical approach’ to reduce, reuse, recycle and recover waste products in preference to the disposal of waste at landfill. We recognize the importance of meeting these legal requirements and managing its waste responsibly, reducing the volume of waste sent to landfills, and maximizing reuse and recycling where possible. The Waste management system shall, at minimum ensure

1. Deployment of scientific methods for recycling waste (e-waste, scrap, waste paper etc.) via authorized and Pollution Control Board approved vendor/recycler wherever possible and disposal as per recommended norms, and management of such waste along the principles of circular economy
2. Systematic and scientific processing of solid waste like food waste, paper, etc. and its utilization within the premises with the objective of zero waste to landfill
3. Discontinuation of plastic bottles across all locations and reduction of usage of plastic across company operations
4. Increasing usage of recycled or biodegradable material
 - a. Using cleaning products that are bio-degradable and not animal-tested
 - b. Procurement of biodegradable materials
 - c. Scientifically discarding toxic materials and products that contain may contain environmentally hazardous substances
 - d. Purchasing supplies made with recycled content as practical
 - e. Purchase products and supplies that can be used more than once and recycled
 - f. Waste paper recycling


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- g. Introduction of recyclable paper for notepads/checklist/log sheets
- h. Introduction of reusable stationery materials
- 5. Supporting initiatives directed towards reforestation to enhance carbon sequestration via a partnership with civil society organizations
- 6. Driving thought leadership and innovation on environmental sustainability for employees and clients
- 7. To promote environmental awareness to increase and encourage waste minimization, reuse, and recycling
- 8. To ensure the safe handling and storage of wastes in premise
- 9. To promote a holistic approach to waste management in premise
- 10. Responsibilities –
 - a. Engage with external stakeholders and organizations to strengthen waste management policy
 - b. Engage in the adoption of technologies to promote Zero waste to land refill terms

Our Governance Approach:

We have a governance mechanism to track the enforcement of environmental policy and monitor the resulting environmental performance & its effectiveness. We aim to fulfill our environmental commitments and goals through the following broad-level actions

1. The ESG committee reviews and guides the Sustainability and climate strategy, opportunities as well as Sustainability performance of the company
2. We shall ensure our business operation is compliant with all environmental laws and regulations.
3. We report our contribution to environmental and climate-change-related issues through relevant forums and to our existing and prospective stakeholders through appropriate communication channels in a transparent manner
4. We maintain regular communication with the Executive Management through Sustainability Leadership meetings.
5. We have reduced our GHG emissions. This will help us to move towards low carbon technology and adopt clean and efficient technology and practices. -
6. We shall strive to adopt the practices of Environmental standards like ISO 14001 (Environmental Management System) and GRI. We track and monitor our environmental data to build transparency in organizational reporting of environmental performance to all stakeholders
7. We take various measures to improve air quality (Indoor & Outdoor) and reduce pollution in the environment.
8. We ensure appropriate access to safe water, sanitation, and hygiene for all our employees at the facilities and continuously improve the quality of care for our employees
9. We are developing programs and conducting awareness campaigns to optimize processes that will minimize waste generation

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10. We encourage and enable environmental awareness initiatives and campaigns through our communication protocols and provide ecological and climate change learning opportunities for them to contribute their bit
11. We send the waste (E-waste, Scrap, Paper, etc.) to authorized and Pollution Control Board. approved Vendor/recycle wherever possible and dispose of it off in an eco-friendly manner

2.2.2 Social:

Employee Health & Safety:

The Company is committed to promoting a safe and conducive work environment for its employees. An Employee Health and Safety (EHS) committee has been constituted to sensitize employees on the various aspects of a safe work environment. The EHS policy as defined is applicable:

1. At work (employees, contractors, and visitors)
2. Travel between home and work
3. Business related travel
4. All Company organized business events


The EHS Committee of the Company:

1. Advises the Company on health, safety, and environmental policy development and implementation
2. Develops, monitors, and reviews the occupational health, safety, and environment management system of the Company
3. Advises the Company and employees on matters relating to occupational health and safety
4. Coordinates, monitors, and reviews the Company's EHS risk assessment program
5. Monitors the implementation of the occupational health, safety, and environmental standards as far as reasonably practical
6. Identifies employee occupational health and safety training needs and organizes and assists with its delivery to all staff, including new joiners

Additionally, the Company provides appropriate healthcare benefits and medical cover to all its employees, conducts vaccination camps, and drives for employee safety as per requirements.

Employment Equality, Gender Diversity, and Inclusivity:

The Company is committed to the principles of equal employment opportunity for all. The Company provides equal employment opportunities to all qualified individuals without any discrimination on the grounds of age, race, caste, physical disability, gender, sexual orientation, color, marital status, religion or belief, nationality, social or ethnic origin, or family medical history in all aspects of employment, including selection, job assignment, performance assessment, promotion, compensation, transfer, reassignment to a different business function or location, and access to benefits and development opportunities.

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Anti-Sexual Harassment:

The Company is committed to providing a safe and respectful work environment that enables employees to work without fear of prejudice, harassment, intimidation or exploitation. The Company believes all employees have the right to be treated with dignity.

The Company treats sexual harassment, irrespective of gender, as gross misconduct under the land's service rules and other applicable laws. It has clear redressal mechanisms in place to address any incidents. Employee sensitization on anti-sexual harassment is carried out periodically for new and tenured employees, and any changes in the applicable laws are communicated to employees.

The Company has an Anti-Sexual Harassment Policy in line with the requirements, inter-alia, of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013.

Training & Development and Talent Management:

The Company recognizes the criticality and importance of having a skilled workforce with the necessary competencies to deliver on the strategic and operational plans for the Company and its clients. Well-structured training modules via an internal self-learning portal and instructor led courses to ensure job specific development as well as personal development of the employees.

Through the CEP or 'Continuing Education Policy, the Company invests in intellectual capital, helping employees gain knowledge in areas that make them more productive and sculpt them into better professionals.

Community and Society:


Guided by the Corporate Social Responsibility (CSR) policy, the Company intends to create value for marginalized communities in the country through structured interventions in partnership with non-governmental organizations. The CSR interventions will focus on creating tangible impact on the underprivileged beneficiaries via access to education, life, and vocational skills to ensure financial independence. The Company's CSR initiatives also focus on environmental sustainability and employee engagement to create value for the company's communities. Employees of the Company are equal partners in creating value for the under resourced communities, and employee participation in various outreach initiatives is encouraged.

The Company also undertakes to respond to natural disasters via its initiatives.

2.2.3 Governance:

The Company has already incorporated multiple policies to maintain transparency in conducting business with its internal and external stakeholders. These policies are available in the public domain at <https://eclerx.com/investor-relations/corporate-governance/>

Effective corporate governance is necessary to maintain public trust and achieve business success. The Company is committed to rigorously and diligently exercising oversight throughout the organization. It manages affairs consistently with the highest business ethics principles that exceed corporate governance requirements. The Company believes that sound corporate governance policies are critical to enhancing and retaining investors trust. The Company's

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corporate governance policies ensure the accountability of the Board of Directors and uniformity in decision making towards all participants, including customers and employees.

Code of Conduct:

The Code of Conduct has been adopted by the Company to comply with the applicable rules of the Stock exchanges, where the securities of the Company are listed, including but not limited to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 and rules thereunder. The Company is committed to conducting its business in accordance with the applicable laws, rules, and regulations with the highest standard of business ethics. This Code recognizes and is complementary to all rules, regulations, manuals, and procedures that the Company may lay down from time to time.

The Code has been prescribed as a guiding principle for doing business and is addressed to all those who do any act for and on behalf of the Company. This Code applies to the Company’s Board of Directors and employees of the Company including employees of subsidiaries and associate companies. This Code also applies to the Company’s agents, business partners, third-party vendors, suppliers, consultants, customers and others acting on the Company’s behalf, whether operating out of any of the Company locations or otherwise.

Anti-bribery & Anti-corruption:

The Company is committed to the prevention, deterrence and detection of fraud, bribery and all other corrupt business practices. It is the Company’s policy to conduct all of its business activities with honesty, integrity and the highest possible ethical standards and vigorously enforce its business practice, wherever it operates throughout the world, of not engaging in bribery or corruption.

This commitment applies to individuals worldwide working for all affiliates and subsidiaries of the Company at all levels and grades, including directors, senior executives, officers, employees (whether permanent, fixed-term or temporary), consultants, contractors, trainees, seconded staff, casual workers, volunteers, interns, agents, or any other person associated with the Company. The Company will uphold all laws relevant to countering bribery and corruption in all the jurisdictions in which it operates.


The Company remains bound by all the applicable local and national laws including but not limited to the UK Bribery Act 2010 and the Foreign and Corrupt Practices Act 1977.

Code of Conduct for the prohibition of Insider Trading and Code for Fair Disclosure:

The Securities and Exchange Board of India (SEBI) vide its notification No. LAD-NRO/GN/2014-15/21/85 dated January 15, 2015, notified The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (‘Regulations’).

To ensure compliance, the Company has formulated:

1. Code of practice and procedure for fair disclosure of Unpublished Price Sensitive Information

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2. Code of Conduct to regulate, monitor and report trading by insider(s), their immediate relatives, and other connected persons towards achieving compliance with these regulations

Whistleblower Policy:

To help foster and maintain an environment where employees or any other person dealing with the Company can act appropriately, without fear of retaliation, the Company has a robust Whistleblower Policy. This policy is consistent with and forms part of the Company’s Code of Conduct and Corporate Governance policy. The purpose of the policy is to encourage all employees or any other person dealing with the Company to disclose any wrongdoing that may adversely impact the Company, the Company's customers, shareholders, employees, investors, or the public at large and to create awareness to report instances of leak or suspected leak of Unpublished Price Sensitive Information

Modern Slavery Act:

The Company is committed to zero tolerance toward any facets of modern slavery, as elaborated under the Modern Slavery Act, 2015. The Company adheres to all employment-related laws, including working hours, wages, welfare, and human rights, and does not hire underage workers.

The Company’s ‘Code of Conduct’ is also provided to all suppliers. A specific clause is included in supplier agreements mandating the suppliers to comply with the Company’s Code of Conduct and its inherent principles, failing which the agreements can be immediately terminated.

Regular internal audits are conducted to remove any instances of slavery or human trafficking or any other form of exploitation or malpractice in dealing with employees, contractors, or vendors.

Ethics in Business Activities:

The Company upholds strict standards for quality when working under its client contracts. The officers, agents, and business partners acting on behalf of the Company are responsible for knowing and complying with contractual obligations applicable to their work. No deviation from contractual specifications without the proper approvals is permitted to ensure adherence to the highest ethical standards of business operations.

Officers, suppliers, consultants, customers, third-party vendors, agents, business partners, and others acting on the Company’s behalf must comply with applicable international trade laws, including those dealing with export controls, anti-boycott regulations, etc.

3 Engagement with Stakeholders Groups

The Company engages with stakeholders – internal and external - continuously to develop a materiality matrix. This matrix is updated periodically to improve long-term policy formulations and aid decision making. The constant engagement allows the Company to keep track of its sustainable strategy and undertake necessary course corrections wherever required.

Following is the Company’s key stakeholder interaction framework along with the topics of significance to each group:

Stakeholder Engagement Approach			
Stakeholder	Details	Mode Of Engagement	Material Topics
Customers	<ol style="list-style-type: none"> 1. Client Engagement 2. Teams 3. Operations Teams 4. Senior Management 	<p>Relationship meetings and consultative reviews; quarterly and monthly business reviews; customer visits; responses to RFIs/RFPs; mailers; solution sheets</p> <p>Continuous: eClerx website; social media (LinkedIn)</p> <p>Annual: Annual performance reviews, Executive customer connects</p>	<p>Investments and capabilities in intelligent automation; productivity improvements; tech enablement of processes; quality of work; data privacy and confidentiality; measurement of solution ROI</p>
Employees	<ol style="list-style-type: none"> 1. Resource Management Group 2. Senior Management 	<ol style="list-style-type: none"> 1. As needed: Meet the Manager; off sites; operations review; video conferences; audio conference calls; one-on-one counselling 2. Quarterly: Synapse (in-house magazine) 3. Continuous: eClerx website; 4. Insight; Chatbot; Suggestion box 5. Annual: PULSE (employee feedback survey); spot rewards, team entertainment, long-service awards 	<p>Transparent communication; employee engagement; health and safety; comfortable workplace; diversity; team working; learning opportunities; performance feedback; career development; short, medium, and long term incentives, talent retention</p>

<p>Shareholders</p>	<ol style="list-style-type: none"> 1. Investor Relations 2. Company Secretary 3. Senior Management 	<ol style="list-style-type: none"> 1. As needed: Press releases and Investor conferences; in-person meetings; non-deal roadshows; conference calls 2. Quarterly: Financial statements in Ind AS; earnings call; exchange notifications 3. Continuous: Investors page on the eClerx website 4. Annual: Annual General Meeting; Annual Report 	<p>Financial sustainability; corporate governance: Independence of the Board, transparency in communication; ethical behavior and compliance, social and environmental sustainability, growth in new sales; business agility; growth in cash generation, and giving it back to shareholders</p>
<p>Academia</p>	<ol style="list-style-type: none"> 1. Resource Management Group 2. Senior Management 	<ol style="list-style-type: none"> 1. As needed: Pre-placement talks 2. Continuous: eClerx website, guest lectures, continuous education program 	<p>Job creation; curriculum enhancement; internship opportunities</p>
<p>Recruiting Firms; Vendors</p>	<ol style="list-style-type: none"> 1. Resource Management Group 2. Business Units 3. Procurement 	<ol style="list-style-type: none"> 1. One-time: RFQs / RFPs; onboarding process 2. As needed: Transactional meetings; periodic reviews 	<ol style="list-style-type: none"> 1. Talent acquisition; 2. ethical behavior; fair 3. business practices; 4. creditworthiness; business continuity
<p>Partners & Collaborators</p>	<ol style="list-style-type: none"> 1. Client Engagement Teams 	<ol style="list-style-type: none"> 1. As needed: Meetings/calls; visits; attending partner events, co-creation 2. Monthly: Conference calls 3. Quarterly: Business reviews 	<p>Value-addition to the customer; ethical behavior; fair business practices; governance; Investments and capabilities in intelligent automation; creditworthiness</p>

Industry Bodies	<ol style="list-style-type: none"> 1. Finance 2. Senior Management 	<ol style="list-style-type: none"> 1. As needed: Conferences and seminars; working council meetings; surveys 2. Annual: Conferences; summits 	Financial stability; governance; ethics and compliance; fair business practices
Governments; NGOs; Local Communities; Society	<ol style="list-style-type: none"> 1. Finance Teams 2. CSR Team 3. Senior Management 	<ol style="list-style-type: none"> 1. As needed: Project meetings; reviews; calls and meetings; surveys; consultative sessions; due diligence; conferences and seminars; press releases 2. Continuous: eClerx website 	Financial stability, quality of work; data privacy and security, ethical behavior; fair business practices; good governance; ethics and compliance; social and environmental responsibility; job creation; taxes paid; education and skill development; climate consciousness, energy efficiency; water management; waste and landfill reduction; protecting biodiversity

4 Reporting (internal) & Disclosures (external)

The Company shall publish its ESG performance through an annual Sustainability Report on its website and relevant inclusion in the Company’s Annual Report. The Company will also publish any additional statutory disclosures/reports as required to highlight its performance against stated principles of the National Voluntary Guidelines developed by the Ministry of Corporate Affairs, Government of India. The Company will also disclose its ESG information in relevant ESG indices and forums to demonstrate its commitment to stakeholders.

The ESG policy will be available to all employees, customers, business associates, and other stakeholders and will be available to the public.

5 Administration of Policy

The Chief Sustainability Officer is the owner of this Policy. It shall be subject to periodic review and revision by the CSO as necessary or appropriate. The CSO, in consultation with the ESG Committee, as appropriate, shall have the authority to make any interpretations regarding the execution of this Policy

6 Committee Charter

This charter sets forth the duties and responsibilities and governs the operations of the ESG Committee of the Company.

6.1 Purpose:

The purpose, duties, and responsibilities of the Committee are to assist the Board in discharging its oversight responsibility related to ESG matters, including, but not limited to environmental, health and safety, corporate social responsibility, sustainability, corporate governance, reputation, diversity, equity and inclusion, supply chain sustainability, and human rights. The Committee will guide the Board on these matters and perform an oversight role in shaping the Company's ESG strategy.

6.2 Duties and Responsibilities:

The Committee's primary duties and responsibilities are to:


1. Review and discuss with management the Company's ESG strategy, initiatives, policy, and performance
2. Oversee the Company's policies, practices, and performance with respect to ESG matters
3. Review and monitor the operational, regulatory, and reputational risks and impacts of ESG on the Company and provide insight and guidance with respect to the Company's management of such risks and impacts, and, if appropriate, detail actions taken in relation to the same
4. Review and discuss reports from management regarding the Company's progress toward its key ESG objectives
5. Provide input and guidance with respect to communications to employees, investors, and other stakeholders, as appropriate, regarding the Company's position on or approach to ESG matters
6. Review and assess the performance of the Committee and the adequacy of this Charter annually and recommend any proposed changes for approval by the Board; and
7. Perform any other activities consistent with this Charter, the Company's Articles of Incorporation, and the Company's bylaws as deemed necessary, advisable or appropriate for the Committee to perform

6.3 Composition and Organization:

Members of the Committee shall be appointed by the CSO and comprise leaders from various business functions. Volunteers (from across functions) will be appointed for one year from the appointment date. The CSO will fill any vacancies created within the Committee with suitable replacements from business functions.

The Company will have representatives of group companies as per business requirements.

The Committee shall maintain minutes of its meetings, report at least once a year to the Board on its activities, and make recommendations to the Board as appropriate. The Committee shall meet every quarter or as deemed necessary or appropriate. A majority of the members of the Committee then serving constitutes a quorum at any meeting of the Committee. The Committee may request

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any employee of the Company or any appropriate external personnel, including but not restricted to consultants and subject matter experts, to meet with the Committee as required. However, the Committee shall meet regularly without such members present.

The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), notice, waiver of notice, and quorum as applicable to any other committee of the Company.

The Committee shall have the authority to delegate any of its responsibilities, along with authority to take action in relation to such responsibilities, to one or more subcommittees (as and when constituted) as the Committee may deem appropriate at its sole discretion.

6.4 Committee Self-Evaluation:

The Committee must at least annually evaluate the performance of the Committee.

6.5 Amendment:

This Charter shall not be amended except upon approval of the CSO or as otherwise required by law or regulation, governance, and other ESG issues that are relevant and material to the Company.

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Revision History

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