

# TEJAS NETWORKS LIMITED

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## Environmental, Social and Governance Committee Charter

(Approved by the Board of Director on April 21, 2023)

### PURPOSE:

The purpose of the Environment, Social, Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Tejas Networks Limited (the “Company”) shall be to assist the Board and the Company in fulfilling the ambitions committed in the ESG vision of the company. It is the Company’s constant endeavor to contribute towards sustainable development, growth and long-term value creation for internal and external stakeholders of the Company including customers, employees, investors, regulators, business partners and community members by adopting responsible business practices which serve the interest of all its stakeholders, including the environment and society at large and align its business strategy, processes and disclosures with national and international ESG standards and frameworks.

### Vision:

We envision a future where our planet thrives with sustainable, clean, and renewable energy systems that result in net zero greenhouse gas emissions. Our vision is one where human activities do not contribute to the accumulation of harmful greenhouse gases in the atmosphere, and where the balance between emissions and removals is achieved through responsible and innovative approaches. We see a world where economies are decarbonized, and communities are resilient to the impacts of climate change.

Our vision for net zero extends beyond reducing carbon emissions. We also strive for equitable access to clean energy, leaving no one behind in the transition to a carbon-neutral future. We envision a world where social and environmental justice is prioritized, and where vulnerable communities are empowered to participate in and benefit from the transition to net zero.

Our vision for net zero also encompasses innovation and collaboration. We see a future where cutting-edge technologies and solutions are deployed to accelerate the transition to a sustainable, low-carbon society. We envision collaboration among governments, businesses, communities, and individuals, working together to create a better future for ourselves and future generations.

In summary, our vision for net zero is a world where sustainability, equity, innovation, and collaboration intersect to create a cleaner, greener, and more just planet for all. We are committed to taking bold and decisive action to achieve this vision and pave the way toward a sustainable future.

**Goal:** To achieve Net-Zero by 2035 across Scope 1,2 & Scope 3 Emissions

## **Governance**

The Committee shall be a management level committee comprising of senior members across major functions chaired by the Chief Operating Office of the Company. Members may withdraw from membership by written notification. Non-committee members, including members of management, may attend all or part of a meeting of the Committee at the invitation of the Committee chair. The Committee shall meet as and when it requires with a minimum of atleast two times a year. Two members present shall form the quorum for the meeting of the Committee. Members of the ESG Operations Council will be invitees to all the meetings of the Committee.

## **Role and Responsibilities**

The role of the Committee is to assist the Board to discharge its responsibilities and duties related to material ESG matters relevant to the business activities of the Company and its subsidiaries. This may include topics such as climate change impacts, emissions, environmental and supply chain sustainability, human rights and diversity and inclusion objectives. In performing its role, the Committee will have regard to expectations of the Board, shareholders and other key stakeholders on ESG related matters. The purpose and responsibilities of the Committee shall include such other items/matters prescribed under applicable law or prescribed by the Board in compliance with applicable law from time to time. The Committee is also responsible for reporting progress of various initiatives and in making appropriate disclosures on a periodic basis. The Committee shall have the authority to obtain advice and assistance from internal or external experts, advisors.

The responsibilities of the Committee are to:

- Track, assess and manage the impact of existing and emerging E&S risks on the loan portfolio by adopting robust Environmental & Social Management System (ESMS) framework and policies on corporate social responsibility (CSR), supplier's code of conduct, responsible procurement, and business continuity;
- Identify opportunities for operational resource efficiencies and savings through continuous improvement in areas of emissions, energy, paper, water, and waste management;
- Establish robust workplace policies to strengthen the organizational fabric and promote conducive work environment. This entails focus on employee code of conduct, human rights, equal work opportunities, gender diversity, employee well-being and safety, performance reviews and remuneration;
- Promote strong corporate governance and ethical work culture through policies and guidelines on board diversity and inclusion, anti-bribery, anti-corruption, anti-money laundering, IT/data privacy and security, whistleblower, and corporate taxation;
- Identify emerging material stakeholder issues, risks and opportunities to provide timely feedback for alignment of core business strategies for addressal of such risks and opportunities;
- Review and monitor the Company's progress toward achieving approved ESG objectives and targets;

- Review and monitor implementation of recommendations on ESG matters contained in reports received from the internal and/or external auditor and also liaise with the Audit and Risk Committee on overseeing and advising the Board on high-level ESG related risks;
- Review any proposed public disclosures or statements to be made on key ESG matters, including disclosures in the Corporate Governance Statement and any standalone ESG reports, and provide recommendations to the Board or Disclosure Committee for approval;
- Any other matter concerning ESG referred to by the Board.

## **Review of Charter**

The Board will, at least once in each year, review the membership and Charter of the Committee to determine its adequacy for current circumstances and the Committee may make recommendations to the Board in relation to the Committee's membership, responsibilities, functions or otherwise.