



ERAAYA LIFESPACES LIMITED

Regd. Office: Vikas House, 34/1, Vikas Path,
East Punjabi Bagh, New Delhi-110026

ESG Committee Charter

1. INTRODUCTION

The Company was originally incorporated as 'Tobu Enterprises Private Limited' in New Delhi on February 14, 1967 as a private limited company under the Companies Act, 1956, and was granted the certificate of incorporation by the Registrar of Companies, Delhi and Haryana at New Delhi. Thereafter, the name of our Company was changed to 'Tobu Enterprises Limited' and a fresh Certificate of Incorporation was granted by the Registrar of Companies, Delhi and Haryana at New Delhi on October 12, 1987. The name of the Company was changed again to 'Justride Enterprises Limited' and our Company received a fresh certificate of incorporation which was granted by the Registrar of Companies, Delhi and Haryana at New Delhi on November 29, 2013. Finally, the name of our Company was changed to 'Eraaya Lifespaces Limited' and a fresh certificate of incorporation consequent upon change of name was granted by the Registrar of Companies, Delhi at Delhi on March 20, 2024.

2. REGULATORY FRAMEWORK ON ESG REPORTING

The Ministry of Corporate Affairs (MCA), released a set of guidelines in 2011 called the National Voluntary Guidelines on the Social, Environmental and Economic Responsibilities of Business (NVGs) in order to provide guidance to businesses on what constitutes responsible business conduct. In order to align the NVGs with the Sustainable Development Goals and the 'Respect' pillar of the United Nations Guiding Principles the process of revision of NVGs was started in 2015. In March 2019, the NVGs were revised and released as the National Guidelines on Responsible Business Conduct (NGRBCs).

The Companies Act, 2013 (CA 2013) read with the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), are the two important legislations that have covered the various aspects of ESG reporting in a fragmented manner.

Disclosure Framework under the Companies Act, 2013:

- The Director's Report shall include information related to steps taken by the Company towards conservation of energy, technology absorption, etc.
- The Director's Report of all companies that are required to constitute a CSR Committee is required to include Annual Report on Corporate Social Responsibility (CSR), which among other things sets out in detail the CSR initiatives of the Company.

Disclosure Framework under the SEBI Regulations:

- From F.Y. 2022-23, filing of Business Responsibility and Sustainability Report (BRSR) shall be mandatory for the top 1000 listed companies (by market capitalization). The BRSR seeks disclosures from listed entities on their performance against the nine principles of the NGRBCs.

3. GENERAL SCOPE

The role of the ESG Committee has been established to assist the Board in meeting its responsibilities in relation to the Environmental, Social and Governance (ESG) matters arising out of the activities and operations of the Company for aiming towards enhanced sustainable development.

Sustainable development is a pattern of development through which the business is able to identify the pertaining ESG risks beyond just financials, which, in turn, guides the strategic actions of the business to meet the needs of the present without compromising the ability of future generations to meet their own needs.

4. ESG COMMITTEE COMPOSITION

The Board shall appoint the Members of the Committee and appoint Chair of the Committee (the Committee Chairperson) (who will be a non-executive director).

The ESG Committee shall have a minimum of three members, with majority of Independent, Non-Executive Director of the Company.

5. SECRETARY AND MINUTES

The Company Secretary shall act as a secretary to the Committee (the Committee Secretary).

All meetings of the Committee will be duly minuted. Minutes shall be first approved by the Committee and thereafter noted by the Board as well.

6. MEETINGS

The Committee shall meet at least two times a year or at such intervals as may be deemed appropriate. Meetings of the Committee shall be convened by the Committee Secretary at the request of the Committee Chairperson.

Meeting agendas and papers shall be sent to each member of the Committee no less than seven days prior to the meeting.

The quorum for any meeting of the Committee shall be any two Members with presence of at least one Board Member.

In the absence of the Committee Chairperson, the remaining members present shall elect one of themselves to chair the meeting.

7. AREAS

Worker health and safety; workplace conditions, supply chain sustainability, environmental matters including water, waste, biodiversity, and air quality management; emissions and climate change; engagement with communities and Indigenous Peoples; tailings facility management and emergency response plans; diversity and human rights.

8. REPORTING RESPONSIBILITIES

The Committee shall report on its proceedings to the Board of Directors from time to time.

9. DUTIES

The Committee shall:

- Review Group policies, Standards, Guidelines, and action plans regarding the sustainable development of the company's projects and operations, comprising social, economic, and environmental responsibility in the regions where the Group operates.
- Review targets for ESG performance and report to the Board with respect to their appropriateness, time- horizons, and ambition and assess progress towards achieving those targets;
- Seek updates on the management of material ESG issues from the respective functional and business heads;
- Review and report to the Board the performance of the Group and its Group companies with respect to the implementation of ESG Management Systems designed to ensure that the commitments made in the policy are being met and that sustainability and reputational related risks are being assessed, controlled and managed effectively. This includes existing HSE & Sustainability topics such as climate, safety, indigenous and human rights as well as emerging risk areas;
- Review the political contributions made by the company;
- Seek updates on how ESG is being institutionalized across all levels of the organization;
- Recommend, when appropriate, amendments to the Sustainability & ESG policies or management systems;
- Review the methods of communicating Vedanta's sustainability performance, including approving the Sustainability Report and the ESG, and BRSR sections published in the Integrated Annual Report prior to publication as deem fit;
- Advise the Board on the aspects of diversity (including but not limited to: gender, qualifications, representation, etc.) that need to constitute the leadership committees (including the Board) of the organization in order to drive an ESG culture across all aspects of decision-making;
- Advise the Board to enable it to discharge its responsibilities, having regard to the law and the expected international standards of sustainability & governance;
- Review public and media reports in relation to the Health, Safety, Environment and Sustainability performance;
- Perform such other duties and responsibilities as are consistent with the purpose of the Committee and as the Board or the Committee shall deem appropriate;

10. ADMINISTRATION OF THE POLICY

The ESG Committee of the Board shall review the ESG Policy of the Company and oversee its implementation.

11. DATE OF APPROVAL & AMENDMENT, IF ANY:

The Policy is approved and adopted by the Board of Directors of the Company held on -----, and is effective from same date.