



# ESG STEERING COMMITTEE CHARTER

## DOCUMENT CONTROL

Document Name: Charter for ESG Steering Committee of the Board  
Version Control: Version 1.0 (Effective Date: 23<sup>rd</sup> May 2023)  
Scope: Global Operations  
Document Category: Internal  
Approved by Board of Directors on 23<sup>rd</sup> May 2023

## **CHARTER FOR ENVIRONMENT, SOCIAL AND GOVERNANCE (ESG) STEERING COMMITTEE OF THE BOARD FOR VARROC GROUP**

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### **PURPOSE**

The purpose of the Environmental, Social and Governance (ESG) Steering Committee of the Board (the “Committee” hereinafter referred to as) of the Board of Directors (the “Board” hereinafter referred to as) of Varroc Engineering Limited (the “Company” hereinafter referred to as) shall be to support the Board and Varroc Group (which includes Varroc Engineering Limited and its Subsidiaries, Step-down Subsidiaries, Associate Companies, Joint Venture Companies and Group Companies) in endeavoring their ESG & Sustainability ambitions and commitments arising out of the Company’s operations globally.

The Committee shall oversee and provide direction for establishing ESG strategy, goals and commitments. The Committee shall monitor & review the performance against strategic ESG goals and commitments and report the same to the Board. The Committee shall also fulfil the requirements of statutory and regulatory requirements under national and international governing laws in terms of reporting disclosures.

### **MEMBERSHIP**

The ESG Steering Committee of the Board is as follows:

Members of the Committee:

1. Chairman & Managing Director – Chair of the Committee
2. Head, Business Division 1 -- Director
3. Independent Director

Current Composition:

1. Mr. Tarang Jain (Chairman and Managing Director) - Chairman
2. Mr. Gautam Khandelwal (Independent Director) - Member
3. Mr. Arjun Jain (Whole Time Director) -Member

Permanent Invitees of the Committee:

1. Group Chief Financial Officer
2. Group Chief Human Resource Officer
3. Group Manufacturing Excellence Head

Company Secretary of the Company shall act as a Secretary to the Committee

### **MEETINGS, QUORUM AND CONDUCT**

The Committee shall meet, in person or by telephone or video conference, at least once in a year and/or at such intervals as may be deemed appropriate. Two members present shall form the quorum for the meeting of the Committee. In the absence of the Committee Chairperson, the remaining members present shall elect one of themselves to Chair the meeting. The Company Secretary shall act as a secretary to the Committee (the Committee Secretary). All meetings of the Committee will be duly minuted.

## **AREAS OF INTEREST**

The Committee shall discuss the ESG & Sustainability related issues identified as part of its materiality assessment. Other ESG matters, such as strategic projects, key performance indicators, ESG related regulatory requirements, developments in global ESG frameworks, ESG ratings, national governmental programmes on climate change, and customer requirements on Supplier ESG-Sustainability requirements, shall also be part of the Committee's areas of interest.

## **ROLES AND RESPONSIBILITIES**

- Periodically review the ESG Policy for the Varroc Group.
- Review other policies & guidelines regarding the Environment, Social and Governance subjects applicable to the Company's operations and provide inputs if necessary.
- Review the activities of ESG Operational Councils on Environment, Social and Governance.
- Review progress on ESG related strategy, projects/initiatives, KPIs, and performance against the set goals or commitments.
- Periodically review changes in national and international statutory and regulatory laws, regulations, and requirements including any guidelines applicable to the Company and report/recommend the said changes therein to the Board from time to time.
- Review updates on how ESG is being institutionalized across all levels of the organization including manufacturing plants at global locations.
- Review the methods of communicating ESG and Sustainability performance to the public, including approving the ESG/Sustainability/BRSR Report published as part of the Company's Annual Report or independent report.
- Report to the Board of the Company on ESG related matters, including its performance.
- Advise the Board to enable it to discharge its responsibilities with respect to applicable law and regulatory requirements related to ESG/Sustainability.
- 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.

## **CHARTER AMENDMENTS**

The ESG Steering Committee of the Board will review and assess this Charter regularly and recommend any proposed changes for the approval of the Board.

## REVISION HISTORY

Revision reference	Date	Amendments
Version 1.0	23 <sup>rd</sup> May 2023	Adoption of Charter