



BHARAT



GREEN CHAIN



A stylized green landscape featuring wind turbines, buildings, and a road. The scene is rendered in shades of green and white, with a sense of motion and energy. The background is a light green gradient.

# **ENVIRONMENTAL AND SOCIAL GOVERNANCE COMMITTEE**

This charter (the “Charter”) outlines the objectives, structure, duties, and jurisdiction of the Environmental and Social Governance Committee (the “ESG Committee”) of the Board of Directors (the “Board”) of Bharat Green Chain Pvt. Ltd. (“Bharat Green Chain” or the “Company”).

## **1. Purpose**

The ESG Committee is established to support the Board in supervising Bharat Green Chain's initiatives, policies, and procedures concerning environmental conservation, health and safety, sustainability, and corporate social responsibility (hereafter referred to as “ESG Initiatives”)

## **2. Composition**

- (a) The ESG Committee's membership shall be appointed by the Board and shall serve until the subsequent annual meeting of Bharat Green Chain's shareholders or until their successors are named. The Board retains the authority to dismiss any Member at its discretion and to fill any vacancies that may arise within the ESG Committee. A Member may resign voluntarily, and their membership will cease automatically upon ceasing to hold a directorial position.
- (b) The ESG Committee shall consist of a minimum of three directors, with a majority of Members meeting the independence criteria as per the relevant laws and regulations governing corporate governance practices, including those specified under the Companies Act, 2013, and the rules prescribed by the Ministry of Corporate Affairs (MCA). Additionally, each independent director shall be free from any affiliations that could reasonably impede their impartial judgment, as determined by the Board of Directors in accordance with the provisions of the Companies Act, 2013.

- (c) The ESG Committee shall designate one of its Members as the Chair, and the corporate secretary of Bharat Green Chain or another individual appointed by the Committee shall serve as its secretary.

### **3. Meetings**

(a) The ESG Committee shall convene at times and locations determined by the Chair, but at least twice annually. Each Member must receive at least twenty-four (24) hours' notice of each meeting via oral communication, telephone, fax, or email, unless notice is waived by all present Members or by any absent Members either before or after the meeting. Members may participate in meetings in person, or through telephone, video, or teleconference, using any communications technology that allows all participants to communicate effectively during the meeting.

(b) The Chair will preside over ESG Committee meetings when present. Should the Chair be absent, the attending Members may appoint one among themselves to chair that particular meeting.

(c) A quorum for any meeting of the ESG Committee will require a majority of its Members. Each Member is entitled to one vote, and decisions are made by a majority vote. The Chair does not have a tie-breaking vote. Alternatively, the ESG Committee can conduct its affairs through written resolutions, provided they are signed by all Members, eliminating the need for a formal meeting.

(d) The ESG Committee may, at its discretion, invite any officer, employee, or external advisor of the Company to attend its meetings to participate in discussions and contribute to the considerations regarding the Committee's responsibilities.

(e) Prior to each scheduled meeting, the Chair, assisted by the Secretary, will prepare and distribute an agenda and relevant briefing materials to the Members and others as deemed necessary by the Chair. The ESG Committee may also request reports and information from company officers and employees as needed to perform its duties effectively.

#### **4. Duties and Responsibilities**

The duties and responsibilities of the ESG Committee are as follows:

(a) Oversight of ESG Strategy: The ESG Committee is responsible for overseeing the company's overall approach and strategic response to environmental and social governance(ESG) issues. Specifically, the committee will:

- Collaborate with senior management to develop and approve the ESG Strategy, including the formulation and endorsement of related policies.
- Provide oversight, guidance, and insight to management on the implementation of initiatives, processes, and policies under the ESG Strategy.
- Regularly review and assess the ESG Strategy based on management reports on such matters, making adjustments and updates as necessary.
- Conduct annual reviews of the targets set by management for ESG matters and monitor the company's performance against these targets.
- Oversee the company's reporting and public disclosure concerning such matters.

(b) Environmental, Health, and Safety Oversight: The committee will monitor and oversee the company's performance in these areas by:

- Reviewing and advising on the corporation's standards, policies, and practices to ensure they meet or exceed legislative requirements and industry standards.
- Evaluating reports from management about activities supporting the company's field safety practices.

(c) Review of Environmental and Social Programs: The committee will assess and recommend actions on Bharat Green Chain's environmental and social programs that affect stakeholders including shareholders,

employees, local communities, and partners, ensuring these programs support the company's strategic goals.

However, the Board retains the final oversight responsibility for environmental, health, and safety performance.

(d) Cultural and Diversity Initiatives: Review and recommend strategies, initiatives, and programs related to the company's culture, talent recruitment, development, retention, and employee engagement, focusing particularly on diversity and inclusion.

(e) Review of Disclosures: Examine ESG-related content in the company's quarterly reports, annual information forms, and Management Information Circular to ensure accuracy and completeness.

(f) Approval of Budget: Approve the annual budget allocated for ESG activities.

## **5. Reporting**

The Chair of the ESG Committee will regularly report to the Board on the committee's activities, as deemed appropriate. The Secretary will distribute the minutes of each Committee meeting to all Board members.

## **6. Access to Information and Authority**

The ESG Committee will have unrestricted access to all information about Bharat Green Chain that is necessary or desirable for fulfilling its duties. All directors, officers, and employees are directed to cooperate with the Committee as requested by its Members.

The ESG Committee has the authority to engage, at Bharat Green Chain's expense, independent advisors, consultants, and experts to assist in its duties, including the sole authority to retain such services and approve their fees and other terms of engagement with prior CEO approval.

## 7. Review of Charter

The ESG Committee will annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board for consideration.

## 8. Acknowledgment and Signature

We, the undersigned directors of Bharat Green Chain Pvt. Ltd., hereby acknowledge that we have read and understood the Environmental and Social Governance Committee Charter dated April 13, 2024, and agree to abide by its provisions to the best of our abilities.

By signing below, we affirm our commitment to promoting environmental conservation, health and safety, sustainability, and corporate social GOVERNANCE in alignment with the objectives outlined in the Charter.

### SIGNATORIES

Director - Alvia Zaidi

Director - Anil Kashyap

Director - Sparsh Gupta

Director- Harpreet Singh

Director - Aman Aneja

Director - Baldev Kumar

Dated: April 13, 2024

Approved by: Board of Directors