



**Environmental, Social, and Governance (ESG)**  
**Management Committee Charter**

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# ENVIRONMENTAL SOCIAL AND GOVERNANCE (ESG) MANAGEMENT COMMITTEE CHARTER

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## 1. PURPOSE

The Environmental, Social, and Governance Management Committee (“Committee”) of the Board of Directors (“Board”) of Tejas Networks Limited (“Company”) is constituted to provide strategic oversight, governance, and direction on all material ESG matters impacting the Company and its subsidiaries.

The Committee shall assist the Board in:

- Integrating ESG considerations into the Company’s strategy, risk management, capital allocation, and culture
- Overseeing the Company’s commitment to sustainable development, responsible business conduct, and long-term value creation
- Ensuring alignment of ESG ambitions, policies, practices, and disclosures with regulatory requirements, global standards, customer expectations, and investor priorities

## 2. VISION

To embed Environmental, Social, and Governance (ESG) excellence into the organization’s strategy, operations, and culture by driving responsible growth, value creation, regulatory compliance, and long-term resilience for all stakeholders.

## 3. AUTHORITY

The Committee is authorized by the Board to:

- Seek any information it requires from management
- Obtain advice and assistance from internal or external experts, consultants, or advisors
- Access Company records relevant to its responsibilities
- Recommend actions, policies, targets, and disclosures to the Board for approval

## 4. COMPOSITION & GOVERNANCE

### 4.1 Committee Composition

- The Committee shall comprise at least three Directors, with a majority being Non-Executive Directors
- At least one member shall be an Independent Director
- The Board shall appoint the Chairperson of the Committee

### 4.2 Meetings

- The Committee shall meet at least twice in a financial year
- Additional meetings may be convened as required
- The quorum shall be two members or one-third of the members, whichever is higher

### 4.3 Attendance

- The Managing Director, Chief Operating Officer, Chief Financial Officer, Chief Human Resource Officer, Quality Assurance Head, ESG Head, and other CXOs, senior executives may attend meetings by invitation
- The Chairperson may invite external experts as required

## 5. ROLE OF MANAGEMENT COMMITTEES

The ESG Management Committee / ESG Operations Council shall:

- Be responsible for the implementation, execution, and monitoring of ESG initiatives

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- Report periodically to the Board ESG Committee on progress, risks, deviations, and corrective actions

The Board ESG Management Committee shall retain oversight, challenge, and strategic direction responsibilities.

### 6. KEY RESPONSIBILITIES

#### 6.1 Strategy & Policy Oversight

The Committee shall:

- Oversee the Company's ESG strategy and ensure alignment with business objectives
- Review and recommend ESG-related policies, frameworks, and charters for Board approval
- Ensure ESG considerations are embedded in strategic planning and key investment decisions

#### 6.2 Environmental & Climate Governance

The Committee shall:

- Oversee environmental performance, including energy, emissions, water, waste, and biodiversity
- Review progress toward Net Zero 2045 targets and interim milestones
- Oversee governance of climate-related risks and opportunities, including:
  - Physical and transition risks
  - Climate scenario analysis and resilience planning
- Monitor alignment of R&D and capital expenditure with sustainability goals

#### 6.3 Social & Human Capital Oversight

The Committee shall:

- Oversee workplace health & safety, employee well-being, and labour standards
- Review policies and performance related to:
  - Diversity, Equity & Inclusion
  - Human rights across operations and the supply chain
  - Employee engagement, skills development, and future workforce readiness
- Monitor grievance redressal mechanisms and remediation actions

#### 6.4 Supply Chain & Responsible Sourcing

The Committee shall:

- Oversee ESG risks and performance across the value chain
- Monitor implementation of the Supplier Code of Conduct
- Review key ESG risks related to suppliers, contractors, and partners, including Scope 3 emissions
- Ensure corrective action and escalation mechanisms for high-risk suppliers

#### 6.5 Governance, Ethics & Integrity

The Committee shall:

- Oversee corporate governance practices related to ESG
- Review policies on ethics, whistleblowing, anti-bribery, anti-corruption, data protection, cybersecurity, and compliance

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- Monitor ESG-related regulatory compliance and emerging requirements
- Recommend integration of ESG KPIs into senior leadership performance and incentives, where appropriate

### 6.6 Risk Management & Audit Interface

The Committee shall:

- Oversee material ESG risks and opportunities and their integration into enterprise risk management
- Liaise with the Audit & Risk Committee on ESG-related risks, controls, and assurance
- Review outcomes of ESG-related internal and external audits

### 6.7 Disclosure, Reporting & Assurance

The Committee shall:

- Review and recommend for Board approval ESG disclosures and statements, including:
  - SEBI Business Responsibility and Sustainability Report (BRSR)
  - Sustainability / Integrated Reports
  - Climate-related disclosures
- Oversee ESG data governance, quality, and controls
- Review the need for and scope of independent assurance on ESG information

### 6.8 Stakeholder Engagement

The Committee shall:

- Oversee stakeholder engagement processes
- Review key stakeholder concerns, expectations, and feedback
- Ensure learnings are incorporated into ESG strategy and decision-making

## 7. STANDARDS & FRAMEWORKS

The Committee shall guide alignment with relevant ESG frameworks and standards, including:

- SEBI BRSR
- GRI Standards
- TCFD / IFRS Sustainability Standards
- UN Sustainable Development Goals
- Applicable national and international regulations

## 8. REPORTING TO THE BOARD

The Committee shall:

- Provide updates to the Board at least twice a year
- Report on ESG performance, risks, progress against targets, and key recommendations
- Escalate significant ESG issues requiring Board decision or intervention

## 9. REVIEW OF CHARTER

The Board shall review this Charter annually or as required to reflect:

- Changes in regulations
- Evolving ESG best practices

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- Business strategy and stakeholder expectations

Any amendments shall be recommended by the Committee and approved by the Board.

### 10. BOARD-LEVEL POSITIONING STATEMENT

This Charter formalizes the Board's responsibility and commitment to effective ESG governance, ensuring sustainability is embedded into the Company's long-term strategy, risk management, and value creation.

### 11. CONTACT DETAILS

For any queries, ESG team [ESG-Safety@tejasnetworks.com](mailto:ESG-Safety@tejasnetworks.com)

### 12. VERSION CONTROL

Version	Author and Date	Reviewed By and Date	Reviewed, Approved by, and Date	Approved By COO/CEO/BoD, and Date	Change Control
1.00	Sneha V 21.04.2023	Satish Keshavanarayan 21.04.2023	N R Ravikrishnan 21.04.2023	Board Of Directors 21.04.2023	Initial Document
1.01	A V Pooja 01.01.2026	Harsha M 10.01.2026	S R Venkatesh 20.02.2026	Board of Directors 15.04.2026	The target timeline has been revised from 2035 to 2045, and the document has been comprehensively reviewed and updated in line with revised BRSR requirements.