



**VEDANTA LIMITED**

**ESG Committee Charter**

Document Name	<b>Charter of ESG Committee</b>
Company	<b>Vedanta Limited</b>
Charter Adopted on	V. 1. Board Meeting dated January 28, 2022 Board Meeting dated July 26, 2021

## **GENERAL SCOPE**

The role of the ESG Committee (erstwhile, “Sustainability 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 and its subsidiary companies (the Group) 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.

## **AUTHORITY**

The Committee is authorised to:

- seek any information it requires from any employee of the Company;
- obtain outside legal or other independent advice on matters within its terms of reference; and
- form advisory or steering groups to provide focus or advice on matters within its terms of reference.

## **MEMBERSHIP**

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 including one independent non-executive director of the Company. Other members of the Committee may be appointed on the recommendation of the Group CEO with the approval of the Board. The Group HSE & Sustainability Head and Director - ESG shall be permanent invitees to the Committee Meetings.

## **SECRETARY AND MINUTES**

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

The Group HSE & Sustainability Head will co-ordinate with the ESG Committee and CS for carrying out the meetings and operations of the Committee.

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.

## **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.

## **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

## **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;

## **REPORTING RESPONSIBILITIES**

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

## **DELEGATION OF AUTHORITY**

The ESG Committee may form, and delegate authority to, sub-committees comprised of one or more members of the Committee, as appropriate. Each sub-committee shall have the full power and authority of the Committee, as to the matters delegated to it.

## **APPROVAL AND REVIEW**

The ESG Committee Terms of Reference and any amendments thereto shall be approved by the Board of Vedanta Limited. The ESG Committee shall review its own terms of reference and performance once a year to ensure its relevance and its effectiveness.