

**CHARTER FOR THE
RISK MANAGEMENT AND ESG COMMITTEE¹**

Adopted by the Board of Directors of Sterlite Power Transmission Limited on November 01, 2019

**Revised and approved by the Board on August 07, 2021
(Amended vide Board approval dated November 11, 2022)
(Revised and approved by the Board on February 10, 2025)**

¹ Change in the nomenclature to Risk Management and ESG Committee vide Board approval dated February 10, 2025

PREAMBLE

This Charter is granted by the Board of Directors of Sterlite Power Transmission Limited (“**Company**”) to the Risk Management and ESG Committee of the Board (hereafter called “**the Committee**”). The objective of the Committee shall be to assist the Board in overseeing the Company’s overall risk appetite, tolerance and strategy of risk management and monitor compliance with the relevant Environmental Law, frameworks and the Environmental and Social Action Plan (ESAP). The purpose of this document is to define authority, responsibility and governing principles of the Risk Management and ESG Committee of the Company.

The Charter is subject to provisions of the Companies Act, 2013, as amended and/or any other law as may be applicable in this regard and Shareholders’ Agreement dated November 08, 2024, executed by and amongst the Company, Twin Star Overseas Limited, South Asia Growth Fund III Holdings LLC, South Asia EBT Trust III and Volrado Venture Partners Fund III – BETA (‘SHA’). If a provision of this Charter is inconsistent or contrary to any law in force in India, such law, rules and/or regulations shall prevail over the Charter. The words and phrases used in the Charter shall have the same meaning as defined under the Companies Act, 2013, and other applicable laws and the SHA. The Board has the right, subject to applicable laws and regulations, to modify this Charter, to reconstitute/dissolve the Committee or to supersede its actions.

COMPOSITION

1. The Committee shall comprise of minimum two members.
2. The Board shall nominate the Chairperson of the Committee, who shall be a director on the Board. In case the Chairperson of the Committee is not present within 15 minutes from the start of the meeting, the members present may elect one amongst themselves to be the Chairperson for that meeting.
3. Senior Executives of the Company may also be appointed as members of the Committee.
4. The Chief Financial Officer and Head- Risk Management, if any shall be a permanent invitee to all the meetings of the Committee.
5. The Company Secretary shall act as the secretary to the Committee.

MEETINGS AND QUORUM

1. The Committee shall meet as and when required.
2. The quorum shall be two members.

ROLES AND RESPONSIBILITIES:

1. *In relation to Risk Management Functions:*

- 1.1 To formulate a Risk Management Framework, which shall include:

- 1.1.1. framework for identification of internal and external risks specifically faced by the Company, including financial, operational, sectoral, sustainability, information, cyber security risks or any other risk as may be determined by the RMEC;
 - 1.1.2. measures for risk mitigation plan including systems and processes for internal control of identified risks; and
 - 1.1.3. Business continuity plan.
- 1.2 To ensure that appropriate processes and systems are in place to monitor and evaluate risks associated with the Business of the Company;
 - 1.3 To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
 - 1.4 To review the risk management policy in view of the changes in industry dynamics and evolving complexity; and
 - 1.5 To review the action taken on its recommendations.
2. ***In relation to ESG functions:***
- 2.1. to seek any information (data, reports and other relevant information on ESG matters) it requires from any employee of the Company in order to perform its duties;
 - 2.2. to have access to relevant papers and records, in relation to the ESG matters of the Company, and to visit any Company premises and to talk to any member of the executive team or member of staff necessary to perform its duties;
 - 2.3. to investigate or oversee any Company investigation relating to breaches of the Company's ESG policies;
 - 2.4. to commission any reports or surveys, in relation to breach of ESG policy of the Company at the Company's expense, which it deems necessary in relation to its duties;
 - 2.5. provide strategic advice and guidance to the board of directors in relation to systemic and strategic ESG issues which affect the Company's business model and strategy;
 - 2.6. to monitor the implementation of ESAP and any other corrective action plans that may be developed in due course to ensure the adequate implementation and continuous improvement of robust systems for monitoring ESG matters;
 - 2.7. to advise the management team on the appointment, removal and/or replacement of senior personnel responsible for the implementation, operation and maintenance of the ESG policies of the Company; and
 - 2.8. to review and approve the Company's ESG policies and initiatives.

The Risk Management and ESG Committee shall coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the board of directors.]

MINUTES & REPORTING

1. The Committee will report to the Board with respect to the recommendations that the Committee deems appropriate, from time to time.
2. The Company Secretary shall maintain minutes of the meetings of the Committee, which shall be placed before the Board quarterly.