



# ENSURING BETTER ACCOUNTABILITY

We have instituted best-in-class governance practices, policies, and structures to guarantee our commitment to conducting our business ethically and responsibly. The extensive knowledge, varied skills, and continuous direction provided by our leadership empower us to uphold the best interests of stakeholders and serve our objective of being a successful and sustainable organisation.

## Governance structure

Our governance structure adheres meticulously to the essential regulatory requisites. We take pride in the capabilities of our Board and senior management, who are entrusted with the responsibility of guiding and overseeing the strategic trajectory of our organisation. Their roles encompass influencing and monitoring our approach to risk management, all in pursuit of enhancing our business operations.



## CORPORATE GOVERNANCE FRAMEWORK

### TRANSPARENCY AND OPENNESS

#### BOARD OF DIRECTORS

Balanced Board of Executive and Non-Executive Independent Directors with a diverse range of expertise and experience

Provides strategic direction and evaluates performance

Ensures the long-term interest of the stakeholders are being served

#### BOARD COMMITTEES

Audit	Nomination and Remuneration	Sustainability	Risk
Project review	Corporate Social Responsibility	ESOP	Finance

Under the guidance of the Board and its committees, the Company drives performance by adopting various policies on key domains such as corporate governance, sustainability and CSR. Information on the policies is available at [jswcement.in](http://jswcement.in)

#### KEY CORPORATE FUNCTIONS

Finance	Manufacturing operations	Logistics	Sustainability	Sales and Marketing	
Legal	Information Technology	Safety	Human Resources	Commercial	CSR

## GOVERNANCE FRAMEWORK

### Responsibilities of the Board committees

Our Board comprises eight committees, each assigned distinct responsibilities. These committees play a vital role in supporting our management team to accomplish our strategic objectives and generate value for our stakeholders.

Committee	Responsibilities
<b>Audit</b>	<ul style="list-style-type: none"> <li>Reviews the Company's reporting process, its disclosures and valuation of undertakings or assets, whenever necessary</li> <li>Evaluates internal financial controls and risk management system</li> <li>Recommends the appointment, remuneration and terms of appointment of auditors</li> <li>Scrutinises inter-corporate loans</li> <li>Involves Finances and Accounts, Internal Audit Team</li> </ul>
<b>Nomination and remuneration</b>	<ul style="list-style-type: none"> <li>Determines the Company's policy governing remuneration of the Managing Director, Whole-time Directors and senior management and the nomination and appointment of Directors</li> <li>Involves HR team</li> </ul>
<b>Sustainability</b>	<ul style="list-style-type: none"> <li>Responsible for the adoption of National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business, 2011 (NVGs) in the business practices of JSW Cement</li> <li>Responsible for the adoption of all sustainability policies/standards</li> <li>Monitors the progress of business sustainability initiatives</li> <li>Involves Sustainability team</li> </ul>
<b>Risk management</b>	<ul style="list-style-type: none"> <li>Reviews the Risk Management Policy from time to time and assesses the Company's risk profile and key risk areas</li> <li>Provides a methodology to identify and analyse the financial impact of loss to the organisation, employees, the public and the environment</li> <li>Involves Risk Management team</li> </ul>
<b>Project review</b>	<ul style="list-style-type: none"> <li>Closely monitors the progress of projects, their cost and implementation schedule with the objective of timely project completion within the budgeted project outlay</li> <li>Considers deviations, if any, with a comprehensive note detailing the reasons for such deviation and its impact on viability parameters</li> <li>Involves project team</li> </ul>
<b>Corporate social responsibility</b>	<ul style="list-style-type: none"> <li>Develops the CSR Policy, indicating the activities to be undertaken by the Company, recommends the expenditure to be made on such activities and monitors the CSR policy from time to time</li> <li>Involves CSR team</li> </ul>
<b>ESOP</b>	<ul style="list-style-type: none"> <li>Determines the employees eligible for participation in ESOPs and the performance parameters for grant and/or vesting of options granted to employees</li> <li>Involves HR and Accounts team</li> </ul>
<b>Finance</b>	<ul style="list-style-type: none"> <li>Authorised to avail credit/financial facilities from banks/financial institutions/corporate bodies to alter/vary terms, conditions and repayment schedules, including premature payments of the credit/financial facilities availed from lenders, with or without premium on such payments</li> <li>Involves Finances and Accounts team</li> </ul>

### Sustainability governance

We have established a Sustainability Committee at the Board level to guide our sustainability initiatives. This committee is responsible for adopting and implementing sustainability policies and standards within the Company. It oversees our progress in various sustainability initiatives and ensures the adoption of relevant guidelines and updates. The corporate and plant sustainability teams execute these efforts.

Our Sustainability Committee comprises two Executive Directors and three Non-Executive Directors, including two Independent Directors. The Company Secretary serves as the Committee's Secretary. The sustainability team regularly presents its findings and observations to the Committee.

### ESG strategy and framework

We have developed a clear ESG strategy and framework to positively influence the lives of our stakeholders. Various measures undertaken as part of our governance system ensure robust, transparent, and compliant business processes. The Board defines the governance agenda at the highest level, clearly outlining roles, responsibilities, and accountability across different levels and areas of our business.

Our internal processes prioritise ethical conduct and transparency. For instance, our Risk Committee proactively reviews business risks, assesses potential impacts, and devises mitigation plans, allowing us to anticipate and address governance challenges effectively.

### Policies

We have implemented various policies covering business ethics, anti-bribery, conduct, discipline, conflict of interest, whistleblowing, and prevention of sexual harassment. There are also frameworks to uphold the principles of good governance, compliance, and ethical conduct. These standards align with the highest governance norms and foster an inclusive and equitable work environment. We consistently communicate these policies to our management, employees, and other stakeholders.

These policies are regularly updated, and we maintain a strong focus on data protection and confidentiality by carefully managing information flow. We have identified data custodians to safeguard sensitive business and personal data.

#### Some of our major policies

- Climate Change Policy
- Corporate Environment Policy
- Policy on Energy
- Raw Material Conservation Policy
- Water Resource Management Policy
- Wastewater Management Policy
- Air Emissions Policy
- Biodiversity Policy
- CSR Policy
- Indigenous People and Resettlement Policy
- Human Rights Policy
- Labour Practices and Employment Rights Policy
- Health and Safety Policy
- Remuneration Policy
- Whistleblower Policy
- Anti-Bribery and Anti-Corruption Policy
- Board Evaluation Policy
- Nomination Policy
- Risk Management Policy

Read more about our policies [here](#).

### Regulatory compliance

We have established structured processes to ensure full compliance with local laws and regulations, fostering ethical practices that go beyond mere compliance. We believe that this commitment to ethics will propel us towards our goal of 'Ethics beyond compliance'. During this reporting year, we have zero instances of non-compliance with laws and regulations.

### Establishment of the Ethics Helpline

To provide an avenue for reporting any wrongdoings, we have established the Ethics Helpline. This confidential, third-party service, is accessible in multiple languages including English, Hindi, Tamil, Telugu, Marathi, Kannada, and Bengali.

