

DISA India Limited
Business Responsibility & Sustainability Reporting Policy

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BACKGROUND, SCOPE, PURPOSE AND EFFECTIVE DATE

The Security Exchange Board of India (SEBI) vide its fifth amendment notification dated December 26, 2019, required top one thousand listed companies based on market capitalization to include Business Responsibility Report as a part of its Annual Report. Further, vide its Circular no. SEBI/HO/CFD/CMD-2/P/CIR/2021/562 dated May 10, 2021, SEBI has made Business Responsibility & Sustainability Report (BRSR) mandatory for top one thousand listed companies by market capitalization with effect from the financial 2022-23.

DISA India Limited (the “Company”) being one of the top one thousand listed companies based on market capitalization as on March 31, 2020, has approved and adopted the Business Responsibility Policy (the “Policy”) at its meeting held on June 3, 2020, being the effective date of the Policy. The Policy has been amended by the Board of Directors at its meeting held on February 9, 2023 as ‘Business Responsibility & Sustainability Policy’.

The Policy is based on nine principles enunciated in the National Guidelines on Responsible Business Conduct (NGRBC) by the Ministry of Corporate Affairs (MCA). The primary objective of the Policy is to align and ensure adherence of all business activities in line with the core NGRBC requirements of each principle.

DEFINITIONS

- a. “Board” shall mean Board of Directors of the Company.
- b. “Companies Act” shall mean the Companies Act, 2013 and Rules there under, notified by the Ministry of Corporate Affairs, Government of India, as amended.
- c. “Listed Entity / Company” shall mean DISA India Limited.
- d. “Policy” means Business Responsibility & Sustainability Policy.
- e. “Regulations” shall mean Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.
- f. “Stock Exchange” shall mean a recognized Stock Exchange as defined under clause (f) of Section 2 of the Securities Contracts (regulation) Act, 1956.

RESPONSIBILITY

The Managing Director of the Company shall be responsible for the implementation of the Policy. The Managing Director may take support of such functional heads and internal and external experts, which he may deem fit, for the effective implementation of the Policy.

Core Values of DISA

1. DISA has a history of being a respected corporate citizen with its transparent governance structure, environmentally friendly practices, enabler of change to the market, the customers, community and society at large. The NORICAN Group is built on this philosophy and has been successful across the world.
2. DISA acknowledges and values the fact that their success is not built purely on commercial terms, but also with sound principles caring for the environment, community and quality of governance which are the DNA in their system.

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3. All policies and procedures framed would also have its impetus from this policy document to ensure alignment to environment, society and governance principles enshrined in NGRBC.

Reaffirmation of Nine Key NGRBC Principles:

1. The Company takes this opportunity to re-affirm and pledge its commitment to the social, environmental and governance principles.
2. The Nine Key Principles are infused in several policies, code of conduct and other mechanisms including internal instructions or circulars which are duly approved by the Board and have been widely accepted by the stakeholders. These policies and procedures are communicated through publishing on the external website of the Company and internal portal or internal communication.
3. The Company believes in ensuring a 360-degree approach in all its advocacy initiatives.
4. All the initiatives taken by DISA on implementing the 9 principles are driven by the decisions of the Board of Directors and delegated authority, depending on the type and nature of the initiative.
5. Assessment of monitoring of the Business Responsibilities and Sustainability Reporting initiatives is a continuous process and is built in the overall business reviews and monitoring mechanisms with oversight from the Board of Directors and including its committees like Corporate Social Responsibility Committee, Risk Management Committee, and other committees or teams formed for specific initiative or sub-topic of the initiative.

POLICY

The Company believes that business excellence can be achieved only by conducting the business based on sound sustainability principles that address the dimension of good governance as well as environmental and social responsibility. The Company's policies, procedures and practices continuously evolve and need to be recalibrated over a period of time. The Company's Business practices would therefore be governed by the following guiding principles:

Principle 1: Businesses should conduct and govern themselves with integrity and in a manner that is Ethical, Transparent and Accountable:

The Company has always believed that a strong ethical corporate citizenship and establishment of good corporate culture in business are key to the success of the Company. The Company believes that adhering to the best governance practices to ensure protection of interests of all stakeholders who are directly or indirectly associated with the Company is equally important along with healthy growth of the Company.

The Company shall:

1. The Company shall ensure appropriate governance structures, procedures and practices for ethical conduct at all levels. It shall also strive to promote the adoption of this principle across its value chain.

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2. The Company shall, to the extent considered necessary and permitted by regulation, ensure transparent communication and access to relevant information about its decisions that impacts relevant stakeholders.
3. The Company shall not engage in practices that are abusive, corrupt or considered as anticompetitive under applicable laws.
4. The Company shall truthfully discharge its responsibility on financial and other mandatory disclosures.
5. The Company shall be a responsible corporate citizen by promoting social welfare activities and strive to promoting sustainability and minimizing the adverse impact of Company operations on the environment.
6. The Company shall neither practice nor tolerate discrimination based on age, sex, colour, caste, disability, marital status, ethnic origin, race, religion, sexual orientation, disease (viz. HIV/Aids) or any other status of individuals unrelated to the individual's ability to perform work.
7. The Company shall maintain accounts and records which reflect the true and fair picture of the Company's business activities in compliance with accepted accounting principles and standards for financial reporting.
8. The Company's dealings with its customers shall be professional, fair and transparent.
9. The Board members and employees shall ensure and take all reasonable measures to protect the confidentiality of non-public information about the Company, its business, customers and other materially significant information obtained or created in connection with any activities with the Company and to prevent the unauthorized disclosure of such information unless required by applicable laws, regulatory process or for any other legitimate purpose.
10. The Board members and employees of the Company shall always act in the interest of the Company and ensure that any business or personal association does not create a conflict of interest with their roles and duties in the Company or its operations.
11. The Board members / employees shall comply with all the applicable laws, rules and regulations.
12. The Company shall ensure timely and complete payment of all undisputed applicable Statutory Dues in the letter and spirit of the laws and regulations governing such payments.

Principle 2: Businesses should provide goods and services in a manner that is sustainable and safe:

The Company has always strived to embed the principles of sustainability, to the extent possible, into the various stages of product life cycle including procurement of raw material, manufacturing and disposal by consumers to improve the quality of life of the products.

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The Company shall:

1. Strive to assure safety and optimal resource use over the life cycle of the product – from design to disposal, and ensure that everyone connected with it i.e., designers, producers, job workers, value chain members, customers and recyclers are aware of their responsibilities.
2. Strive for consumers' awareness of their rights through education, appropriate and helpful marketing communication, full details of contents and composition and promotion of safe usage and disposal of their products and services.
3. Strive to ensure that the manufacturing processes and technologies required to produce it are resource efficient and sustainable.
4. Regularly review and improve upon the process of new technology development, deployment and commercialization, incorporating social, ethical, and environmental considerations.
5. Recognize and respect the rights of people who may be owners of traditional knowledge, and other forms of intellectual property.
6. Recognize that over-consumption results in unsustainable exploitation of resources and to promote sustainable consumption, including recycling of resources, wherever possible.
7. Make efforts to dispose waste in a responsible manner, including through authorized recyclers.
8. Make efforts to initiatives that work towards the conservation of the environment.

The Company shall ensure adherence to all relevant environmental laws and regulations applicable to its business operations. The Company manages to integrate R&D technology at the design and development stages for all its products and services to enable the deployment of assets with lower carbon footprint and making the resources more energy efficient.

The Company strives to integrate a circular approach within its product lifecycle by abiding complying with Extended Producer Responsibility ('EPR'). The Company ensures safe collection and disposal of plastic waste generated due to its products.

Principle 3: Businesses should respect and promote the well-being of all employees, including those in their value chains:

The Company continues to strive for the well-being of all of its employees. The safety and health of employees is extremely important to the Company. Promoting diversity, preventing discrimination, safety and health are part of Company's employee policies. The Company has undertaken various measures to ensure the safety of employees/ workers in the work place.

The Company shall:

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1. Provide access to appropriate grievance redressal mechanisms to the employees.
2. Provide and maintain equal opportunities at the time of recruitment as well as during the course of employment irrespective of caste, creed, gender, race, religion, disability or sexual orientation.
3. Not use child labour, forced labour or any form of involuntary labour, paid or unpaid and shall take cognizance of the work-life balance of its employees, especially that of women.
4. Facilitate the wellbeing of its employees, including those with special needs and should ensure timely payment of fair living wages to meet basic needs and economic security of the employees.
5. Provide a work environment that is safe, hygienic, humane, and which upholds the dignity of the employees and communicate this provision to their employees and train them on a regular basis. The Company shall create systems and practices to promote a harassment free workplace where employees feel safe and secure in discharging their responsibilities.
6. Promote continuous skill and competence upgradation of all the employees by providing access to necessary learning opportunities, on an equal and non-discriminatory basis and shall promote employee morale and career development through progressive human resource interventions.
7. Respect freedom of association as a human right and accept collectivism whenever employees wish to organise themselves. The Company upholds all legislation affecting employees, ensuring the right to fair wages, freedom of association, participation and collective bargaining. Employees are free to join, form or refrain from any employee collectives without fear of retaliation, harassment or intimidation of any kind. The Company enables ample open channels of communications and grievance redressal mechanisms to deal with stakeholder concerns on human rights in a just, fair and prompt manner.
8. Endeavors for adoption of these principles across the value chain.

Principle 4: Businesses should respect the interests of and be responsive to all their stakeholders:

The Company recognizes employees, vendors, customers, shareholders/investors and communities surrounding the operations and regulatory authorities as key stakeholders. The company continues its engagement with them through various mechanisms with a view to safeguard their interest.

The Company shall:

1. Identify its stakeholders, understand their concerns, define purpose and scope of engagement, and commit to engage with them.
2. Be transparent about the impact of their policies, decisions, product & services and associated operations on the stakeholders and pay adequate attention to the stakeholders.
3. Resolve differences with stakeholders, if any in a just, fair and equitable manner.

Principle 5: Businesses should respect and promote human rights:

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The Company respects and promotes human rights for all individuals. The company's commitment to human rights and fair treatment is set in its processes. The Company strives to conduct operations with honesty, integrity and openness with respect for human rights and interests of employees.

The Company shall:

1. Strive to understand the human rights aspects of the Constitution of India, national laws and policies and the content of International Bill of Human Rights and appreciate that human rights are inherent, universal, indivisible and interdependent in nature.
2. Integrate respect for human rights in management systems, in particular through assessing and managing human rights impacts of operations, and ensuring all individuals impacted by the business have access to grievance mechanisms.
3. Recognize and respect the human rights of all relevant stakeholders and groups within and beyond the workplace, including that of communities and consumers.
4. Promote the awareness and realization of human rights across the value chain and shall not be complicit with human rights abuses by a third party.

Principle 6: Businesses should respect and make efforts to protect and restore the environment:

The Company accords priority for adhering to environmental protection procedures. The Company believes that it has a responsibility to take care of the planet and preserve its beauty, resources and strength for future generations.

The Company shall:

1. Facilitate and adhere to the principle of respecting, protecting and restoring the environment.
2. Utilize natural and manmade resources in a responsible manner and seek to ensure the sustainability of resources by reducing, reusing, recycling and managing waste.
3. Take measures to check and prevent pollution.
4. Continuously seek to improve their environmental performance by adopting cleaner production methods, promoting use of energy efficient and environment friendly technologies and use of renewable energy.
5. Seek to develop environment management systems and contingency plans and processes that helps in preventing, mitigating and controlling environmental damage which may be caused due to its operations.
6. Comply with applicable environmental regulations and other requirements.

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Proactively encourage and support its value chain to adopt this principle. The Company endorses the view of the various initiatives taken by regulators, government, industry peers and others with regard to adoption of ESG goals. The Management in its wisdom will decide on a possible action plan to consider such initiatives and evaluate them to be included in their expansion programs, or strategic or operational activities suitably.

Principle 7: Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent:

The Company believes that to maintain a healthy relation with Government, quasi government bodies, trade bodies and regulators, it is important to create positive environment. The Company has always strived to create a positive impact on the business eco-system and communities by practicing pro-active advocacy not for securing certain benefits for industry, but for advocating certain best practices for the benefit of society at large. The Company engages with industry bodies and associations to influence public and regulatory policy in a responsible manner.

The Company shall:

1. While pursuing policy advocacy, ensure that their advocacy positions are consistent with the Principles and Core Elements contained in these Guidelines.
2. To the extent possible, utilize the trade and industry chambers and associations and other such collective platforms to undertake such policy advocacy.
3. As a corporate citizen, the Company shall operate within the democratic setup and constitutional framework.

Principle 8: Businesses should promote inclusive growth and equitable development:

The Company in compliance with Section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended from time to time, has adopted a CSR policy. The Company through its CSR Committee is actively participating in CSR activities and is striving to promote Education, Health care, Disaster Management, Environmental Sustainability as enumerated in the Corporate Social Responsibility Policy, as amended from time to time.

The Company shall:

1. Understand its impact on social and economic development and respond through appropriate action to minimize the negative impacts.
2. Innovate and invest in products, technologies and processes that promote the wellbeing of society.
3. Be sensitive to the concerns of the regions within the area of its operations that are underdeveloped.

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4. Undertake CSR activities in accordance with Schedule VII of the Companies Act 2013 as per the recommendation of the CSR committee and as per the CSR policy of the Company.

Principle 9: Businesses should engage with and provide value to their consumers in a responsible manner:

The Company is a customer centric company, and the foundation of the company is based on the trust, satisfaction and loyalty of the customers across the world. The Company has inculcated customer-oriented values in all the units, and every employee understands such value.

The Company shall:

1. While serving the needs of its customers, take into account the overall well-being of the customers and that of society.
2. Ensure that it does not restrict the freedom of choice and free competition in any manner while designing and promoting its products.
3. Disclose all information truthfully and factually, wherever required.
4. Promote and advertise its products in ways that does not mislead or confuse the consumers or violate any of the principles in these guidelines.
5. Educate its customers on the safe and responsible usage of its products and services.
6. Provide adequate grievance handling mechanisms to address customer concerns and feedback.

All the people who are involved in the process of selling products or services including marketing, canvassing, advertising, distribution, logistics, etc., should deal with the customer honestly, ethically and should not give any information which is untrue, misleading, deceptive or fraudulent or incorrect. The Company collects and stores customer information (possibly personal information) only to the extent it is necessary for its operations and ensures that such information is maintained confidentially and would be disclosed to those who have a legitimate need to know by law or by contract. The Company ensures it is in compliance with all laws relating consumer welfare and competition and anti-trust laws.

IMPLEMENTATION

1. The policy shall be displayed on the Company's website.
2. The Functional Heads of the Departments/ Unit Heads of the Company shall be responsible for ensuring that the policy is implemented throughout the Company.
3. If necessary, compliance with the Policy might be monitored and evaluated by an external agency.
4. Any grievances/ complaints with respect to violation of the policy shall be reported to the Managing Director.

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DISCLOSURES

The Business Responsibility Policy shall be disclosed on the website of the Company.

REVIEW / AMENDMENT

This Policy would be subject to modification in accordance with the guidelines / clarifications as may be issued from time to time by relevant statutory and regulatory authorities. The Board may modify, add, delete or amend any of the provisions of this Policy. Any exceptions to the Business Responsibility & Sustainability Reporting Policy must be consistent with the Regulations and must be approved in the manner as may be decided by the Board of Directors.

Signed by:

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Lokesh Saxena
Managing Director & CEO