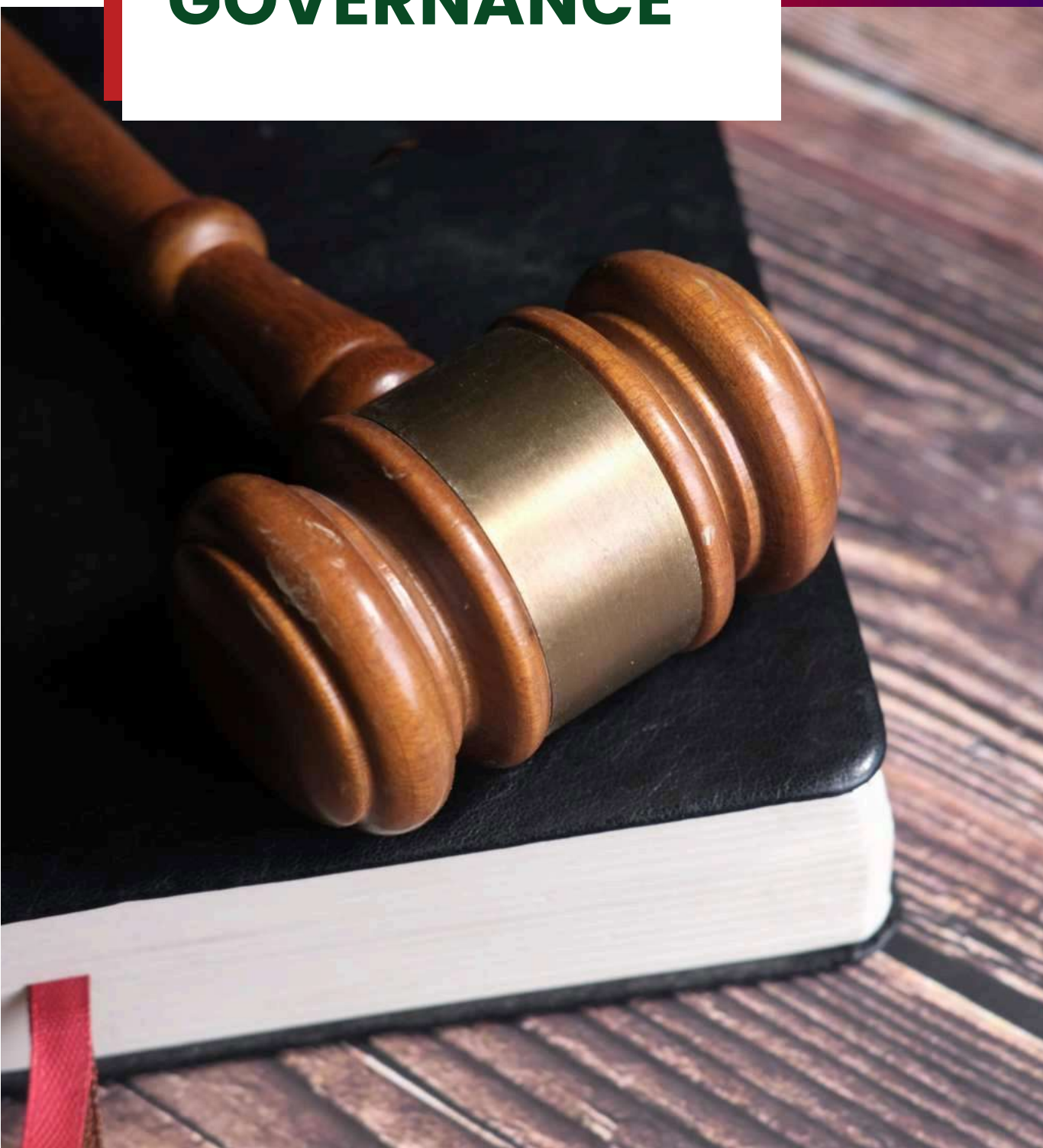


# 03

## GOVERNANCE



# 100%

Products certified conflict-free  
and compliant

# 99%

Material sourced locally

In our commitment to achieving sustained growth, we acknowledge that robust governance practices are essential for understanding the impact of our operations on the environment and society. Such practices facilitate a balanced approach between environmental management and societal responsibility, enabling informed and responsible business decisions. Effective corporate governance drives a more equitable, sustainable and socio-economically balanced approach.

Our governance structure, composed of both executive and non-executive members, upholds principles of gender neutrality, independence and comprehensive stakeholder representation. Mr. Mohit Oswal, as the Chairman and Managing Director, brings valuable expertise to the daily operations of the company. The Board is responsible for overseeing our mission, strategies, policies and objectives and actively engages with stakeholders on a quarterly basis.



# Our Board of Directors



**DR. PREM KUMAR**  
Director



**MR. AMARJIT CHOPRA**  
Director



**MR. T. S.  
ANANTAKRISHNAN**  
Director



**MS. ANANDI IYER**  
Director



**MR. PRADIP VASANT  
DUBHASHI**  
Director



**MR. SUDHIR CHOPRA**  
Director

# Our Management Team



**MR. MOHIT OSWAL**  
Chairman and  
Managing Director



**MR. GAURAV JAIN**  
Director and CSO

# Driving Governance Key Committees

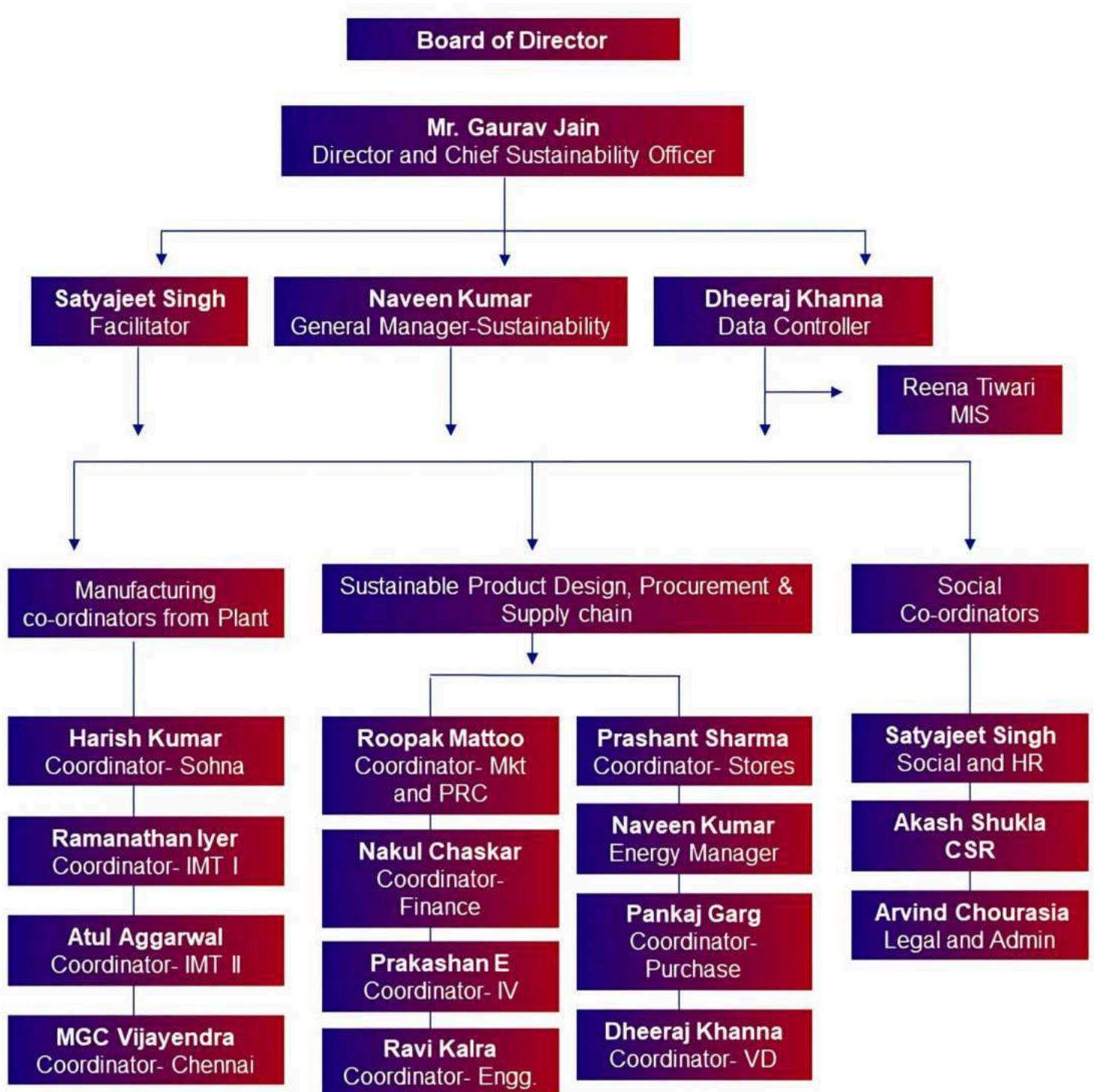


## Governance structure for Sustainability

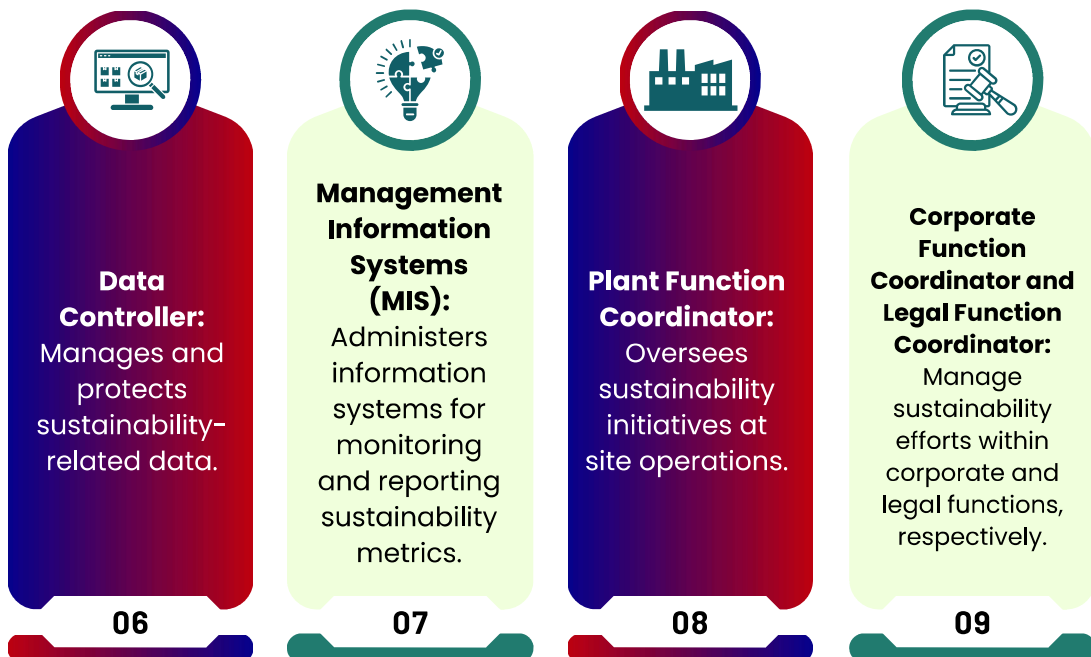
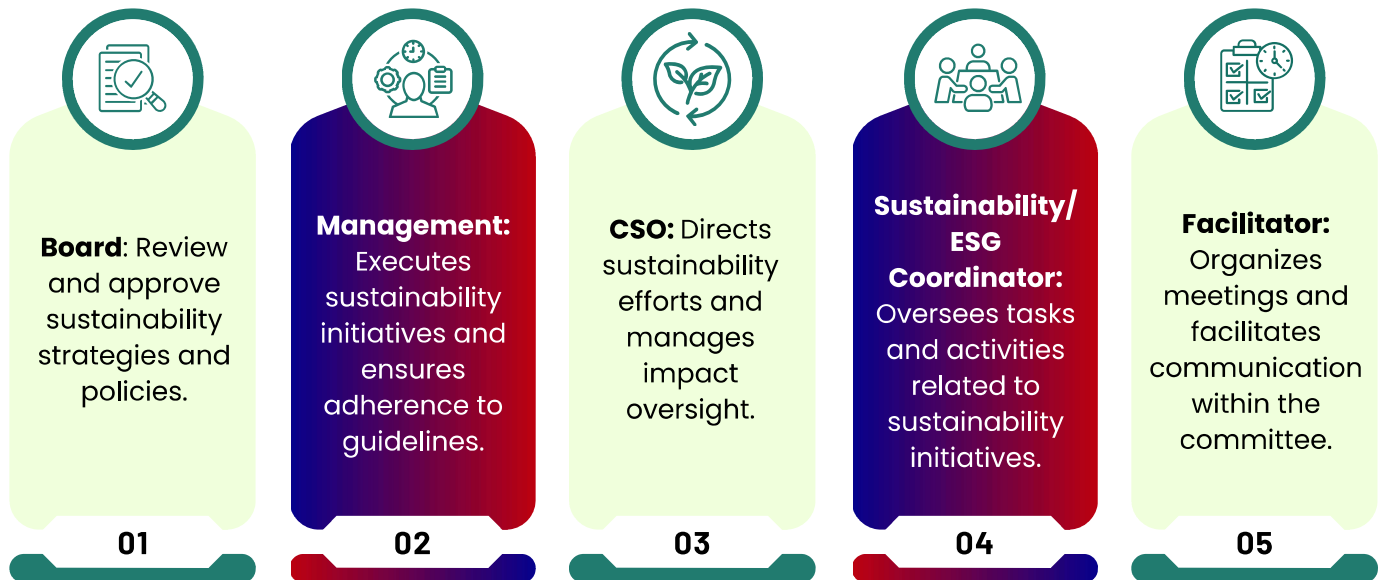
The governance structure for sustainability at Roop Automotives Limited is outlined in the sustainability organization chart, featuring key committees responsible for decision-making and oversight. The Sustainability Committee, led by the CSO, manages impact and provides monthly reports. The board rigorously reviews and approves the disclosed information, ensuring transparency and adherence to important issues.



# Governance structure for Sustainability



# Responsibilities of Governance Structure



## Empowering voices

We are dedicated to upholding responsible business practices through a comprehensive framework that includes Board governance, external audit oversight, compliance with government regulations and direct stakeholder engagement. Our commitment to fairness and ethical employment practices are clearly articulated in our appointment letters, standing orders and agreements. We do not have unions in any of our plants.

Roop Automotives Limited consistently demonstrates strong commitment to employee well-being across the organization, reflecting our steadfast adherence to responsible business practices.

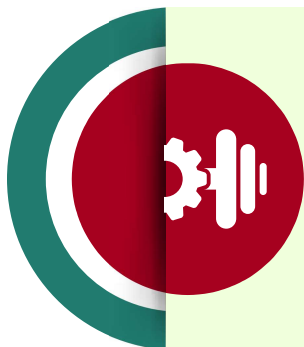


## Employee Compensation Practices

Our ethical employment standards are rigorously applied in key locations such as Haryana and Tamil Nadu, underscoring our commitment to social responsibility. In evaluating senior management across these significant operational areas, we define 'senior management' as positions at the Assistant General Manager (AGM) level and above, excluding other management roles. Of the 17 senior management positions, 82% are occupied by individuals from the local community, reflecting our active engagement and support for these regions.

At Roop Automotives Limited, we are committed to providing an equitable and inclusive environment where every individual, regardless of race, gender, age, disability, sexual orientation, or any other characteristic, has access to the same opportunities and is valued for their unique contributions. We believe in the principle of equal pay for equal work, ensuring that all employees are compensated fairly and without bias. Our dedication to these ideals is integral to our organizational ethics and we continually strive to create and maintain a workplace where respect, fairness and inclusivity are the cornerstones of our success.





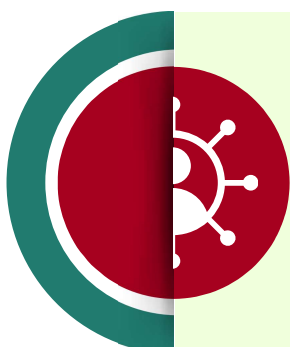
### Policy Oversight-

Remuneration policy overseen by the NRC. Tied to performance on economic, environmental and societal fronts. Structure includes fixed (34%), variable pays (22%) and incentives (12%) for sustainable initiatives.



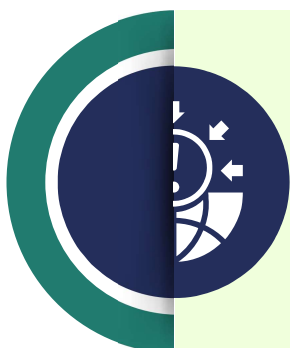
### Fairness and Competitiveness-

Benching against industry standards, market trend analysis and role critically assessments conducted annually. Independent remuneration committee ensures objectivity in decisions.



### Stakeholder Involvement-

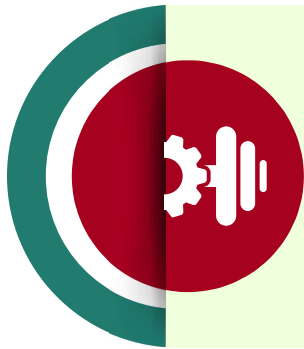
Shareholder perspectives are considered in decision making processes. Proposed average increments stand at 11%, aligning with the 13% growth in business performance. Remuneration approach responsive and accountable with no involvement of remuneration consultants. Stakeholder engagement includes shareholders inputs.



### Equitable Compensation Standard-

Annual total compensation ratio: Highest-paid vs. median is 1:13.

Parity in percentage increase: Highest- paid vs. median, maintaining a 1:1.02 ratio.



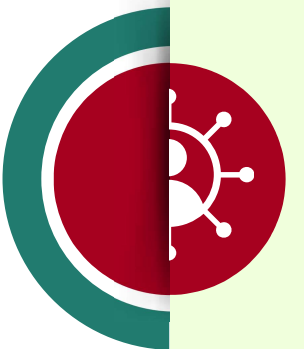
### Background

Roop Automotives Limited values the trust of its stakeholders, which is earned through years of dedicated effort. We continuously enhance our approach to strengthen this trust over time.



### Approach

At Roop Automotives Limited, we are dedicated to conducting our business ethically, guided by our Code of Conduct (CoC) and ensuring compliance with all legal obligations. Our CoC, encompassing twelve principles which empowers us to uphold standards of business conduct. These principles play a pivotal role in embedding qualities such as efficiency, responsiveness and consistency in our behaviour and decision-making processes.



### Business Security

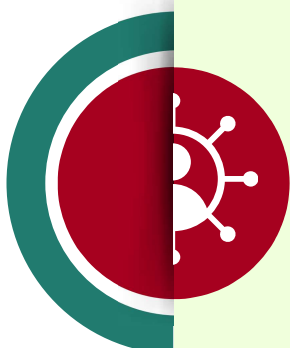
Upholding Information Security Standards at Roop Automotives Limited, we prioritize the confidentiality and integrity of data and information received from our customers, employees, suppliers and other stakeholders. This commitment includes prioritizing the privacy of personnel data, complying with all applicable statutory and regulatory requirements and honouring agreements related to information security. Additionally, we proactively protect against accidental or malicious alteration or destruction of information.



### Vigil Mechanism/ Whistleblowing

Our Ethics Escalation / Whistleblowing policy serves as a robust framework designed to bolster the compliance management structure within the organization. It delineates a clear internal reporting process for employees to raise concerns regarding any perceived violations, emphasizing the importance of early detection and prevention of misconduct.

Roop Automotives Limited has various reporting channels including a toll-free number, e-mail and a web hot-line service managed by a third party and can be used by employees, vendors, suppliers, customers, etc. to report any violations of the CoC. The Ethics Helpline prepares a report based on the information provided by the whistleblower and shares the same with the Ethics committee within 48 hours of the receipt of the whistleblower complaint. An investigation is then carried out to determine the authenticity of the allegations and for a fact-finding process.



### Protection

At Roop Automotives Limited, adherence to the highest ethical standards is fundamental to our corporate culture. We urge all employees to promptly report any breaches of our Code of Conduct and we provide multiple channels for employees, suppliers and clients to raise concerns regarding suspected ethical violations. Early detection and resolution of such issues are essential in upholding our commitment to being one of the most respected companies globally.