

Governance

Integrity at every level

Integrity and transparency form the crux of a responsible business. Our core leadership team oversees and maintains the highest standards of governance, which is critical for us to deliver on our short-, medium- and long-term operational and strategic priorities.



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APPROACH IN BRIEF

We approach good governance practices in a manner that reflects our commitment towards having a transparent and ethical organisation culture. Our culture enables us to lead with better positioning of the business in terms of the risks we face. It helps us easily adapt to external environment changes, thus marking a robust financial standing for the business.

COMMITMENTS

Enhance governance and transparency through the following

- Adoption and implementation of responsible investment practices
- Aligning with best-in-class ESG reporting standards
- Anti-bribery and corruption programme supported by various policies
- Conducting business activities in compliance with all applicable legal and regulatory requirements
- Continued emphasis on POSH and ethics trainings

Refer to our sustainability strategy on Page 12

We believe in ethics, equity, probity and fairness at the workplace and have put in place policies and policy implementation structures that work to build a strong organisational character. Our Company has well-defined policies in place, which covers aspects of anti-bribery and anti-corruption, anti-money laundering, financial controls, whistle-blower policy, insider trading, employee and vendor advance, among others.

The compliance officer leads the compliance management system at IndoSpace, ensuring that all the employees and contract workers adhere to the code of conduct.

Apart from our comprehensive code of conduct, we have various policies in place to ensure good governance, including:

Whistle-blower mechanism for confidential reporting of breaches and concerns

Financial controls

Anti-bribery and anti-corruption

Insider trading

Third-party intermediary relationship

Anti-money laundering policy

Political contributions, donations and sponsorships

Gifts and entertainment

Communications and training

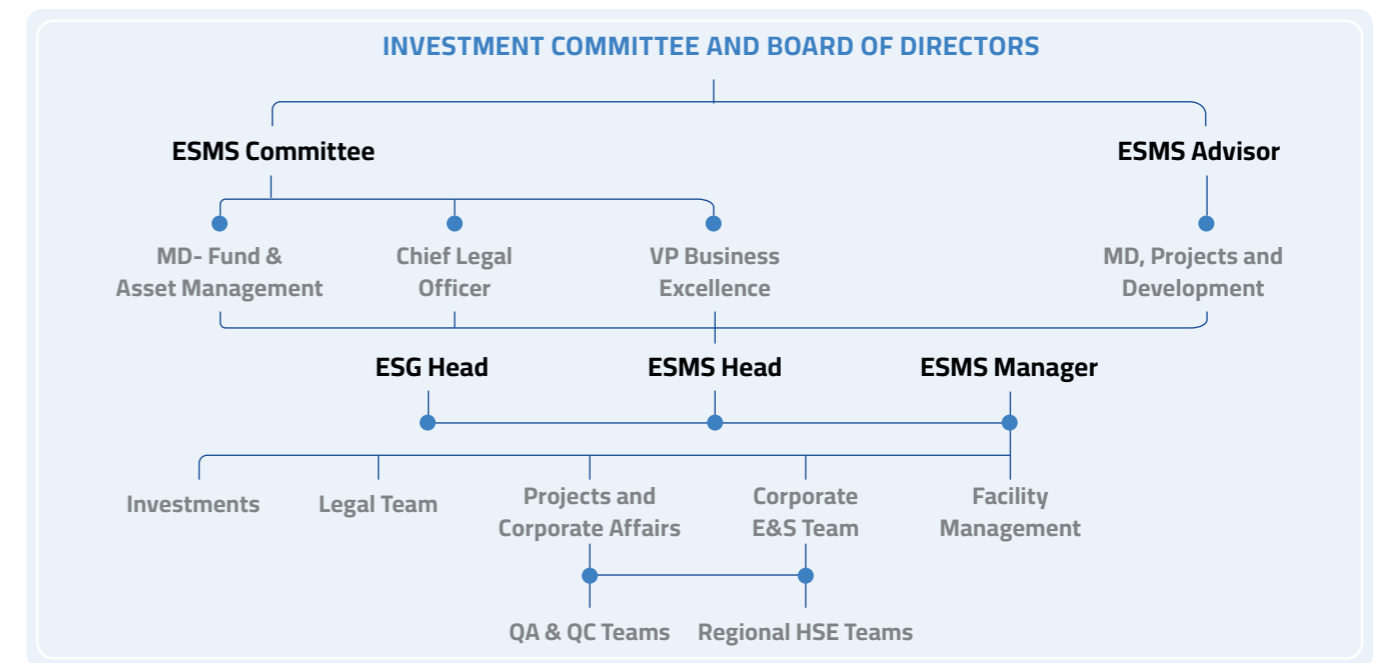
Care and dignity
(to combat sexual harassment)

Employee and vendor advance

IT policies

- Cyber security
- Data protection
- Information security and incident management policy

Governance framework



The corporate governance function at IndoSpace is led by our core leadership team which includes our Board of Directors, Chief Executive Officer and Vice Chairman. The team meets periodically to discuss and review policy amendments, risk evaluation and management to enable enhanced growth of our Company.

Subsidiary governance functions support the leadership team in its evaluation and oversight role while also helping in the ground-level policy implementation. These are the Environmental and Social Management Systems (ESMS) Committee, Investment Committee, POSH Committee and

Internal Audit Committee. Internal audits are conducted to ensure that the applicable company, regulatory and statutory requirements are being followed, and to identify areas where compliance lapses may have occurred.

Our Internal Audit Committee constitutes our Vice Chairman, Group CFO, Managing Director-Fund & Asset Management and Managing Director-Strategy & Planning, who meet every quarter to review and resolve issues related to risk management, compliance, regulatory oversight and internal audit findings.

Sustainability governance

Globally, the real estate sector has an immense impact on the natural resources. The sector contributes to nearly 40% of carbon emissions, after factoring in both its construction and operation footprint. Right from the start, IndoSpace has been conscious of its environmental footprint, and has taken foundational steps to reduce the overall impact by integrating sustainability into every aspect of its business operations.

IndoSpace established a robust approach towards sustainability governance. Sustainability to us is a key business driver. It adds to the strength of our performance and enhances our competitiveness. Therefore, being consistently sustainable is a priority for us, and our ESG policy and the associated sustainability governance mechanisms help us to achieve our targets.

ESG POLICY

We have recently embraced a more holistic ESG Policy where our sustainability agenda rests on the three pillars of Environment (E), Social (S) and Governance (G) which influence our policies and future strategies. We will continue to engage and influence all our key stakeholders on ESG performance management.

ESG policy implementation

All our employees are encouraged to adopt the ESG principles in their respective areas of work. Our new employees go through a thorough induction and onboarding process which includes the information of our Environmental and Social Management System (ESMS), ESG Goals, ongoing initiatives and KPIs.

The policy is approved by our ESMS Committee which also oversees its implementation. Our ESMS Committee provides regular feedback and insights on our ESG risks, opportunities, overall sustainability performance and is updated quarterly on all ESG initiatives. The ESG department reports to Managing Director, Fund & Asset Management, who reports directly to our Chief Executive Officer and Vice-Chairman. ESG-related metrics are one of the factors considered in performance related criteria for IndoSpace senior executives and responsible function employees.

ESMS

The ESMS Committee includes members from various functions like Asset Management, Investment, Projects, Corporate Affairs, Legal, Corporate E&S and Facility Management.

ESMS is benchmarked against the International Finance Corporation (IFC) Performance Standards (PS)

It works with several functions to achieve and implement Environment, Social Responsibility, Health and Safety (EHSS) objectives across the portfolio of assets that IndoSpace owns, in a holistic way.

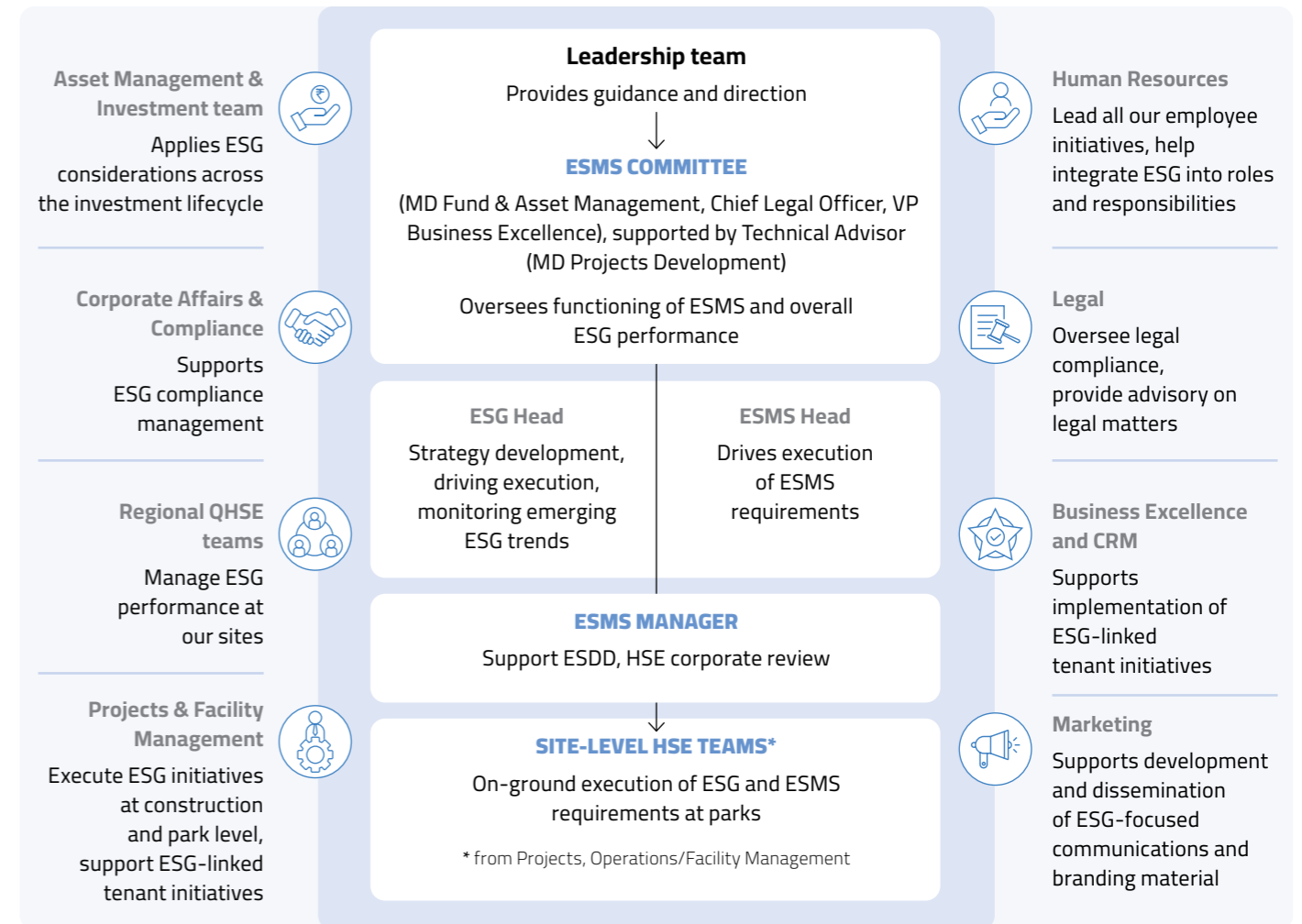
For instance, the asset management and investment team monitors asset performance and reviews the future investment scenario through the ESG lens. This is considered over the entire investment lifecycle and helps to ensure outcomes that further our ESG agenda. The ESMS Committee and ESG Advisor regularly reviews project progress with them, flagging off any overhangs. The Human Resources functional representative, on the other hand, works with the ESMS Committee to align existing and emerging ESG focus areas with profiles and work scope.

We have a comprehensive ESMS framework, and its implementation is cross-functional in nature and has clear underlying goals:

- To act as a reference framework for all of IndoSpace's portfolio of assets, across the asset's lifecycle;
- Establish appropriate tools for screening, categorisation, assessment and management of environmental and social risks and impacts on these assets;
- Establish methods of communication of relevant environmental and social information for relevant stakeholders
- Develop an appropriate channel for deploying resources that can implement the ESMS objectives
- Specifies requirements on capacity building and ESG trainings for employees across the organisation
- Monitoring and audit protocols in line with IFC performance standards

The ESMS hierarchy within IndoSpace further illustrates the centrality of ESG governance. The ESG policy direction and performance charter are determined by the top-most leadership.

ESG organisation structure



CODE OF CONDUCT

Our Code of Conduct manifests the values that form our cornerstone and help act as a reference framework that guides us to do the right thing, across our operations and stakeholder interactions. It covers areas such as diversity, inclusion i.e., being an equal opportunity employer and grievance among others.

ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

Areas such as insider trading, third-party intermediaries, anti-bribery, corruption, come under this policy's purview. In terms of implementation and oversight, the Company has a Compliance Officer who is entrusted with the duty of ensuring that this policy is being complied with. We have a zero-tolerance policy for bribery and corruption.

CORPORATE GOVERNANCE TRAINING

Regular communication and education are crucial to making a policy successful in terms of implementation and compliance. Our training programmes are devised with an objective to reach out to the entire workforce, apprising them of our set policies, Code of Conduct and anti-bribery, anti-corruption programme. Achieving 100% employee ethics training every

year is an imperative part of IndoSpace's 2025 goals. Training programmes focused on anti-bribery and corruption, prevention of sexual harassment, Code of Conduct as well as ESG induction and awareness sessions, are carried out for new employees as a part of their induction process, and refresher trainings are provided for all employees annually. Through one of our training modules, titled 'living our values,' we help learners understand the significance of our policies by contextualising situations related to work and conduct at workplace.

POLITICAL CONTRIBUTIONS, DONATIONS AND SPONSORSHIPS

The integrity that we uphold as India's leading logistics and industrial warehousing provider is manifested in our policy regarding political contributions and donations. This policy covers our business partners, tenants and third-party associates. Any sort of political contributions is strictly prohibited as per this policy.

Parties that we transact with, for instance, our business partners, including governments and public officials, in case they are classified as vendors, suppliers, third party intermediaries, customers or even a political party or group, cannot be awarded contributions, donations or sponsorships.