ETHOS LIMITED

KAMLA CENTRE, SCO 88-89, SECTOR 8-C Chandigarh-160 009 INDIA

Phone: +91 172 2548223/24/27, 2544378/79

Fax: +91 172 2548302 CIN – L52300HP2007PLC030800

PAN – AADCK2345N

Ref. no.: Ethos/Secretarial/2022-23/32

Dated: September 2, 2022

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400001

National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra, Mumbai - 400 051

Scrip Code: 543532 Trading symbol: ETHOSLTD

Subject : Business Responsibility Report for the financial year 2021-22

Dear Sir/Ma'am,

Greetings from Ethos.

Pursuant to Regulation 34(2)(f) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and National Guidelines on Responsible Business Conduct (NGRBC) as issued and revised by Ministry of Corporate Affairs (MCA), Government of India, we are enclosing herewith a copy of "Business Responsibility Report" of the Company for the financial year 2021-22 for the information of our valued investors. This aforesaid report is also hosted on the website of the Company i.e. https://www.ethoswatches.com/investors-information/

We would request you to please take the aforesaid document in your record and oblige.

Thanking you

Yours truly

For Ethos Limited

Anil Kumar Company Secretary and Compliance Officer Membership no. F8023

Encl.: as above

Annexure - I

BUSINESS RESPONSIBILITY REPORT

(Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

OVERVIEW

Pursuant to Regulation 34(2)(f) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and National Guidelines on Responsible Business Conduct (NGRBC) as issued and revised by Ministry of Corporate Affairs (MCA), Government of India, the "Business Responsibility Report" (BRR) of the Company for the financial year 2021-22 forming part of this Annual Report is as follows:

SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

| Sl. No. | Particulars | Information about the Company | | | | |
|------------|---|--|--|--|--|--|
| 1 | Corporate Identity Number (CIN) of the Company | L52300HP2007PLC030800 | | | | |
| 2 | Name of the Company | Ethos Limited | | | | |
| 3 | Registered address | Plot No. 3, Sector III, Parwanoo 173 200, Himachal Pradesh | | | | |
| 4 | Website | www.ethoswatches.com | | | | |
| 5 | E-mail id | investor.communication@ethoswatches.com | | | | |
| 6 | Financial Year reported | March 31, 2022 | | | | |
| 7 | Sector(s) that the Company is engaged in (industrial activity code-wise) | Multi Brand Retail Trade NIC Code: 47 (Retail trade, except of motor vehicles and motorcycles) | | | | |
| 8 | List three key products/services that the Company manufactures/provides (as in balance sheet) | i. Watchii. Watch accessoriesiii. Jewellery | | | | |
| 9 | Total number of locations where business activity is undertaken by the Company | a) Number of International Locations (Provide details of major 5) – Nil b) Number of National Locations – We have 50 stores all across the country, Corporate Office and Warehouse as at March 31, 2022 | | | | |
| 10 | Markets served by the Company – Local/State/ National/International | National | | | | |

SECTION B: FINANCIAL DETAILS OF THE COMPANY

| 1 | Paid up Capital (Rs. lakhs) | 1,907.82 |
|---|---|---|
| 2 | Total Turnover (Rs. lakhs) | 57,728.37 |
| 3 | Total profit after taxes (Rs. lakhs) | 2,336.30 |
| 4 | Total spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%) | With regard to the year under review, the Company has spent Rs. 11.78 lakhs on CSR activities as against the mandatory requirement of Rs. 17.32 lakhs (equivalent to 0.50% as a percentage of profit after tax). The unspent amount of Rs. 5.54 lakhs as per sub section (5) of Section 135 of Companies Act, 2013 read with rules made thereunder pursuant to ongoing project (Million Tree Project), has been transferred to special account in compliance of provisions of sub section (6) of Section 135 of the said Act. In respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Companies Act (the Act), in compliance with second proviso to sub section 5 of section 135 of the Act. (For further details please refer to Board's Report forming part of this Annual Report) |
| 5 | List of activities in which expenditure in 4 above has been incurred | Annual Report on Corporate Social Responsibility (CSR) activities for the financial year 2021-22 in terms of Companies (Corporate Social Responsibility Policy) Rules, 2014, forms an integral part of the Board's Report as Annexure III and may be referred. |



SECTION C: OTHER DETAILS

| 1 | Does the Company have any Subsidiary Company/Companies? | Yes, the Company has 1 (one) subsidiary body corporate namely Cognition Digital LLP. |
|---|---|--|
| 2 | Do the Subsidiary Company/Companies participate in the BR Initiatives of the parent company? If yes, then indicate the number of such subsidiary company(s) | No |
| 3 | etc.) that the Company does business with, participate in the BR initiatives of the Company? If yes, then indicate | The Company engaged with various stakeholders like suppliers, distributors and other entities in the value chain. The Company encourages to adopt BR initiatives and follow the concept of being responsible business entities to all its business partners. |

SECTION D: BUSINESS RESPONSIBILITY INFORMATION

1. Details of Director/Directors responsible for BR

(a) Details of the Director/Director responsible for implementation of the BR policy/policies

| Sl. No. | Particulars | Details | | | | |
|------------|-------------|------------------------|--|--|--|--|
| 1 | DIN Number | 00012158 | | | | |
| 2 | Name | Mr. Yashovardhan Saboo | | | | |
| 3 | Designation | Managing Director | | | | |

(b) Details of the BR head

| Sl. No. | Particulars | Details | | | |
|------------|----------------------------|---|--|--|--|
| 1 | DIN Number (if applicable) | - | | | |
| 2 | Name | Mr. Pranav Shankar Saboo | | | |
| 3 | Designation | Chief Executive Officer | | | |
| 4 | Telephone number | 0172-2548223/24 | | | |
| 5 | Email id | investor.communication@ethoswatches.com | | | |

2. Principle-wise (as per NVGs) BR Policy/policies

The National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business (NVGs) released by the Ministry of Corporate Affairs has adopted nine areas of Business Responsibility. These briefly are as under:-

| Principle 1 (P1) | : | Businesses should conduct and govern themselves with Ethics, Transparency and Accountability. | | | | | |
|---|--|--|--|--|--|--|--|
| Principle 2 (P2) Businesses should provide goods and services that are safe and contribute to sustain throughout their life cycle. | | | | | | | |
| Principle 3 (P3) : Businesses should promote the well-being of all employees. | | | | | | | |
| Principle 4 (P4) | : | Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized. | | | | | |
| Principle 5 (P5) | Principle 5 (P5) : Businesses should respect and promote human rights. | | | | | | |
| Principle 6 (P6) | Principle 6 (P6) : Businesses should respect, protect and make efforts to restore the environment. | | | | | | |
| Principle 7 (P7) Businesses when engaged in influencing public and regulatory policy, should do responsible manner. | | | | | | | |
| Principle 8 (P8) | Principle 8 (P8) : Businesses should support inclusive growth and equitable development. | | | | | | |
| Principle 9 (P9) Businesses should engage with and provide value to their customers and consumers responsible manner. | | | | | | | |

Ethos Limited | Annual Report 2021-22

Details of compliance (Reply in Y/N)

| Sl. No. | Questions | Business Ethics | Product Responsibility | Well-being of Employees | Stakeholders | Human Rights | Environment | Public Policy | CSR | Customer Relations |
|------------|---|---|--|--|--|--|--|--|--|--|
| 1 | Do you have a policy/ policies? | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
| | | Y* | γ* | Y* | Y* | Y* | Y* | Y* | Y* | Y* |
| 2 | Has the policy being formulated in consultation with the relevant stakeholders? | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
| | | Y* | γ* | Y* | Y* | Y* | γ* | Y* | Y* | Y* |
| | | * Policies have been approved by Board on July 26, 2022. | | | | | | | | |
| 3 | Does the policy conform to any national / international standards? If yes, specify? (50 words) | The policies have been laid down on the basis of applicable laws, code of conduct & applicable standards | | | | | | dards | | |
| 4 | Has the policy been approved by the Board? | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
| | Is yes, has it been signed by MD/ owner/ CEO/CFO/CS/ | Y* | Y* | Y* | γ* | Y* | Y* | Y* | Y* | Y* |
| | appropriate Board Director? | Policies m Requireme Director / As the Cor | have been approvanted under tents) Regulations, functional heads mpany has been length on July | he Companie 2015) are appof the Compa isted on May 3 | s Act, 2013 (the proved by the B ny as appropriat | e Act) and loard and le from tim | other policies a ne to time. | re approv | ved by t | he Managin |
| 5 | Does the Company have a | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
| | specified committee of the Board/ Director/ Official to | | | | | | | | | |
| | Board/ Director/ Official to oversee the implementation of the policy? | | Y* ging Director and | _ | | | Y* ne Departments/ | Y* / Store He | Y* eads of the | Y* ne Company |
| 6 | Board/ Director/ Official to oversee the implementation of the policy? Indicate the link for the | The Managoversees t As the Cor the Board to oversee Policies m | ging Director and he implementation mpany has been l meeting on July its implementation | CEO through on of the policy isted on May 3 26, 2022 as we ion. played on web | the Functional Hy across the organic 30, 2022, the Coell as the respective of the Com | Heads of the anisation. In the anisation has been depicted by the anisation of the anisatio | s formalized and nsible Committeer the Act and Live | / Store Hed approve ee / Department | eads of the position of the po | ne Company blicies "Y*" ir are assigned |
| | Board/ Director/ Official to oversee the implementation of the policy? Indicate the link for the policy to be viewed online? Has the policy been formally | The Managoversees t As the Cor the Board to oversee Policies m | ging Director and he implementation mpany has been l meeting on July its implementat | CEO through on of the policy isted on May 3 26, 2022 as we ion. played on web | the Functional Hy across the organic 30, 2022, the Coell as the respective of the Com | Heads of the anisation. In the anisation has been depicted by the anisation of the anisatio | s formalized and nsible Committeer the Act and Live | / Store Hed approve ee / Department | eads of the position of the po | ne Company blicies "Y*" in are assigned |
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3. Governance related to BR

- a) Indicate the frequency with which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year
- b) Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?

The Company has been listed on BSE Limited and National Stock Exchange of India Limited with effect from May 30, 2022.

The Company has finalized the process and its implementation plan has been approved in the Board meeting dated July 26, 2022.

SECTION E: PRINCIPLE-WISE PERFORMANCE

Principle 1

Businesses should conduct and govern themselves with Ethics, Transparency and Accountability.

 Does the policy relating to ethics, bribery and corruption cover only the Company? Yes/ No. Does it extend to the Group/Joint Ventures/ Suppliers/Contractors/NGOs / Others?

A company's governance practices have a direct bearing on its sustainable growth. Ethics and transparency are fundamental pillars which underline our business activities. As a responsible organisation, the Company does its business with utmost integrity and adheres to best governance practices. The Company's Code of Conduct for Directors and Senior Management Executives serves as a guiding tool and ensures that principles get translated into consistent practice, thereby leading the Company towards high standards of business conduct.

A Whistle Blower Policy/ Vigil Mechanism is also in place that provides a channel to employees and Directors to report to the management, promptly and directly, concerns about unethical behaviour, actual or suspected fraud or any irregularity in Company practices or violation of its codes and policies. The Code, Policies and Standards communicate our zero tolerance approach to ethical violations, and communicate our commitment and requirement for legal compliance and ethical good practice.

To ensure that all employees are well-versed with the Code, a mandatory training is provided to new recruits, and refresher workshops on anti-corruption policies and procedures are conducted for all the employees at various levels.

How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.

The Company has put in place different mechanisms for receiving and dealing with complaints from different stakeholder's viz. shareholders, customers, employees etc. There are dedicated resources to respond to the complaints within a time bound manner.

The Company has Stakeholders Relationship Committee (SRC) which reviews the shareholders complaint and their resolution. During the year ended March 31, 2022 opening balance of the complaints was NIL and there were no complaints received from the shareholders during the year under review and no complaints were pending at the end of the year.

The Company also has an internal committee to resolve any issues relating to Sexual Harassment at Workplace.

Further, Customer complaints are addressed in the normal course of business by dedicated Customer Care Department of the Company.

Principle 2

Business should provide goods and services that are safe and contribute to sustainability throughout their life cycle.

 List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/or opportunities.

The Company's principle nature of business is retail of luxury products in the market. It is Company's constant endeavor to ensure that all applicable laws and regulation related to environment are adhered to, to the maximum extent applicable to Company. Generally, the products or services of the Company do not harm the environment or are of some concern to the climate.

The Company strictly prohibits employment or engagement of children at its work place and expects that its vendors also follow the same.

- For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional):
 - (a) Reduction during sourcing/production/ distribution achieved since the previous year throughout the value chain?

The Company is in the business of retail of luxury goods/products to end consumers through its stores. The Company strives to optimize use of resources at all its new and existing stores and offices.

(b) Reduction during usage by consumers (energy, water) has been achieved since the previous year?

Considering the nature of business of the Company, the said question is not applicable to the Company.

3. Does the Company have procedures in place for sustainable sourcing (including transportation)? If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.

The Company is in the business of retail of luxury products which is sourced from the Original Manufacturers at the source country or their subsidiaries in India. The said question in not applicable to the Company.

4. Has the Company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work? If yes, what steps have been taken to improve their capacity and capability of local and small vendors?

The Company is in the business of retail of luxury products. The Company procures these products from watch brands through imports directly or through their subsidiaries in India. Whenever possible, Company procures locally i.e. sustainable bags etc. Considering the nature of business, the said question in not applicable to the Company. The Company believes in inclusive growth and encourages local sourcing wherever possible.

 Does the Company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%).
 Also, provide details thereof, in about 50 words or so.

The Company is not into manufacturing, thus there is not much waste generation in the Company. The waste generated at its offices and stores are managed as per the applicable laws θ internal waste disposal process.

Principle 3

Businesses should promote the wellbeing of all employees.

The employees of the Company contribute significantly to success of its business. The Company conducts training sessions for all of its employees to upgrade their knowledge and skills from time to time.

The Company employs a diverse workforce where women employees, employees from various economic strata and demographic backgrounds come together and earn a respectable living. The Company also provides a fair opportunity for them to work as per laid down procedures and help them to develop their skills and grow. The Company provides them with all social benefits mandated as per law and also take an extra care to ensure that the staff is adequately covered for various health and safety hazards.

The Company provides staff with Medical Insurance, Accident Cover and Term Insurance Cover. The Company ensures that employees have safe, clean and hygienic work conditions. The Company ensures that the staff have a well provided work environment where they are free to express their views and feel empowered to contribute positively. The Company has whistle blower policies along with employee engagement framework where the Company reaches out to its employees and hear from them on various matters of work life balance.

| Total number of employees (including temporary / contractual / casual) | 441 | | | |
|---|---|---|--|--|
| Total number of employees hired on temporary/contractual/casual basis | 17 | | | |
| Total number of permanent women employees | 79 | | | |
| Total number of permanent employees with disabilities | None | | | |
| Employee association recognized by management | None | | | |
| Percentage of permanent employees being member of recognized employee association (if any) | N.A. | | | |
| Number of complaints relating to child labor, forced labor, involuntary labor, sexual harassment in the last financial year and pending, as on the end of the financial year. | No. of Complaints filed during the financial year | No. of complaints pending as on end of financial year | | |
| Child labor/forced labor/involuntary labor Sexual harassment | None | None | | |
| Sexual narassment Discriminatory | | | | |
| What percentage of employees were given safety & skill up-gradation training in the last year? a. Permanent Employees b. Permanent Women Employees c. Casual/Temporary/Contractual Employees d. Employees with disabilities | house training sess working skills of its provide them basic f a. Permanent Empl | en Employees – 100% ry/Contractual 1% | | |



Principle 4

Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized.

 Has the Company mapped its internal and external stakeholders?

Yes. The Company has mapped its internal and external stakeholders including but not limited to Government and Regulators, Investors, Employees, Suppliers, Vendors, Watch Brands, Directors, Key Managerial Personnel, Customers etc.

2. Out of the above, has the Company identified the disadvantaged, vulnerable & marginalised stakeholders? Are there any special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalised stakeholders. If so, provide details thereof, in about 50 words or so.

The Company recognizes the vital role played by the Society at large in its growth and development. Details of CSR initiatives executed by the Company during the year under review are given in Annexure III of the Board's Report. Further the Company has provided various platforms to various stakeholders to redress their grievances

Principle 5

Businesses should respect and promote human rights.

 Does the policy of the Company on human rights cover only the Company or extend to the Group/Joint Ventures/ Suppliers/Contractors/NGOs/Others?

The Company upholds the spirit of human rights and adhere to the applicable laws and regulations and has framed a policy on human rights, which is a guidance document for its Employees and Group Company.

2. How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?

The Company has not received any complaints relating to human rights during the financial year 2021-22.

Principle 6

Business should respect, protect, and make efforts to restore the environment.

 Does the policy related to Principle 6 cover only the Company or extends to the Group/Joint Ventures/ Suppliers/ Contractors/NGOs/others.

The Company's Environmental, Health & Safety policy extends to its stores, employees, joint ventures and subsidiaries.

2. Does the Company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc? Y/N. If yes, please give hyperlink for webpage etc.

The Company encourages its employees & other stakeholders towards the environmental sustainability. The priorities of the organisation is to improve resource efficiency, increase its productivity and also create a positive environmental towards impact. The Company embraces

this roadmap. The Company takes initiatives to address local environmental issues. The Company does identify and assess potential environmental risks. Keeping in view of this, the Company is spending a part of its earnings on corporate social responsibility causes throughout the year. The company has taken a pledge to plant one million trees over the next 10 years. For details refer, https://www.ethoswatches.com/the-million-tree-project/

The Company has taken some energy initiatives such as:

- Installation of LED lights & power saving equipment across the stores to reduce the electricity consumption
- Optimum use of air conditioner at stores in order to reduce electricity consumption
- Replacement of single use plastic carry bags with paper or other recyclable material bags at stores.
- 3. Does the Company identify and assess potential environmental risks?

The Company has performed risk assessment to identify these risks. Owing to the nature of the business involved, no significant aforementioned potential risk is foreseen as of now.

4. Does the Company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if yes, whether any environmental compliance report is filed?

The Company has not so far registered for the specific projects under Clean Development Mechanism. However, of its own initiative, the Company has taken a pledge to plant one million trees over the next ten years.

5. Has the Company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc.

The initiatives taken by the Company towards energy conservation during the year under review are given in the Board's Report.

6. Are the Emissions/Waste generated by the Company within the permissible limits given by CPCB/SPCB for the financial year being reported?

Not applicable, since the Company is in the business of retail of Luxury products.

Number of show cause/ legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.

There were no show cause/ legal notices received from CPCB / SPCB during the period under review.

Principle 7

Businesses, when engaged in influencing public and regulatory policy, should do so in a responsible manner.

 Is your company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with:

The Company is a Core Member of Retailers Association of India (RAI) since May 20, 2015.

 Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)

The Company's engagement and advocacy with the relevant authority is in a transparent manner complying all applicable laws and regulations. The Company has been actively participating in various seminars, conferences and other forums on issues and policy matters that impact the interest of its stakeholders.

Principle 8

Businesses should support inclusive growth and equitable development.

 Does the company have specified program/initiatives/ projects in pursuit of the policy related to Principle 8? If yes details thereof.

No

2. Are the program/projects undertaken through in-house team/own foundation/external NGO/government structures/any other organization?

Not applicable

3. Have you done any impact assessment of your initiative?

Not applicable

 What is your company's direct contribution to community development projects- Amount in Rs. and the details of the projects undertaken.

Not applicable

Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.

Not applicable

Principle 9

Businesses should engage with and provide value to their customers and consumers in a responsible manner.

 What percentage of customer complaints/consumer cases are pending as on the end of financial year.

Customer Satisfaction is of utmost importance for the Company. The Company has a dedicated customer care representative/cell to handle the day to day, complaints of customers. Once a complaint (including where a complaint is filed with the manufacturer and the company was added as a proforma party) is received from the customer, it will be redressed within the legal means. No cases are pending as on March 31, 2022. In terms of percentage of consumer cases, it is Nil.

Does the company display product information on the product label, over and above what is mandated as per local laws? Yes/No/N.A. /Remarks(additional information)

Yes. The requisite information as mandated as per local laws is mentioned on all the product labels of the Company.

3. Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so.

There are no cases pending in relation to unfair trade practices, irresponsible advertising and/or anti-competitive behavior. There are a few consumer product complaints pending in the normal course of business, which the Company in dealing with appropriately.

4. Did your company carry out any consumer survey/ consumer satisfaction trends?

Yes, the Company regularly conducts consumer surveys.