ESG AS SOFT LAW: CAN VOLUNTARY SUSTAINABILITY NORMS BE JUDICIALLY ENFORCED IN INDIA?

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ABSTRACT

The Environmental, Social, and Governance (ESG) framework in India has traversed a remarkable arc from purely voluntary guidance to a quasi-mandatory disclosure regime. This paper suggests that, despite the quasi-mandatory characteristics of the current ESG regime in India, there persists an underlying tension between the ability of the legal regime to enforce legally binding disclosures and the inherently voluntary and non-binding nature of the content of the ESG regime. In this context, the research aims to address the following core questions: (i) Does voluntariness provide a sufficient defence for companies against the legal liabilities that may arise from their sustainability commitments? (ii) To what extent and how do the Indian courts turn non-binding ESG principles into justiciable obligations without the guidance of legislators? (iii) What measures lead to the transformation of non-legally binding sustainability principles into legally binding obligations? Based on the analysis of constitutional law, corporate law, environmental law, and case law, especially the landmark judgement in M.K. Ranjitsinh & Ors. v. Union of India & Ors. (2024) and the contemporaneous judgement in Vanashakti v. Union of India (2025), this article concludes that voluntariness is a porous shield. Furthermore, the research concludes that Indian courts have gradually and incrementally transformed adjacent ESG principles into legally binding obligations through four cumulative approaches: legislative adoption and regulation, constitutionalising, and judicial doctrines. The article identifies three primary doctrinal approaches and highlights the gaps in the existing literature on these approaches, especially regarding the lack of a systematic analysis of the judicial doctrine approach in transforming non-binding ESG principles into justiciable obligations. Lastly, this article develops an incremental model of judicial enforceability. The article concludes that, regardless of the existence of a statutory regime concerning climate and an ESG code of conduct and its enforcement mechanism (which is available and increasingly being applied by the courts), there are sufficient statutory and constitutional approaches to making voluntary sustainability commitments legally binding.

Keywords: ESG, Soft Law, Judicial Enforcement, BRSR, Corporate Governance, Climate Change, India, Directors' Duties, Greenwashing, Fundamental Rights, SEBI.

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I. INTRODUCTION

The notion of soft law, thus far, has remained a vexed one within the discourse of legal scholarship. Soft law instruments, as used in international law, are generally considered to be those instruments such as declarations, guidelines, voluntary principles, etc., that are not legally binding but are normatively persuasive.[2] In corporate sustainability, ESG norms have evolved as such soft law instruments. They refer to voluntary guidelines put forth by international organisations, stock markets, etc., exhorting environmental and social impact. In recent times, however, there has been a blurring of the line dividing voluntary aspiration from that of a legally recognisable obligation, particularly in the context of India. Exactly what is the legal nature of this commitment? Is it merely an aspiration, a branding exercise, an indicator to institutional investors, or something that courts can deem to be a legally cognisable obligation under certain circumstances?

It is against this backdrop that this article raises questions pertaining to foundational significance. Such questions carry practical implications. In this article, such foundational questions will be posed in the following way: (i) Can the voluntariness of corporations protect them from legal liability arising out of a commitment made by the corporation because sustainability norms have not been adopted either by Parliament, SEBI, or a court of law? (ii) Can Indian courts, taking advantage of their very wide powers both of constitutional supervision and general superintendence, make soft ESG norms enforceable obligations even without an enabling statute? And (iii) Transformation: How, through which methods and doctrines, do non-enforceable sustainability norms transform into legally enforceable duties? These are rich theoretical issues in the context of corporate law, constitutional law, and environmental law in India.

Both judicial activism and regulatory intervention have shaped the trajectory for ESG in India. India has significance globally for exploring the first principles. In a cross-regulatory approach, SEBI's 2021 introduction of the Business Responsibility and Sustainability Reporting (BRSR) framework[3] and the 2023[4] addition of mandatory third-party assurance

[2] Kenneth W. Abbott & Duncan Snidal, Hard and Soft Law in International Governance, 54 INT'L ORG. 421 (2000).
[3] Securities and Exchange Board of India, Business Responsibility and Sustainability Reporting by Listed Entities, Circular No. SEBI/HO/CFD/CMD-2/P/CIR/2021/562 (May 10, 2021) [hereinafter BRSR Circular 2021].
[4] Securities and Exchange Board of India, BRSR Core - Framework for Assurance and ESG Disclosures for Value Chain, Circular No. SEBI/HO/CFD/CFD-SEC-2/P/CIR/2023/122 (Jul. 12, 2023) [hereinafter BRSR Core Circular].

requirements for the BRSR Core have made a former elective disclosure framework into a compliance statute for the top thousand listed companies. In a cross-judicial approach, India's courts have, over decades of public interest litigation, extended the reach of the right to life under Article 21 of the Constitution to include the right to a healthy environment and, in the recent case of *M.K. Ranjitsinh & Ors v. Union of India & Ors. (2024)*,[5] the right to face climate change.

However, an important question is still not answered by the academic community: can the voluntary, aspirational aspects of ESG norms outside the BRSR mandate that companies adopt through their sustainability commitments, board pledges, and net-zero targets be enforced by Indian courts? The difference between a hard and a soft norm of ESG is critical, not merely academic. This difference is what determines if a company that publicly states it is net zero compliant but is still increasing its emissions can be sued; if directors who set soft ESG goals and do not implement them can be sued; and if there is a case for the people or the civil society to sue the state in order to stop such practices. There are a lot of legal texts on this issue; however, there is an impressive shortcoming in legal scholarship: there is no one comprehensive evaluative framework for the court's enforcement of ESG norms that covers all mandatory and discretionary norms from strict compliance to voluntary sustainability objectives. No one has attempted to break these down into an evaluative scale to address the three questions stated above.

Part I of this paper begins with an outline of the article. Part II charts the theoretical landscape on soft law and its interplay with ESG, questioning if voluntarism truly immunises firms against legal responsibility. Part III tracks the evolution of India's regulatory system from BRR to BRSR Core, pinpointing where precisely the line is drawn between hard duty and soft hope. Part IV explores judicial enforcement methods through constitutional law, company law, environmental law, and securities laws, analysing the work of Ranjitsinh and Vanashakti. Part V highlights the research and literature gaps addressed by this paper; in subsequent papers, Part VI develops the innovative three-tier model of judicial enforceability, and Part VII ends with

[5] M.K. Ranjitsinh & Ors. v. Union of India & Ors., 2024 INSC 280 (India) [hereinafter Ranjitsinh].

suggestions for reform, drawing on the five source papers consulted for this research.[6][7][8][9][10]

II. SOFT LAW, HARD LAW, AND THE ESG SPECTRUM

A. Soft Law: A Theoretical Overview

By definition, soft law implies those instruments that lack formal legality yet possess normative significance and have an impact on the behaviour of states and companies.[11] The category is rather wide, as it includes UN General Assembly resolutions, declarations, corporate guidelines, codes of conduct, standards, and other similar measures. What makes soft law distinct from just good intentions is its systematic nature, institutional basis, and expectations regarding compliance, despite the lack of automatically applied sanctions upon failure to comply.

The concept of ESG norms has evolved within the sphere of soft law. The UN Global Compact report, entitled "Who Cares Wins" and published in 2004, has brought up the term "ESG" and interpreted sustainability reporting as an issue of prudence on the part of investors, rather than their legal duty.[12] Moreover, the Global Reporting Initiative (GRI) introduced in 1997 provided a voluntary framework for reporting on sustainability issues, lacking any sort of third-party validation and formal sanctions for non-compliance.[13] Also, TCFD recommendations introduced in 2015 urged companies voluntarily to disclose their climate-related financial risks.[14] One can note that all of the instruments mentioned had one common characteristic: they were persuasive, but not mandatory.

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[6] Sidharth Chauhan & Chhaya Bhardwaj, Environmental, Social, and Governance Framework and its Interaction with Climate Laws in India, 16(4) J. SUSTAINABLE DEV. L. & POL'Y 155, 156 (2025).
[7] Umakanth Varottil, The Legal and Regulatory Impetus towards ESG in India: Developments and Challenges, NUS Law Working Paper No. 2023/003, at 2 (Jan. 2023).
[8] Dr. Subholaxmi Mukherjee, Regulating ESG Disclosures in India: Greenwashing and Legal Accountability, 6(12) INT'L J. LEADING RESEARCH PUB. 1, 3 (2025).
[9] Sakshi & Himanshu Kumar, Evolving Jurisprudence on ESG (Environmental, Social, Governance) Disclosures in India, 4(4) J. LEGAL RESEARCH & JURIDICAL SCI. 763, 767 (2025).
[10] Dr. Koyel Roy et al., Corporate Environmental Responsibility in India: Legal Accountability and Managerial Challenges in ESG Compliance, 11(20s) INT'L J. ENV'T SCI. 1054, 1058 (2025).
[11] Abbott & Snidal, *supra* note 1, at 421–422. See also Christine Chinkin, *The Challenge of Soft Law: Development and Change in International Law,* 38 Int'l & Comp. L.Q. 850 (1989).
[12] United Nations Global Compact, *Who Cares Wins: Connecting Financial Markets to a Changing World* (2004).
[13] Global Reporting Initiative, *GRI Standards*, available at https://www.globalreporting.org/standards
[14] Financial Stability Board, *Recommendations of the Task Force on Climate-related Financial Disclosures* (June 2017).

B. Does Voluntariness Shield Corporations? The Problem of Legal Accountability

From the outset, an obvious question posed in the paper concerns whether the voluntariness of a norm, namely a voluntary sustainability norm or commitment, provides corporations with a shield against legal liability. One could assume that if something is voluntary, it implies that there is no mandatory requirement to follow a particular norm, which means that failure to comply will not lead to any legal consequence. However, although partially true, this assumption overlooks a number of important legal tools that may bring legal implications to voluntary ESG commitments.

First, securities legislation and the materiality doctrine make such a mechanism of legal exposure possible. If the management of a listed firm makes a statement on the progress of ESG initiatives in their Business Responsibility and Sustainability Report (BRSR), or even in their annual reports, or in press releases and investor presentations, then such a statement ceases to be an internal document and becomes a market-related publication. For instance, if that statement is misleading in any material way, it amounts to fraud or unfair practice under Section 12A of the SEBI Act, 1992, or violates the Prohibition of Fraudulent and Unfair Trade Practices Regulations, 2003. Notably, the voluntariness of the underlying ESG commitment does not provide immunity from any resulting liability for any material misrepresentations or omissions. The voluntariness of an ESG commitment does not immunise the firm from material misrepresentations or omissions. In other words, making an unsubstantiated statement about a 30% emissions reduction despite achieving 3% will amount to a misleading representation to investors regardless of the lack of any mandatory reporting requirement.

Second, directors' duties also represent one such tool. Under Section 166(2) of the Companies Act, 2013, it is the duty of every director to promote the success of the company for the benefit of employees, members, the community, and the environment. If a director decides to approve a voluntary net-zero pledge through a board resolution that has been subsequently published to the public, then the next question to ask concerns whether the director's negligence in fulfilling the pledge will result in a breach of his/her duty of care and diligence under Section 166(3). According to Section IV of this article, the growing significance of ESG considerations after *Ranjitsinh & Ors. v. Union of India & Ors. case* increases directors' due diligence requirements.

Finally, the third mechanism is the principle of legitimate expectation. If the company

has provided a clear and unequivocal public commitment regarding the achievement of its sustainability goals, on which stakeholders, such as shareholders who have invested on the basis of this commitment, local communities who have changed their behaviour because of it, or regulators who have adjusted their supervision in response to it, rely, the company can be held accountable for any breach of the principle of legitimate expectation. While traditionally a principle of administrative law, the application of legitimate expectation has greatly expanded in India, and there is no reason why it would be limited to relations between the state and its citizens.

In sum, while voluntariness provides the corporation with protection against the direct enforcement of the rule, it will not shield them from the legal repercussions of their representation of compliance with the norm, from directors' responsibilities, or from the reasonable expectations raised in the market. The protective effect of voluntariness, in essence, is much less comprehensive than it may appear at first glance.

B. The Hardening of ESG Norms: Theoretical Frameworks

The literature recognises that "soft norms gradually 'harden' into legally binding rules over time via legislative enactment, treaty incorporation, or judicial development"[15] or, in other words, that instruments undergo a continuous process of transformation into binding legal obligations via legislative enactment, treaty incorporation, or regulatory mandating.[16] In India, this has been happening simultaneously on all three axes but at a varied pace and with varying levels of comprehensiveness across the environmental, social, and governance components of ESG.

Legally speaking, the Companies Act, 2013, made corporate social responsibility not only aspirational but also statutory through Section 135,[17] and made environmental conservation the responsibility of directors within their duty as a director through Section 166(2).[18] Regulatorily speaking, the SEBI's incremental requirement of ESG disclosure, starting from BRR for the top 100 companies in 2012, BRSR for the top 1000 companies in

[15] Varottil, supra.

[16] Francis Snyder, The Effectiveness of European Community Law: Institutions, Processes, Tools and Techniques, 56 Mod. L. Rev. 19 (1993); Dinah Shelton (ed.), Commitment and Compliance: The Role of Non-Binding Norms in the International Legal System (Oxford University Press, 2000).

[17] Companies Act, 2013, No. 18, Acts of Parliament, 2013, § 135 (India).

[18] Companies Act, 2013, § 166(2) (India).

2021, and mandatory third-party assurance of BRSR Core disclosures in 2023, has made disclosure an imperative rather than merely a voluntary act.[19]

Judicially speaking, the SC of India, through public interest litigations, has constitutionally recognised and enforced environmental sustainability norms, as seen from its jurisprudence in *Subhash Kumar v. State of Bihar,*[20] through *Vellore Citizens' Welfare Forum v. Union of India,*[21] to the recent case of *M.K. Ranjitsinh & Ors. v. Union of India & Ors.* As illustrated in Section IV, the progressive development of judicial decisions has shown that courts can, subject to some limitations, make soft ESG norms mandatory and enforceable by relying on three distinct doctrines: First, by enforcing such soft commitments on the grounds of doctrines like estoppel and legitimate expectation; second, by reading such commitments along with statutory duties to determine the relevant standard of care; and third, by enlarging constitutional rights such that corresponding obligations are generated, as done in *Ranjitsinh.*

C. The Residual Soft Law Problem

Although soft laws are incrementally becoming harder, there still exist many areas where soft norms of ESG prevail. Commitments related to net-zero emissions, Task Force on Climate-related Financial Disclosures (TCFD)-aligned disclosures, and commitments related to biodiversity and supply chain human rights issues cannot yet be made mandatory due to a lack of verification and sanctions leading to the risk of "greenwashing". This paper attempts to answer two questions. First, can these persistent soft norms of ESG be made mandatory through judicial intervention?

III. THE REGULATORY ARCHITECTURE OF ESG DISCLOSURES IN INDIA

A. From BRR and NVGs to BRSR: A Decade of Regulatory Genealogy

However, the ESG regulatory regime of India did not evolve overnight. The regime went through a decade-long genealogy marked by an increasingly stricter approach. This genealogy must be appreciated since it provides insight into the nexus between stringent regulation and

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[19] Securities and Exchange Board of India, Business Responsibility Reports, Circular No. CIR/CFD/DIL/8/2012 (Aug. 13, 2012); SEBI/HO/CFD/CMD-2/P/CIR/2021/562 (May 10, 2021); SEBI/HO/CFD/CFD-SEC-2/P/CIR/2023/122 (Jul. 12, 2023).
[20] Subhash Kumar v. State of Bihar, AIR 1991 SC 420 (India).
[21] Vellore Citizens' Welfare Forum v. Union of India, AIR 1996 SC 2715 (India).

judicial enforceability. The genealogy is divided into four stages.

In the first stage, which covered the period from 2011 to 2012, there were two major policy initiatives in relation to ESG disclosure. Firstly, there were the National Voluntary Guidelines on Social, Environmental, and Economic Responsibilities of Business (NVGs) released by the Ministry of Corporate Affairs in 2011.[22] Secondly, there were the Business Responsibility Report (BRR) issued by SEBI in August 2012, which applied to the top 100 listed companies by their market capitalization. The BRR followed the nine principles set out in the NVGs but remained non-prescriptive and non-quantitative with no standardization of reporting procedures, no verification process, and no penal provisions for failure to disclose.[23]

In the second stage, which lasted until 2019, there was gradual growth of SEBI and the Ministry of Corporate Affairs' efforts in terms of scope and applicability of ESG policies. Firstly, SEBI made an amendment to Regulation 34(2)(f) of the LODR Regulations in 2015 to require the BRR from the top 500 listed companies.[24] Secondly, in 2019, the Ministry of Corporate Affairs revised the NVGs and created the National Guidelines on Responsible Business Conduct (NGRBC). It should be noted that the NGRBC harmonised India's voluntary framework for ESG with the United Nations' Guidelines on Business and Human Rights as well as Sustainable Development Goals.

The third stage began with the revolutionary circular released by SEBI on 7th May 2021. The circular required all the top 1,000 listed companies to follow the Business Responsibility and Sustainability Report (BRSR) starting from the 2022-23 fiscal year.[25] The BRSR established annual disclosure of ESG-related information following nine principles. Additionally, BRSR provided for quantification of disclosure, a standardised reporting format, and alignment with international frameworks such as the Global Reporting Initiative (GRI), the Sustainability Accounting Standards Board (SASB), and the TCFD. Crucially, the BRSR classified indicators into "essential" and "leadership" ones.

The fourth and final stage is about the BRSR Core. The BRSR Core was introduced in

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[22] Ministry of Corporate Affairs, Government of India, National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business (2011).
[23] SEBI Circular No. CIR/CFD/DIL/8/2012 (Aug. 13, 2012).
[24] Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Regulation 34(2)(f), as amended (India).
[25] SEBI Circular No. SEBI/HO/CFD/CMD-2/P/CIR/2021/562 (May 10, 2021).

SEBI's circular on July 12, 2023. This is another step towards making things stronger. The BRSR Core is a set of indicators that show how companies are doing in nine areas related to the environment and social issues. These areas include greenhouse gas emissions, water usage, energy footprint, waste, gender diversity, and employment generation. The BRSR Core requires companies to get a check from a third party to make sure the information is correct. This check is required for the 150 listed companies for the fiscal year 2023-24 and will be required for the top 1,000 companies by 2026-27. So the BRSR Core adds a step to make sure the information about the environment and social issues is accurate, just like financial statements.[26]

B. The Legal Nature of BRSR Disclosures: Between Compliance and Constitution

Mukherjee says that the information companies disclose about the environment and social issues under the BRSR framework is not just what they want to say.[27] It is what the law requires them to say. So if the information is not accurate, it can be considered false or incomplete. Companies can get in trouble under the SEBI Act, 1992,[28] and LODR regulations.[29] SEBI has the power to penalise companies, order them to disclose the information, stop their trading, and even prevent their directors and key managers from working with other listed companies.[30]

The Board of Directors also has to report on energy conservation under the Companies Act, 2013, and the Companies (Accounts) Rules, 2014. This means that companies have to disclose information related to climate change through the law. When we look at the BRSR requirements and the law together, we see that disclosing information is not really a choice for companies. It is something they have to do. The BRSR Core and the law create a set of requirements that companies have to follow, making the process of disclosing information not voluntary. The BRSR Core is a part of this process, and companies have to take it seriously. The BRSR core requirements are in place to make sure that companies are transparent about their impact on the environment and society.[31]

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[26] BRSR Core Circular.
[27] Mukherjee, supra.
[28] Securities and Exchange Board of India Act, 1992, No. 15, Acts of Parliament, 1992 (India) [hereinafter SEBI Act].
[29] SEBI Act, 1992, §§ 11, 12A; LODR Regulations, 2015, Regulation 34(2)(f).
[30] SEBI Act, supra, § 11.
[31] Companies Act, 2013, § 134(3)(m); Companies (Accounts) Rules, 2014, Rule 8(3)(A).

C. What Remains Soft: Mapping the Residual Voluntary Zone

Despite the growing rigour of corporate processes, some areas will still be regulated voluntarily through ESG concerns. These areas comprise reporting consistent with the goals of the TCFD that go beyond the board-endorsed framework of the Business Responsibility and Sustainability Report, biodiversity pledges not prescribed by any legislation, and other related commitments. All these can often be found in sustainability reports, emissions reduction strategies adopted in line with the Science Based Targets initiative, emission-reduction goals within the value chain, and the protection of human rights within supply chains in integrated reports. The actions above are not obligatory. According to the findings of Roy et al., around 30 per cent of firms from India report statutory ambiguity as their chief reason for failing to comply with ESG requirements, preventing them from being enforced.[32] The statutory ambiguity serves as the main problem tackled in this paper.

IV. JUDICIAL MECHANISMS FOR ESG ENFORCEMENT IN INDIA: HARDENING NORMS THROUGH LAW.

A. The Transformation Question: How Non-Binding Norms Become Justiciable Duties

As we consider ways of implementing the sustainability rules in India, we must first think about the processes that will be required for the process to turn into law. This is because there is more to the process than meets the eye. It is a combination of several simultaneous processes within the legal arena. Therefore, it will be best to look at the process step-by-step in order to examine how the courts in India implement the Sustainability Rules through laws.

B. Constitutional Pathways: Articles 21, 14, and the Environment

One of the most powerful and widely used means of implementing sustainability-orientated norms via judicial enforcement in India is the constitutional right to life contained in Article 21.[33] The idea that Article 21 can incorporate the right to a pollution-free environment has existed for several decades now. For example, in *Subhash Kumar v. State of Bihar*, it was established by the Supreme Court that the right to life includes the right to pollution-free water

[32] Dr. Koyel Roy et al., Corporate Environmental Responsibility in India: Legal Accountability and Managerial Challenges in ESG Compliance, 11(20s) Int'l J. Env't Sci. 1054, 1058 (2025).
[33] Constitution of India, art. 21.

and air.[34] Another important decision of the Supreme Court was given in the case *Vellore Citizens' Welfare Forum v. Union of India*,[35] where the Supreme Court incorporated the principles of sustainable development and precaution into Indian environmental law, arguing that they constituted customary international law.

However, the most important judicial pronouncement in this area in recent times occurred in the case of M.K. Ranjitsinh & Ors. v. Union of India & Ors. In this case, petitioners sought from the Supreme Court the protection of the critically endangered Great Indian Bustard from power transmission lines. It was a three-judge bench headed by Chief Justice D.Y. Chandrachud that delivered the verdict on March 21, 2024, in a matter concerning the protection of the Great Indian Bustard. The court constitutionalised the right to protection against the adverse effects of climate change under Articles 21 and 14.[36] The Court pointed out the existence of a legislative gap in this area and the relevance of duties prescribed by Articles 48A and 51A(g).

Firstly, by rooting climate rights under Article 14, the Court extended the constitutional foundation for climate-related duties from Article 21 alone to recognise that climate change disproportionately affects marginalised populations. Secondly, and more important for ESG implementation, by equating the right against the effects of climate change with the duties of the corporation as provided under Section 166(2) of the Companies Act, wherein the funds for corporate social responsibility under Section 135 of the said Act were identified as a source for financing biodiversity protection, the court connected the constitutional climate rights with corporate ESG obligations.[37] This paved the way for enforcing the ESG commitments voluntarily made by the corporates by invoking writ jurisdiction under Articles 32 and 226. It was clarified that judicial review of actions of corporations that affect constitutional climate rights is both permissible and possible. It will enable citizens to file lawsuits challenging the breach of the public sustainability commitments in case they infringe upon constitutional climate rights. Importantly, evidence can be produced from disclosures made in BRSR filings, which may also include those under third-party verification.

In its ruling delivered in 2025 in *Vanashakti v. Union of India,*[38] the Supreme Court held

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[34] Subhash Kumar v. State of Bihar, AIR 1991 SC 420 (India).
[35] Vellore Citizens' Welfare Forum v. Union of India, AIR 1996 SC 2715 (India).
[36] Ranjitsinh, supra.
[37] Chauhan & Bhardwaj, supra.
[38] Vanashakti v. Union of India (2025 SCC OnLine SC 1399)

that the policy of granting ex-post facto environmental clearance violated the Environmental (Protection) Act, 1986. In *Vanashakti v. Union of India*, the Supreme Court of India struck down a policy of granting ex-post facto environmental clearance as a violation of the Environmental (Protection) Act, 1986. In essence, the Vanashakti judgement increases the risks faced by corporations working in environmentally sensitive industries and those who have voluntarily committed themselves to environmental standards in their ESG reports: the failure to follow up on these commitments would make it more likely for such corporations to be scrutinised either by the NGT or even by the Supreme Court of India itself.

C. Corporate Law Pathways: Directors' Duties and Stakeholder Accountability

Pursuant to Section 166(2) of the Companies Act, 2013, a director shall act in good faith in order to promote the objects of the company "for the benefit of its members as a whole and in the best interests of the company, its employees, the shareholders, the community, and for the protection of the environment."[39] According to Varottil, the above provision, when read in the context of the judgement of the Supreme Court in *Tata Consultancy Services Ltd v. Cyrus Investments Pvt. Ltd, 2021*, implies that directors must consider the entity model one that does not confine their obligation to the financial model of ESG.[40] In other words, directors have a responsibility to consider stakeholders' interests and environmental impact even if these factors do not have any economic significance.[41]

This has implications for the enforcement of ESG in companies. Suppose that a director has included a net-zero pledge in the annual report of the corporation but has not ensured that resources were allocated for fulfilling this commitment. In that case, it would be possible to argue that this director violated the principle of due diligence under Section 166(3) of the Act, which requires directors to exercise due and reasonable care, skill, and diligence while carrying out their obligations. As ESG becomes more prevalent in the legal and regulatory landscape, the threshold of diligence required from directors will become even stricter, according to Lord Sales' observation as quoted by Varottil.[42]

However, enforcement of the principles and duties discussed above poses some difficulties. First, Varottil describes in depth how the derivative action mechanism lacks

[39] Companies Act, 2013, § 166(2).
[40] Tata Consultancy Services Ltd. v. Cyrus Investments Pvt. Ltd., (2021) 9 SCC 449 (India).
[41] Varottil, supra. (analysing the 'entity model' of ESG obligation in Indian corporate law).
[42] Varottil, supra.

effectiveness in India because of the absence of a statutory derivative claim, the relative infrequency of these claims, and the requirement of shareholder standing.[43] Another potential remedy available under the Companies Act, prevention of oppression, mismanagement and prejudice (Section 241(1)), can only be sought by shareholders who own the minimum threshold of shares.[44] Similarly, class actions for the purposes of Section 245 of the Act suffer from the same drawback. Varottil concludes that, in the absence of legislative intervention, the ESG-related duties of directors can be described as "law in books" rather than "law in action”.[45]

D. Environmental Law Pathways: The EPA and the NGT

The EPA, along with its set of statutes like the Water (Prevention and Control of Pollution) Act, 1974,[46] and the Air (Prevention and Control of Pollution) Act, 1981,[47] can be used as the avenue for enforcement of the environmental aspect of ESG. According to Section 9 of the EPA, any person who is causing discharge of environmental pollutants beyond the standard shall take all appropriate measures to prevent or mitigate such pollution.

As stated above, the classification of GHG emissions as "environmental pollutants" as per Section 2(b) of the EPA was contested within the Indian judicial system.[48] In the 2015 case of *Indian Council for Enviro-Legal Action v. MOEFCC*, the NGT determined that while HFC-23 could not be classified as an air pollutant that posed a threat to human health, it was an air pollutant that was to be classified as a GHG under the UNFCCC.[49] However, in the recent International Tribunal of the Law of the Sea (ITLOS) case concerning climate change of May 2024, it was proven with high scientific confidence that GHG emissions were indeed "deleterious" in their nature and had irreversible effects on the environment.[50] Thus, as recently argued by Yadav, O'Meara & Malcolm, with regard to the high threshold of irreversibility along with the very wide definition of environmental pollutants, the claim of the GHG emissions not being pollutants is no longer sustainable.[51] In case of such recognition of GHG

[43] Varottil, supra.
[44] Companies Act, 2013, § 241(1) (India).
[45] Varottil, supra.
[46] Environment (Protection) Act, 1986, No. 29, Acts of Parliament, 1986, § 9 (India) [hereinafter EPA].
[47] Air (Prevention and Control of Pollution) Act, 1981, No. 14, Acts of Parliament, 1981 (India).
[48] EPA, supra, § 2(b).
[49] Indian Council for Enviro-Legal Action v. MOEFCC, Original Application No. 170 of 2014, National Green Tribunal (2015) (India).
[50] Advisory Opinion on Climate Change and International Law, Case No. 31, International Tribunal for the Law of the Sea (May 21, 2024) [hereinafter ITLOS Advisory Opinion].
[51] Shashi Kant Yadav, Noreen O'Meara & Rosalind Malcolm, Conceptualizing Climate Law in India, 14(2) CLIMATE L. (2024), https://doi.org/10.1163/18786561-bja10054.

emissions, the voluntary corporate commitments to address such emissions will fall under the ambit of Section 9 of the EPA. Consequently, this section may become an effective enforcement mechanism for the voluntary aspects of ESGs.

In addition to the NGT's ruling against Vedanta regarding the closure of its Sterlite Copper plant in Thoothukudi due to numerous violations of water and air quality standards, the Supreme Court's ruling of 2025 in the case of *Vanashakti v. Union of India*[52] that the issuance of ex-post facto environmental clearances by the Ministry of Environment was unconstitutional is another powerful avenue for the enforcement of ESGs.[53] In its ground-breaking judgement, the Supreme Court ruled that the ex-post facto environmental clearances were unlawful and that future clearances should be made ex ante, not ex post. This may dramatically affect those companies that have taken certain commitments in terms of implementing particular environmental ESGs in their public statements.

E. Securities Law and Greenwashing: The Actionability of Misleading Sustainability Claims

Based on Mukherjee's analysis of the subject matter, the laws of securities are viewed as the law that deals with the problem of greenwashing of ESG disclosures.[54] From the perspective of the SEBI Act, SEBI (Prohibition of Fraudulent and Unfair Trade Practices Relating to Securities Market) Regulations, 2003 and LODR Regulations, there is a need for adequate and accurate disclosures that should not contain misleading information. Consequently, any misleading sustainability metrics, embellishment of narratives, selectivity of scope 3 emissions or net-zero claim in an ESG disclosure document may be termed as fraudulent and/or unfair trade practices, material omission, and market manipulation.

The Advertising Standard Council of India issued the Guidelines for Advertisements Making Environmental/Green Claims in January 2024.[55] The responsibility extends to the advertising aspect of the environmental/sustainability claim.[56] According to the provisions

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[52] Vanashakti v. Union of India (2025 SCC OnLine SC 1399)
[53] Vanashakti v. Union of India (2025 SCC OnLine SC 1399).
[54] Mukherjee, supra.
[55] Advertising Standards Council of India, Guidelines for Advertisements Making Environmental/Green Claims (Jan. 18, 2024).
[56] Advertising Standards Council of India, Guidelines for Advertisements Making Environmental/Green Claims (Jan. 2024).

under the Consumer Protection Act, 2019,[57] any misleading claim concerning the environmental attribute of goods/services can fall under the purview of unfair trade practices. It is pertinent to highlight that the combination of the legal framework of the aforementioned four domains (securities law, corporate law, consumer law, and environment) in relation to greenwashing of ESG disclosures creates an exceedingly robust enforcement mechanism. The requirement of reasonable assurance means that the ESG disclosures constitute verifiable claims, and therefore, any material discrepancy may lead to securities law violations.

F. The Doctrine of Legitimate Expectation and Estoppel

Apart from legislation, the doctrine of legitimate expectations also provides a different route for enforcing ESG commitments voluntarily made by companies. Under the doctrine of legitimate expectations, where a public authority or any person in his public capacity makes an explicit and unambiguous representation concerning any procedural or substantial right that would confer a benefit on him and relies upon that, then he will be allowed to take advantage of such representation. The doctrine of legitimate expectations has been generously interpreted by Indian courts.[58] In this regard, there are two methods to enforce legitimate expectations:

Investors who have relied on the public declaration of ESG commitment, like net-zero commitments, will be able to claim misrepresentation where such commitments are not honoured in good faith, while community members relying on environmental assurances will be able to enforce such commitments in the writ jurisdiction under Article 226 of the Constitution.

Further, under the doctrine of promissory estoppel, once a party has made a representation which has been relied upon by another party in a detrimental way, the former cannot withdraw from the representation. According to legal literature, 'promissory estoppel is an equitable doctrine, and its application is not limited only to government transactions.'[59] Therefore, companies that have obtained regulatory or social licenses based on their ESG commitments may not be able to rescind their ESG commitments on the grounds of being voluntary.

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[57] Consumer Protection Act, 2019, No. 35, Acts of Parliament, 2019 (India), § 2(47) (definition of unfair trade practice), § 18 (powers of CCPA).
[58] Navjyoti Compack Pvt. Ltd. v. Union of India, (1992) 2 SCC 33; Food Corporation of India v. M/s Kamdhenu Cattle Feed Industries, AIR 1993 SC 1601.
[59] Motilal Padampat Sugar Mills Co. Ltd. v. State of Uttar Pradesh, (1979) 2 SCC 409 (India).

V. CRITICAL LITERATURE REVIEW AND RESEARCH GAPS

A. Overview of Existing Scholarship

There are five key pieces of scholarship currently in existence that are particularly relevant to the topic under examination in this article. Examination of the deficiencies of each work reveals where the gaps exist in terms of addressing our questions.

In one of the most thorough examinations of the link between ESG and climate laws in India, Sidharth Chauhan and Chhaya Bhardwaj analyse the development of ESG regulations through CSR law and discuss Ranjitsinh's impact on Indian corporate social responsibility. However, while recognising the problem of 'enforcement gaps', which represent the distance between ESG interdependencies and the actual enforceability of these obligations, Chauhan and Bhardwaj do not explore this issue. Instead, they merely observe that "linkages between ESG disclosures and climate law (both mitigation and adaptation) are undeniable" without elaborating on what the legal mechanism for this is.[60] This gap needs to be bridged in this article.

Although Umarkanth Varottil's NUS Law working paper provides an extensive doctrinal overview of ESG governance in India, analysing directors' duties, BRSR reporting, and shareholder stewardship, Varottil's statement that such obligations are likely to remain "law in books, not in action" because of poor enforcement is incomplete in light of the constitutional pathway opened up by Ranjitsinh, which post-dated the writing of this paper. In addition, there is a gap in the literature regarding how to exploit the constitutional jurisdiction of writs for enforcing the ESG obligations that are unrelated to the company law regime. [61]

Subholaxmi Mukherjee is among the first scholars to examine the issue of greenwashing and legal accountability and offers a current overview of how the issue has evolved from soft law to hard law. Her approach is sound and acknowledges a complex, multi-layered legal framework regulating corporate disclosure of information on the sustainability of their operations. Nevertheless, Mukherjee's paper is largely focused on securities regulation and fails to address the constitutional perspective of the issue. Moreover, her study was

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[60] Chauhan & Bhardwaj, supra.

[61] Umakanth Varottil's NUS Law Working Paper, 'The Legal and Regulatory Impetus towards ESG in India: Developments and Challenges' (2023)

completed before the Vanashakti case in 2025.[62]

Finally, Roy et al.'s research provides empirical evidence of ESG-related managerial challenges; however, their focus is on compliance rather than legal enforcement. Nonetheless, the authors identify a very significant finding in terms of the research gaps in the area of ESG commitment enforceability that lack of clarity in law is listed by 30% of companies as their top priority ESG issue.[63]

Sakshi and Kumar present a valuable assessment of the state of ESG jurisprudence in India, but their assessment of judicial enforcement lacks prescriptiveness. It is rightly noted that "the role of the judiciary in enforcing governance or ESG-specific disclosure obligations remains limited and largely reactive"[64] without offering any guidance on how the judiciary could increase its role. Furthermore, there has been no analysis of the Environment Protection (Manner of Holding Inquiry and Imposition of Penalty) Rules, 2024,[65] another critical component of the recent legal infrastructure in place to ensure environmental compliance.

In summary, no extant work has managed to synthesise the issues of constitutional jurisprudence, corporate law enforcement mechanisms, environmental law provisions, and securities regulation in a cohesive way to provide guidance on the issue of judicial enforceability of ESG norms along the hard-to-soft continuum. This is precisely what our paper aims to accomplish.

B. The Three Principal Gaps

The abovementioned discussion allows us to identify three main gaps in the extant research on the subject matter. First, a lack of consolidation of the legal frameworks that include constitutional jurisprudence, corporate law, environmental law, and securities regulation is an attempt to analyse the judicial enforceability of ESG norms at all levels from mandatory disclosure to purely voluntary compliance. Second, a lack of attention is paid to the basic issues that lie at the heart of this study: whether voluntary compliance is sufficient enough

[62] Dr. Subholaxmi Mukherjee, Regulating ESG Disclosures in India: Greenwashing and Legal Accountability, 6(12) Int'l J. Leading Research Pub. 1 (2025).
[63] Dr. Koyel Roy et al., Corporate Environmental Responsibility in India: Legal Accountability and Managerial Challenges in ESG Compliance, 11(20s) Int'l J. Env't Sci. 1054, 1058 (2025).
[64] Sakshi & Himanshu Kumar, Evolving Jurisprudence on ESG (Environmental, Social, Governance) Disclosures in India, 4(4) J. Legal Research & Juridical Sci. 763, 771 (2025).
[65] Ministry of Environment, Forest and Climate Change, Environment Protection (Manner of Holding Inquiry and Imposition of Penalty) Rules, 2024, S.O. Notification (Nov. 4, 2024).

to exempt companies from any accountability, whether courts have the power to convert soft laws into hard rules in the absence of legislative action, and the evolution of non-legally binding ESG norms into legally actionable obligations.

Finally, the latest regulatory and judicial decisions, such as the reasonable assurance requirement of BRSR Core, the verdict in the case of *M.K. Ranjitsinh & Ors v. Union of India & Ors.,* ITLOS Advisory Opinion, the decision in the Vanashakti case, and the Environment Protection (Penalty) Rules, 2024, are largely disregarded by the existing literature despite being indicative of a qualitative change in the realm of ESG norm enforcement.

VI. A FRAMEWORK OF GRADUATED JUDICIAL ENFORCEABILITY

A. The Spectrum of ESG Obligation: A Three-Tier Framework

In line with the doctrinal and theoretical analysis presented above, this paper suggests a three-level approach to understand the legal enforceability of ESG obligations in India, in light of how much the underlying norms are "hardened" through legislation, regulation, and judicial precedents. This approach is also prescriptive as it maps pathways to enforcement which have not been pursued in judicial proceedings but which are, according to this paper's assessment, legally available.

Tier One: Hard ESG Obligations: Direct Enforceability

The first level is comprised of hard ESG obligations, directly enforceable by virtue of statutory and regulatory law without any need for creative judicial reasoning. The set includes the BRSR disclosure obligations under Regulation 34(2)(f) of the LODR regulations, enforceable by virtue of the provisions of the SEBI Act, particularly its section 11, the mandatory third-party assurance requirement of BRSR core, and board-level reporting obligations under the Companies Act section 134(3)(m). Failure to satisfy these hard obligations results in a breach of corporate law duty, which invites regulatory action by SEBI as well as corporate law liability for directors. In addition, the recently promulgated Environment Protection (Manner of Holding Inquiry and Imposition of Penalty) Rules, 2024,[66] have strengthened the link between environmental law and ESG obligation by providing an efficient procedure for determining penalties for environmental offences. Most importantly, it

[66] Environment Protection (Manner of Holding Inquiry and Imposition of Penalty) Rules, 2024.

introduces a formulaic process for calculating the penalty amount commensurate with the severity and duration of the offence, addressing a long-time problem with inconsistency and ineffectiveness in environmental law enforcement in India.

Tier Two: Constitutionally Anchored ESG Norms: Justiciable Through Writs

The second tier consists of those ESG standards which, although they cannot be enforced via regulatory means, have found their way into constitutional adjudication and are therefore justiciable under Articles 32 and 226 of the Indian Constitution, primarily the right from the detrimental impact of climate change enshrined in *M.K. Ranjitsinh & Ors v. Union of India & Ors*. While there is potential for invoking public interest litigation regarding corporate activities that significantly contribute to climate change, the application of these norms depends on proving the existence of a direct relationship between such activities and constitutional damage, as well as a viable judicial solution to the problem.

Tier Three: Residual Soft ESG Norms: Pathway Enforcement

These include all residual voluntary ESG commitments like the net zero target, supply chain human rights policy, biodiversity goals, and disclosure requirements consistent with the TCFD guidelines, which are outside the scope of the statutory BRSR requirements and established constitutional principles and thus non-enforceable. However, these norms do not fall outside the ambit of judicial enforcement. First, through the doctrine of legitimate expectations and its associated promissory estoppel principle, ESG commitments that are clear and publicly made can become binding obligations when there is a reliance placed on these commitments by stakeholders. Second, through the "reasonable assurance" principle of the BRSR Core, sustainability commitments become part of the evidential record, and any significant deviation from the commitments gives rise to potential misrepresentation actions. Third, directors will face liability under Sections 166(2) and (3) of the Companies Act in relation to their failure to take into account ESG considerations in light of the *M.K. Ranjitsinh & Ors v. Union of India & Ors judgement.*

B. The Contradiction Between Development and Sustainability: Ranjitsinh as Structural Limit

In the *Ranjitsinh judgement,* one can observe how the conflict of interests between the developmental goals of India and its environmental duties manifests at the very root of the

country's ESG jurisdiction. Namely, the Supreme Court of India had to choose between guaranteeing the survival of the critically endangered Great Indian Bustard, which implied limiting the installation of overhead transmission lines, and furthering India's renewable energy through solar energy development, which required such lines. In dealing with this conflict, the court did not opt for banning the construction of the infrastructure but limited it to priority Great Indian Bustard habitats encompassing a territory of approximately 13,163 sq km.[67]

Thus, *Ranjitsinh* demonstrates the limits of judicial review within the framework of climate change law: the court could establish rights and impose concrete obligations related to their implementation, but adjudicating on broader questions regarding the balance between development and sustainability is an area beyond the capacity of climate adjudication. This structural limit of judicial enforcement applies to ESG laws, pointing to the urgent need for legislation in the domain, which is lacking even today despite the repeated failure of the Indian Parliament to create it. For example, as noted by the court in Ranjitsinh, the absence of a single umbrella climate change law in India, unlike in the EU and New Zealand, represents a significant lacuna in the current legal landscape. This deficiency does not implicate the unenforceability of the existing regulations but rather shows the scope within which their enforcement should take place.

C. The Greenwashing Contradiction and Its Resolution

The second structural tension in the Indian ESG regime pertains to the conflict between the mandatory disclosure requirements on the one hand and the lack of accountability for the contents of the disclosures on the other. According to Mukherjee, while SEBI has the power to punish misleading disclosures, there have been no particular measures in this regard concerning ESG reporting, and even penalties for ESG-related disclosure violations have tended to be incorporated into broader general disclosure violations, thereby limiting their deterrent impact.[68] Moreover, the requirement of reasonable assurance embedded within the BRSR Core, which had aimed at addressing the issue, itself became subject to calls for loosening: SEBI's draft paper for 2024 proposes shifting value-chain disclosures to "voluntary" status.[69]

Such a dilemma needs to be reconciled by prioritising enforcement over relaxation. The

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[67] Ranjitsinh, supra.
[68] Mukherjee, supra.
[69] Varottil, supra.

greenwashing issue is not just a market inefficiency; it is, more importantly, a matter of law, and so contends Mukherjee. If a firm misreports in the BRSR Core that the reductions it claims it has achieved in respect of its Scope 1 and Scope 2 emissions have in fact taken place, but such third-party assurance subsequently indicates otherwise, then the firm has made misleading statements to investors about material issues. Such statements may be actionable under securities laws independent of any specific ESG disclosure regime.

VII. REFORM RECOMMENDATIONS

Transforming the theoretical framework elaborated in the above-mentioned sections into tangible legislative and regulatory recommendations, this paper makes the following five suggestions.

First, there is an urgent need for climate change legislation in India. Namely, for legislation addressing the legislative gap highlighted by the Supreme Court in *Ranjitsinh*. In addition to the provisions of the climate legislation proposed in the previous section of this paper, it is crucial to ensure the constitutional right from climate change impacts and obligations of mitigation and adaptation for corporates, in addition to a mandatory net-zero transition framework for major polluters in India. The legislative models for such climate legislation include the United Kingdom's Climate Change Act, 2008, and the European Climate Law of the European Union.[70]

Second, it is necessary to amend the Companies Act with regard to the introduction of statutory derivative suits by extending the list of those entitled to sue directors for breach of ESG-related duties listed in Section 166(2). The problem in question lies in the gap between a substantive environmental obligation set out in Section 166(2) and practical means of enforcing that obligation. As argued by Varottil, the problem can be solved via extending standing in derivative lawsuits to civil society organisations and community members affected by the director's failure to comply with his environmental duties.[71]

Third, the Securities and Exchange Board of India (SEBI) should issue specific guidelines for ESG violations, enforcement, and penalties in terms of greenwashing, including

[70] Climate Change Act, 2008 (UK), c. 27; Regulation (EU) 2021/1119 of the European Parliament and of the Council of 30 June 2021 (European Climate Law).

[71] Varottil, supra.

significant fines for misrepresentations in BRSR disclosures and mandatory corrective actions and disqualification of certain types of greenwashing (e.g., sustainability labels or certifications), where necessary. Currently, the lack of ESG enforcement guidelines for greenwashing allows companies to get away with minor consequences for environmental misinformation.[72]

Fourth, the definition of "environmental pollutant" as provided in Section 2(b) of the EPA must be expanded, either through an amendment or an executive notification that could provide an authoritative interpretation that greenhouse gas emissions fall within the definition of pollutants under Section 9 of the Act. The impact of one change alone could have a tremendous effect on expanding India's mandatory environmental disclosures and mitigation efforts, making the existing voluntary climate commitments obligatory. Such a change in legislation will ensure alignment of Indian environmental laws with the international position articulated in the ITLOS Advisory Opinion and thereby set a baseline for mandatory compliance with the EPA.

Fifth, it is essential that proactive ESG jurisprudence be realised through strategic litigation. In light of the foundational precedent laid down in *M.K. Ranjitsinh & Ors v. Union of India & Ors,* civil society groups and public interest litigators must launch test cases using Articles 14, 21, 48A, and 51A(g) of the Constitution and the obligations of directors contained in Sections 166(2) and (3) of the Companies Act, 2013. Such litigation must use disclosures in the BRSR reports as the primary evidence and seek enforceable judicial orders to ensure that corporate entities honour the ESG commitments publicly made by them,[73] drawing guidance from environmental accountability precedents such as the *Vedanta Sterlite Copper plant*[74] and *M.C. Mehta v. Union of India.*[75]

VIII. CONCLUSION

The research question raised in this paper, namely, whether voluntarily agreed-upon sustainability norms can be enforced in India judicially, can be answered in the affirmative to some degree. It will be wrong to consider the voluntariness of sustainability norms a complete shield from the reach of judicial enforcement. ESG commitments can result in liability via

[72] Mukherjee, supra.
[73] Chauhan & Bhardwaj, supra.
[74] Vedanta Ltd. v. Tamil Nadu Pollution Control Board, 2024 INSC 175.
[75] M.C. Mehta v. Union of India, (1997) 2 SCC 353.

doctrines of materiality, directors' duties according to the Companies Act, and reliance doctrines, including legitimate expectation and promissory estoppel.

As it follows from this paper, Indian courts have the authority and doctrine to enforce even voluntarily accepted sustainability norms in the absence of instructions from the legislature. The constitutionality of climate considerations was acknowledged by the Indian courts in *M.K. Ranjitsinh & Ors v. Union of India & Ors,* whereby the judiciary found climate considerations as a part of fundamental rights guaranteed in Articles 14 and 21 of the Constitution of India. At the same time, the provisions regarding BRSR reporting and directors' duties, among others, provide additional avenues for enforcing ESG commitments.

For this reason, it is suggested that a comprehensive framework be developed to better understand the jurisprudence discussed in this paper. ESG norms become justiciable duties in India through the following channels, at least: incorporation in legislation and regulation mandates, acknowledgement as a constitutional right, and exploitation of voluntary commitment through doctrine. Based on the above, it is possible to suggest a three-tier system of ESG commitments and degrees of judicial enforceability thereof, whereby the ones belonging to Tier One are fully enforceable, Tier Two ESG commitments are enforceable to a certain extent using constitutional writs, and those belonging to Tier Three ESG commitments are enforceable based on legitimate expectations, disclosure-related liability, and directors' duties.

However, it should be admitted that the developing jurisprudence on ESG norms in India is limited by the structure of judicial proceedings specific to India. Specifically, it may be said that the Indian court system does not have all the tools required to resolve policy choices related to sustainable development. For this reason, the Indian court system adopted a reserved approach to ESG commitments in Ranjitsinh, resulting in partial judicial enforceability. To fully unleash the potential of ESG norms in India, further legislation and regulation are required, namely, a climate bill and expanding standing in company law disputes.

In the end, what will be realised is the transformation of ESG from being mere soft law into dynamic normative content that is increasingly becoming juridified. It is not just the case that the judiciary is a spectator of this phenomenon but rather an actor who contributes towards its shaping. Given the rising significance of ESG in investment decisions, corporate governance practices, and rights claims, judicial accountability will become even more pressing. This much

is true because Indian constitutional law, corporate law structure, and environmental law regimes already have the conceptual apparatus in place.