GIFTS AND ENTERTAINMENT POLICY

1. INTRODUCTION

This Gifts and Entertainment Policy (the "Policy") sets forth various rules relating to gifts, entertainment, travel, meals, and lodging. All such expenditures must be recorded accurately in the books and records of Re Sustainability Limited ("Re") and all its subsidiaries (collectively referred to as the "Company"), in accordance with the guidance given below.

This Policy is applicable to all directors, officers, employees, agents, representatives, and other associated persons of the Company (which includes but are not limited to consultants, advisors and temporary employees) (collectively "Company Personnel"). The Policy applies to all countries in which the Company operates and applies to all Company Personnel working with and on behalf of the Company in those countries.

As a general matter, the Company competes for and earns business through the quality of its personnel, products, and services, not with gifts or lavish entertainment. Company Personnel shall ensure that, gifts, meals, entertainment and other types of hospitality must never be intended to influence or appear to influence the judgment of the recipient in exercising his or her job responsibilities with the view to obtain or retain business or an advantage in the conduct of business.

2. GIFTS

Gifts could be in the form of goods or services given as a mark of friendship or as a matter of customary practice during specific occasions (such as Diwali, inauguration of a new site), with the objective to enhance business relations or promoting the giver's business.

The use of Company funds or assets for gifts, gratuities, or other favours to Government Officials[1] or any other individual or entity (in the private or public sector) that has the power to decide or influence the Company's commercial activities is prohibited, unless all of the following circumstances are met:

a. the gift does not involve cash or cash equivalent gifts (e.g., gift cards, store cards, or gambling chips);
b. the gift is permitted under both local law and the policy/guidelines of the recipient's employer;
c. the gift is presented openly with complete transparency;
d. the gift is recorded completely, accurately and with sufficient detail in the Company's books and records;
e. the gift is provided as a token of esteem, courtesy, or in return for hospitality and should comport with local custom; and
f. the item costs less than 7,000 INR per person (or the equivalent in any foreign currency at the applicable exchange rate at the time).

Gifts, gratuities, or other favours to private individuals (i.e. not a Government Official) or entities that do not fall specifically within the above guidelines require advance consultation and approval by the Chief Compliance Officer.

[1] Government Official includes, among others, elected and non-elected (appointed) officials holding a legislative, administrative, or judicial position. It also includes any person performing public functions in any branch of the national, local, or municipal government, or for any public agency, or public/state-owned or state-controlled enterprise. Examples: an employee of Pollution Control Board, Customs official, employee of a state-controlled university, candidate for a public office. Officials of public international organizations (such as the World Bank, the Red Cross) are also considered to be Government Officials.

In addition to meeting the above conditions, all gifts, gratuities, or other favours to Government Officials require advance consultation and approval by the Chief Compliance Officer, regardless of whether they comply with guidelines (a) to (f) set forth above.

Any reimbursement requests towards gifts must be supported by receipts and should identify the total number of all recipients and their names and, titles (if possible) and employer. In all instances, Company Personnel must ensure that the recording of the expenditure associated with gifts offered clearly reflects the true purpose of the expenditure. If the Company Personnel is required to obtain the pre-approval for the gift, the proof of such approval/ consultation must also be submitted along with the reimbursement claim.

Note that the provision of gifts, as well as the reporting requirements, in this Policy, apply even if Company Personnel are not seeking reimbursement for the expenses (i.e., paying these expenses out of your own pocket does not avoid these requirements).

Company Personnel must not directly or indirectly solicit or accept; any gifts, gratuities, or other favors from any customer, supplier, or other person doing or seeking to do business with the Company. However, Company Personnel may accept gift items of worth less than 7,000 INR per person (or the equivalent in any foreign currency at the applicable exchange rate at the time) only if it is bona fide and related to a legitimate business purpose and any gift that exceeds this value should be returned immediately and reported by the Company Personnel to their reporting manager or supervisor. If immediate return is not practical, they should be given to the Company for charitable disposal.

This policy applies to all gifts to be distributed, whether on Diwali or any other occasion such as visit by Government Officials to sites to understand how industrial plants operate, inauguration of a new site, or retirement of Government Official etc.

The Company Personnel shall ensure compliance with the Gifts and Entertainment Policy as well as all other SOPs and controls such as SOP of Procurement to Payment etc.

3. ENTERTAINMENT

Entertainment generally includes vacations, trips, use of recreational facilities, tickets or passes for conferences/plays/concerts/sports or similar events. It also covers hospitality such as travel and accommodation/lodging, lavish meals such as business dinners, etc. Such hospitality and entertainment require the host to be present, in the absence of which they may be considered a gift. The hospitality or entertainment provided may also qualify as a gift if they fall outside the reasonable bounds of value and occurrence.

Common sense and moderation should prevail in business entertainment and the payment of travel, and lodging expenses engaged on behalf of the Company. Company Personnel should provide business entertainment to someone doing business with the Company only if the entertainment is infrequent, modest, and intended to serve legitimate business goals.

Meals, entertainment, travel, and lodging should never be offered as a means of influencing another person's business decision. These should only be offered if it is appropriate, reasonable for promotional purposes, offered or accepted in the normal course of an existing business relationship, and if the primary subject of discussion or purpose of travel is business. The appropriateness of a particular type of meal, entertainment, travel, and lodging, depends upon both the reasonableness of the expense and on the type of activity involved. This is determined based on whether or not the expenditure is sensible and proportionate to the nature of the individual involved. Adult entertainment is strictly prohibited.

The use of Company funds for meals, entertainment, travel, and lodging for Government Officials or any other individual or entity (in the private or public sector) that has the power to decide or influence the Company's commercial activities is prohibited, unless all of the following conditions are met:

a. the expense is bona fide and related to a legitimate business purpose;

b. the event involved is attended by appropriate Company Personnel;

c. the meal, entertainment, travel, or lodging is permitted under both local law and the policy/guidelines of the recipient's employer (if applicable);

d. the expense is recorded completely, accurately and with sufficient detail in the Company's books and records; and

e. The cost of the meal, entertainment, travel, or lodging is less than 7,000 INR per person (or the equivalent in any foreign currency at the exchange rate applicable at the time) per person.

Meals, entertainment, travel, or lodging that do not fall specifically within the above guidelines require advance consultation and approval by the Chief Compliance Officer.

In addition to compliance with all the guidelines (a) through (e) set forth above, all entertainment, travel, or lodging proposed to be provided Government Officials require advance consultation and approval by the Chief Compliance Officer. Further, any refreshments or meals that are provided to any Government Officials visiting the respective plants or site locations of ReSL's subsidiaries should not be lavish and are required to be approved by the Project Head, Site Head or Department Head of the respective subsidiary.

For all such expenses, the reimbursement request must be supported by receipts and should identify the total number of all attendees and their names, titles (if possible) and employer. In all instances, Company Personnel must ensure that the recording of the expenditure associated with the lodging, travel, or entertainment clearly reflects the true purpose of the expenditure. If the Company Personnel is required to obtain the pre-approval for the expense, the proof of such approval/consultation must also be submitted along with the reimbursement claim.

Note that the provision of meals, entertainment, travel, and lodging as well as the reporting requirements in this Policy, apply even if Company Personnel are not seeking reimbursement for the expenses (i.e. paying these expenses out of your own pocket does not avoid these requirements).

When possible, meals, entertainment, travel, and lodging payments should be made directly by the Company to the provider of the service, and should not be paid directly to the recipient as a reimbursement. Per diem allowances may not be paid to a Government Official or any other individual (in the private or public sector) who has the power to decide or influence the Company's commercial activities for any reason.

Please note that meals, entertainment, travel and lodging that are provided to business relationships where Company Personnel are not in attendance shall be considered gifts, and subject to the rules and requirements for gifts specified in this Policy.

Company Personnel must not directly or indirectly solicit any meal, entertainment, travel or lodging from any customer, supplier, or other person doing or seeking to do business with the Company. The Company Personnel may however accept business entertainment worth not more than 7,000 INR per person (or the equivalent in any foreign currency at the applicable exchange rate at the time) only if it is bona fide and related to a legitimate business purpose. All such meals, entertainment, travel and lodging beyond the aforesaid limit shall not be accepted without prior consultation and pre-approval of the Chief Compliance Officer of the Company.

4. ENTERTAINMENT

The Gifts and Entertainment Tracker, enclosed as Appendix I to this Policy, will be maintained at the Company's registered office in Hyderabad, and should include all gifts provided or received by Company Personnel in connection with their employment at the Company.

The maintenance of the tracker shall be the responsibility of the Chief Compliance Officer or his/her designee and is to be updated to ensure that claims in respect of gifts or entertainment that are approved by or notified to the Chief Compliance Officer are recorded in an appropriate manner within 15 days from the event of providing or accepting gifts or entertainment.

In addition, the Project Head, Site Head or Department Head at the respective plants or site locations of the Company, as the case may be, shall be responsible for maintaining the contemporaneous records and supporting documents of gifts/entertainment given or accepted at such sites/plants of the respective subsidiary.

5. REPORTING

Company Personnel are encouraged to raise concerns, without any fear of retaliation, if they come across any activity or conduct which has taken place or which they suspect to take place in contravention of the provisions of this policy.

All concerns raised by Company Personnel shall be treated with strict confidence and appropriate action shall be taken in line with Company policies to address the concerns raised. The Company shall take disciplinary action up to and including termination for anyone who threatens or engages in retaliation, retribution, or harassment of any other person who has reported or is considering reporting a violation of this policy or any other bribery or corruption concern.

Incidents of offering or accepting inappropriate gifts or entertainment in violation of this policy, shall be reported to Ethics and Compliance Department at **ethics@resustainability.com,** or the Chief Compliance Officer at **cco@resustainability.com** or through SpeakOpen Hotline or SpeakOpen Web intake facility which can be accessed through the below link:

https://resustainability.ethicspoint.com/

6. ISSUANCE OF AND AMENDMENTS TO POLICY

Our Company's Board of Directors is responsible for approving and issuing this Policy.

The effective date of this policy is [–] 2023. Policy shall be reviewed periodically by the General Counsel and Chief Compliance Officer to determine whether revisions may be required due to changes in the law or regulations, or changes in our business or the business environment. The Board of Directors must approve any change(s) to the Policy.

For effective implementation of the Policy, the General Counsel and the Chief Compliance Officer reserve the absolute right to issue guidelines, guidance notes, FAQs, SOPs and other clarificatory documents as and when needed.

For further information / clarification, please contact the Chief Compliance Officer and members of the Ethics and Compliance Department.

Note:

The Company may revise this 'Gifts and Entertainment Policy' or implement such other policies or procedures as deemed suitable to conduct business in an ethical environment and comply with the applicable laws and regulations.

Details of the designated persons named in this policy might change, and additional contacts may be included at the discretion of the Company's senior management. Any changes made in the policy, or any matter related thereto, would be intimated through proper channels.

APPENDIX I – Gift & Entertainment Tracker (Offered)

Sl. No	Emp Name	Emp ID	Emp title and Dept	Site location	Category (Gift / Ent)	Description of Gift / Ent	Date of providing of G/ E	Gift / Ent recipient's name/ designation /Org	Purpose of Gift /Ent	Gift /Ent Value (per person)	Currency	Is the Gift /Ent recipient a Government Official or related to political party?	Was the Gift / Ent recipient existing customer	If not, did Company XX win any business with the customer (YES/NO/NA)	Is the Gift is inappropriateas per G&E policy	Prior approval required - Yes/ No	Was prior approval obtained prior to providing G/E (Yes/ No/NA)	Prior approval provided by	Date of prior approval	Prior approval record maintained by

Prepared by:

Name:

Designation:

Signature:

Reviewed by:

Name:

Designation:

Signature:

Abbreviation	Meaning/Description
Emp	Employee
ID	Identification number
Ent	Entertainment
G&E or G/E (Gift /Ent)	Gift & Entertainment

APPENDIX I – Gift & Entertainment Tracker (Received)

Sl. No	Emp Name	Emp ID	Emp title and Dept	Site location	Category (Gift / Ent)	Description of Gift / Ent	Date of receipt of G/E	Gift / Ent provider's name / designation/ Org	Purpose of Gift / Ent	Gift / Ent Value (per person)	Currency	Type of provider (existing/ potential vendor, existing/ potential customer, other)	Prior approval required - Yes / No	Was approval obtained prior to receiving G/E (Yes / No / N/A)	Prior approval provided by	Date of prior approval	Prior approval record maintained by	Status of gift (Retained/ returned/ distributed)	Date of return of Gift

Prepared by:

Name:

Designation:

Signature:

Reviewed by:

Name:

Designation:

Signature:

Abbreviation	Meaning/Description
Emp	Employee
ID	Identification number
Ent	Entertainment
G&E or G/E (Gift/Ent)	Gift & Entertainment