

# **RE SUSTAINABILITY LIMITED**

**(formerly known as Ramky Enviro Engineers Limited)**



## **WHISTLE BLOWER POLICY**

## **A. INTRODUCTION**

Re Sustainability Limited and all its subsidiaries (“RESL” or the “Company”) are committed to lawful and ethical behavior in its everyday activities. This WB Policy is applicable to all its directors, officers, employees, agents, representatives, and other associated persons of the Company (which may include consultants, advisors and temporary employees) (collectively referred to as “Company Personnel” or “Employee”).

The Company expects all Company Personnel or Employees to act in accordance with all applicable laws, regulations, and Company policies, and to observe the highest standards of business and personal ethics in conducting their duties and responsibilities. The Company therefore expects and requires any Company Personnel or any person who has the knowledge of, or reason to suspect, any violation of law or the Company’s Policies to report such concerns under the Company’s Speak Open Program or to a member of Legal, Ethics & Compliance Department or the Chief Compliance Officer. Reports may be made anonymously. If any Company Personnel fail to report known or suspected violations, then the relevant Company Personnel may be subject to disciplinary action, up to and including termination.

It is the Company’s policy that, if the report of known or suspected violations is made honestly and in good faith, no adverse employment-related action will be taken against any Company Personnel in retaliation for reporting a violation or suspected violation of anti- corruption laws or this WB Policy.

All concerns raised by Company Personnel shall be treated with strict confidence. Any vendor or subcontractor, supplier, service provider or any person (“Third Party”) can also raise any concern which is directly and indirectly related to the Company.

For the purpose of this WB Policy, an Employee or a Third Party, can provide information or activity within organization that is deemed illegal, illicit, unsafe, or a violation of Company policies, fraud, or abusive in nature (“Whistleblower”).

## **B. CATEGORIES OF COMPLAINTS TO BE REPORTED**

Employee or Third Party are free to report, without fear of retaliation, any concerns or issues, or any inappropriate act or conduct, whether actual, potential, or suspected. This list is not exhaustive. However, the list below is intended to provide a sample of the areas of concern or types of misconduct that should be reported under this WB Policy:

- i. Violations of the Company’s Anti-Bribery and Anti-Corruption Policy;
- ii. Violation of terms contained in the Code of Business Ethics of the Company or other rules, regulations and policies;
- iii. Violation of Quality, Health, Safety & Environment at workplace;
- iv. Violations of Company’s Gifts and Entertainment Policy;

- v. Anything which is inconsistent with fair and ethical competition;
- vi. Any instance of which is detrimental to Company's name and brand or put the Company's reputation at risk;
- vii. Unauthorized use or misappropriation of money or funds, Company's assets or any unethical conduct;
- viii. Any instance of workplace harassment or sexual harassment;
- ix. Any act which is violation of human rights, labour and social standards;
- x. Any action which is a criminal offence or an unlawful act or breach of legal obligation under all applicable laws or an action that leads to a miscarriage of justice;
- xi. Abuse of position or conflicts of interest for any unauthorized use or for personal gain, e.g., favoring a related party for a contract;
- xii. Deliberate concealment of information about any one or more of the above;
- xiii. Any other breach of in relation to the conduct of the Employee (including if an Employee is being asked to carry out any act in contravention of this WB Policy).

### **C. ROLES AND RESPONSIBILITIES**

The Whistleblower is expected to report potential concerns or violations of the Company's policy. Whistleblowers should not act on their own in conducting any investigation. The Company takes all complaints seriously and will investigate reports made pursuant to this WB Policy as appropriate. Therefore, all reports should include sufficient information in relation to potential concern or violation, such as name of the personnel involved in the concern/violation, time period, description and evidence if any. If the report does not contain adequate information in relation to the concern/violation, the Company will be constrained from taking any action. Whistleblowers may remain anonymous if they choose to do so. However, the Company may in certain circumstances ask that Whistleblowers cooperate with any investigation conducted under this WB Policy, including by providing additional information relating to any report of potential violations.

### **D. REPORTING AND INVESTIGATION**

If the Employee or Third Party has a concern regarding a potential violation of any Code or a Company's policy or anything which is inconsistent with applicable laws, they can promptly inform it to the member of Legal, Ethics & Compliance Department ( [ethics@resustainability.com](mailto:ethics@resustainability.com)) or Chief Compliance Officer ([cco@resustainability.com](mailto:cco@resustainability.com)) or through SpeakOpen Hotline or SpeakOpen Web intake facility which can be accessed through the link mentioned below and also on our Company website: <https://resustainability.ethicspoint.com/>

### **E. DISCRIMINATION, RETALIATION OR HARASSMENT**

The Company strictly prohibits any discrimination, retaliation or harassment against any person who raises a report under this WB Policy. It is imperative that any victim of such discrimination, retaliation or harassment brings the matter to the Chief Compliance Officer's ("CCO") attention

promptly so that the matter can be investigated and addressed promptly and appropriately.

#### **F. TREATMENT AGAINST FALSE COMPLAINTS**

A Whistleblower who knowingly makes a false complaint or allegations may be subject to disciplinary action.

#### **G. RETENTION**

All documents relating to the reporting, investigation and enforcement of this WB Policy shall be maintained under the supervision of the CCO.

#### **H. ADDITIONAL ENFORCEMENT INFORMATION**

In addition to the Company's internal complaint procedure, Employees should also be made aware that certain law enforcement agencies are authorized to review questionable accounting or auditing matters, or potentially fraudulent reports of financial information. Nothing in this WB Policy is intended to prevent an Employee from reporting information to the appropriate agency when the Employee has reasonable cause to believe that the violation of a statute or regulation has occurred.

#### **I. APPLICABILITY OF LOCAL LAWS**

In instances where the local law contradicts this WB Policy, the local law prevails. This WB Policy should be read and applied in conjunction with the Company's Anti-Bribery and Anti-Corruption Policy and Gifts and, Entertainment Policy. In instances where this WB Policy is more restrictive than the applicable rules and regulations, Employee are required to abide by this WB Policy.

Employee should contact the CCO with any questions relating to this WB Policy.

#### **J. PROCEDURE FOR DEALING WHISTLE BLOWER COMPLAINTS**

##### **a) ROLE & RESPONSIBILITIES**

1. CCO shall be responsible for effective implementation of Whistle Blower Policy of Company.
2. CCO shall have the authority to seek information and rights to investigate the Whistleblower's complaints
3. CCO in consultation with Chairman of Audit Committee shall determine conflict of interest if any while including any member in investigation or in ascertaining decision for the outcome of any complaint arising out of investigation.
4. CCO shall work under the direct supervision and guidance of Chairman of Audit Committee for the purpose of effective implementation of Whistle Blower Policy.
5. "Enquiry Committee" means such Committee as formed by CCO comprising such members

including employees and external consultants, law firm, subject matter expertise to enquire and investigate the Complaint and provide preliminary or final report.

6. “Whistle Blower Council” shall mean Managing Director & Chief Executive Officer, Joint Managing Director, Joint Managing Director & Chief Financial Officer, Chief Compliance Officer, and Chief Human Resource Officer which shall decide the outcome of the enquiry or investigation and work under guidance of Chairman of Audit Committee.
7. “Internal Complaints Committee” means such Committee as formed to enquire and investigate the Complaint with respect to Sexual Harassment as per the applicable Anti Sexual Harassment laws and provide report to the Company

#### **b) COMPLAINT**

1. The Whistleblower’s complaints (“Complaint”) can be received through the communication portals including email, phone call, SMS or a written letter from employee or third party through a whistleblower or internal audit reference.
2. The Complaint will be received by the CCO and the details of the Complaint will be recorded immediately.
3. If Complaint is with respect to Integrity, Ethics and Compliance including below, such Complaint shall be enquired and investigated by CCO or Enquiry Committee
4. If the matter of Complaint is of such nature that could impact the Company’s financial reporting, the integrity of management, and the external audit or could have potential media impact, the CCO shall bring it to the attention of the Chairman of Audit Committee immediately, for his directions and recommendations.
5. If the Complaint is with respect to Sexual Harassment received it will be forwarded to Internal Complaints Committee of the Company. The ICC (Internal Complaints Committee) will investigate the alleged Sexual Harassment issue in accordance with the provisions of the anti- sexual harassment laws and policies.
6. If the Complaint is with respect to Safety, Environmental and Compliance then Complaint will be forwarded to specific department and a committee shall investigate the same and would be dealt accordingly.
7. If the Complaint is with respect to work place harassment, work place conduct, discrimination, workplace conflict, and performance-related concerns, employee issues, employee grievances, HR matters, the same shall be forwarded to HR which will investigate and take necessary action as per internal grievance or disciplinary policy with the support and assistance of Legal, Ethics & Compliance Department of the Company.
8. However, the resolution of Complaints mentioned in 5, 6, and 7 above will be updated to the CCO for records and oversight.

#### **c) CONFIDENTIALITY**

The identity of the person making the Complaint (“Whistleblower”) shall be kept confidential at all times unless specifically requested otherwise by the Whistleblower. If the Complaint is made anonymously, the identity of the Whistleblower and details in relation to the same will not be

requested.

#### **d) ENQUIRY & INVESTIGATION PROCESS**

1. Upon receipt of the Complaint, the CCO or his nominated representative or Enquiry Committee formed by CCO will carry out a preliminary enquiry to clarify facts and understand the circumstances or investigation of the Complaint.
2. Depending on the seriousness of the Complaint and the credibility of the same the CCO may also decide to set up a cross functional Enquiry Committee to: (i) carry out a further detailed investigation; or (ii) recommend the corrective actions. CCO may also engage external consultant or law firm or subject matter expert as required to be part of Enquiry committee.
3. Enquiry Committee shall be independent of control of the department in question and will be directed to conduct a free and fair investigation, with the use and involvement of External Counsels, Forensic, Accounting, Technical experts depending upon the nature of the Complaint who will assist in carry out a further detailed investigation or provide recommendations and appropriate remedies arising out of the outcomes of the preliminary investigation/ detailed investigation.
4. Employees are expected and required to cooperate fully with any CCO/Enquiry Committee and provide truthful information. Any person who fails to cooperate with the investigation or intentionally lies to or misleads CCO/ Enquiry Committee will be subject to disciplinary action up to and including possible employment termination.
5. The CCO/Enquiry Committee shall conduct the enquiry and investigation in free and fair manner without any bias and follow principles of natural justice during the enquiry and investigation of the Complaint. The CCO/Enquiry Committee shall provide opportunity to show cause to the person against whom such a complaint has been reported, to provide reasonable justification or provide for explanation or evidence to defend him, to ensure a fair, unbiased and un-arbitrary investigation.

#### **e) INVESTIGATION REPORT**

The CCO/Enquiry Committee shall carry out the enquiry or investigation and will be required to prepare an Enquiry or Investigation report, which if prepared by the Enquiry Committee will be then presented to the CCO. The CCO shall further submit the same to Whistle Blower Council. The report shall include details of the investigatory steps taken and findings, conclusions, and/or recommendations.

#### **f) WHISTLE BLOWER COUNCIL**

1. The Whistle Blower Council may seek further clarifications from the CCO or Enquiry Committee and after affording an opportunity to the person against whom the Complaint has been raised take a decision on the resolution of the matter. The decision of the Whistle Blower Council shall be based on consensus and final and binding on all parties involved in the Complaint.
2. Member of Whistle Blower Council shall recuse themselves from Whistle Blower Council in ascertaining decision or the outcome of the investigation if they are in conflict
3. t. If majority of the members of Whistle Blower Council is conflicted the final investigation report shall be shared with Chairman of Audit Committee for next steps and decisions by the Audit Committee.

**g) OVERSIGHT OF CHAIRMAN OF AUDIT COMMITTEE**

1. Whistle Blower Council shall meet at regular intervals as appropriate and copy of minutes of Whistle Blower Council meeting shall be sent to Chairman of Audit Committee.
2. If the Complaint is with respect to any of the member of Whistle Blower Council or senior management, such Complaint involving allegations about the conduct of senior management shall be enquired and investigated by independent third-party investigator in order to avoid any actual or perceived conflict of interest under the guidance and oversight of Chairman of Audit Committee. To ensure lack of conflict of interest and fair investigation, allegations that could pose significant economic loss or reputational harm to the company, or when its senior management could be involved shall be overseen or directed by the Audit Committee.
3. If Complaint involves one or more members of the Board or Board Committee /Audit Committee a special committee of Independent Directors shall be formed and the investigation shall be overseen or directed by the Chairman of the special committee of Independent Directors.

**h) 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 12th November, 2020. Policy shall be reviewed periodically by 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.

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