

Re Sustainability Limited
(Formerly Known as RAMKY ENVIRO ENGINEERS LIMITED)
(EXECUTIVE BOARD COMMITTEE CHARTER)

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1. OBJECTIVE

In accordance with the applicable provisions of the Companies Act, 2013, the Board has framed an Executive Board Committee to meet the day to day business requirements of the Company.

2. FRAMEWORK OF EXECUTIVE BOARD COMMITTEE

The objective of the Executive Board Committee Charter of the Company shall be as follows:

- Reduce the workload of the Board.
- Meet the Approval requirements of day to day business.

3. POWERS, DUTIES AND RESPONSIBILITIES OF THE COMMITTEE

- (i) Any borrowings (fund based, non-fund based, equipment finance etc.) upto Rs. 50,000,000 (Rupees Fifty Million only) individually or Rs. 200,000,000 (Rupees Two Hundred Million only) in aggregate in any Financial Year, or any capital commitment by the Company (except as mentioned in **Note no. 1**).
- (ii) To invest the funds, provide loan including inter corporate deposits, within ReSL Group not exceeding Rs. 100,00,00,000 (Rupees Hundred Crore only) individually or Rs. 500,00,00,000 (Rupees Five Hundred Crore only) in aggregate in any financial Year.
- (iii) To give guarantee / provide security in respect of loans within the ReSL Group.
- (iv) To open / close Bank accounts in the name of the Company and to change the signatories to operate the Bank Accounts of the Company.
- (v) To issue Power of Attorney / authorizations to represent before the authorities like Sales Tax, Income Tax, Excise, Service Tax, Registrar of Companies, Company Law Board, National Company Law Tribunal and such other Government Authorities, bodies and organizations as may be deemed necessary on behalf of the Company and other matters incidental and ancillary thereto.
- (vi) To issue authorizations to sign and delegate authorizations to sign tender documents and other agreements and documents in the day to day business affairs of the Company. Such other functions as may be authorised by the Board of Directors / Shareholders of the Company through resolutions passed from time to time.
- (vii) To issue authorization to initiate or defend litigation

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Note 1: The Limits as approved by the Board and Investor through a consolidated approval process at the time of Annual Business Plan will not be restricted.

4. MEMBERSHIP

(i) The Committee shall comprise of 3 (three) members, as follows:

1. Mr. M. Goutham Reddy
2. Mr. Masood A. Mallick
3. Mr. Anil Khandelwal.

Company Secretary shall be the convener of the meeting

(ii) The Investor (as defined in the Articles) may, at its sole discretion at any time, serve a written notice to the Board seeking the appointment of 1 (one) or more persons who in the opinion of the Investor will contribute to the deliberations of the Committee. Immediately upon the service of such a notice to the Board, such individuals shall be deemed to have become members of the Committee.

(iii) Minimum 2 (two) members shall constitute a quorum for the Committee meeting.

(iv) Term of the Committee shall be continued unless terminated by the Board.

(v) In addition to the members, the Committee can invite such persons (in non-voting capacity) to attend their meeting and deliberations, subject to such persons executing a confidentiality / non-disclosure agreement, or being bound by confidentiality obligations, and also confirm absence of conflict of interest in writing.

5. CHAIRPERSON

The members of the Committee present at the meeting shall choose one amongst them to act as Chairperson.

6. FREQUENCY OF MEETINGS

The meeting of the Committee shall be held at such regular intervals as may be required.

7. VOTING

(i) Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.

(ii) In the case of equality of votes, the Chairperson of the meeting will not have a casting vote.

8. MINUTES OF COMMITTEE MEETINGS & REPORTING

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- a. Proceedings of all meetings must be minuted and signed by the Chairperson of the Committee at the subsequent meeting. Minutes of the Committee meetings will be tabled at the subsequent Board and Committee meeting.
- b. The Committee shall report to the Board through Audit Committee every quarter with update on all the financial transactions.
- c. Minutes of the Committee Meeting shall be shared with Board within 30 days of the Committee Meeting.

9. EFFECTIVE DATE AND AMENDMENTS TO CHARTER

The Charter shall come into force from the date of approval by Board of Directors. The process to amend this Charter shall be as follows:

- (i) The amendments to the Charter, to include, exclude or modify any contents thereof, may be proposed by either Executive Board Committee or Board of Directors;
- (ii) The Board of Directors shall amend the Charter based on requirements;

The Committee shall review and reassess the Charter as and when required and obtain approval of the Board of Directors, if any amendments are proposed.