

1 INTRODUCTION

- 1.1 The Board of Directors of Sterling Pumps India Private Limited (SPIPL)¹ has determined that, on the recommendation of the Corporate Governance Committee, SPIPL should formalise its policy on the provision and receipt of gifts and hospitality during the course of its business.

2 OBJECTIVES OF THE POLICY

- 2.1 SPIPL recognises that gifts and hospitality can be an important part of developing business relationships. However, caution should be taken in accepting or providing gifts or hospitality that could raise suggestions of impropriety or create a position of obligation on the part of the recipient.
- 2.2 The objective of this Gifts & Hospitality Policy (the "**Policy**") is to provide a procedure to ensure that SPIPL, together with its directors, officers, employees, consultants and contractors, may provide or receive gifts and/or hospitality, in compliance with high standards of integrity and all relevant laws and regulations applicable.

3 APPLICATION OF THE POLICY

- 3.1 The Policy applies to all directors, officers, employees, consultants and contractors of SPIPL. Compliance with this Policy constitutes terms of service for each director, conditions of employment for each officer and employee, and conditions of providing services to SPIPL for each consultant and contractor. Each such person agrees to be bound by the provisions of this Policy upon notification of the most recent copy being given to them or upon notification that an updated version has been placed on SPIPL's website for review.

4 COMMUNICATION OF THIS POLICY

- 4.1 To ensure that all directors, officers, employees, consultants and contractors of SPIPL are aware of this Policy, a copy of the Policy will be provided to them and they will be advised that this Policy is available on SPIPL's website for their review. All directors, officers,

¹This Policy applies to Sterling Pumps India Private Limited (SPIPL) and all of its subsidiaries. Accordingly, this Policy will refer to SPIPL and its subsidiaries as "**SPIPL**" or the "**Company**".

GIFTS & HOSPITALITY POLICY

employees, consultants and contractors of SPIPL will be informed whenever significant changes are made. New directors, officers, employees, consultants and contractors will be subject to this Policy and educated about its importance.

5 COMPLIANCE

5.1 This Policy extends across all of the Company's business dealings and in all countries and territories in which the Company operates. All persons covered by this Policy, in discharging their duties on behalf of SPIPL, are required to comply with the laws, rules and regulations applicable in the location in which SPIPL is performing business activities, and in particular with respect to anti-bribery and corruption laws, rules and regulations.

5.2 As the anti-corruption laws of the few countries have extraterritorial application, SPIPL, its employees and associated persons will be bound by the most stringent requirements of these laws in respect of its conduct in all jurisdictions they operate, even if such conduct would otherwise be permitted by the local law of a particular jurisdiction. Where uncertainty or ambiguity exists, please contact the Anti-Corruption Compliance Officer who may seek further legal advice.

6 ANNUAL CERTIFICATION

6.1 All directors, officers, employees and consultants, together with such contractors of SPIPL as the Board of Directors or Management may decide, will provide annual certification of compliance with this Policy in the form available for review on SPIPL's website.

6.2 The Managing Director and/or Anti-Corruption Compliance Officer of SPIPL will be responsible for ensuring that all annual certifications are obtained on or before the end of the first fiscal quarter of each year, and for providing written confirmation to the Board of Directors that such certifications have been obtained and summarising the results thereof.

7 STANDARDS IN PROVIDING OR ACCEPTING GIFTS OR HOSPITALITY

7.1 Directors, officers, employees, consultants and contractors, and their families will not give or accept gifts, gratuities or entertainment in relation to SPIPL or its business that may conflict with the provisions of this Policy. For clarity, all directors, employees, consultants and contractors of SPIPL must ensure that:

GIFTS & HOSPITALITY POLICY

- (a) The gift / hospitality is not given or accepted with the intention or expectation of influencing a party to obtain or retain business or a business advantage², or as a reward for the provision or retention of business or a business advantage, or in explicit or implicit exchange for favours or benefits;
- (b) The gift or hospitality is customary to the industry;
- (c) The gift or hospitality does not violate any local laws;
- (d) Any gift or hospitality given is provided in the name of the Company and not in the name of the individual;
- (e) The gift or hospitality does not include cash or a cash equivalent (*e.g.* vouchers, gifts certificates);
- (f) The gift or hospitality is of an appropriate type and value and given or accepted at an appropriate time, taking into account the business relationship with the counterparty, any pending action expected of the counterparty and the reason for the gifts / hospitality;
- (g) The gift or hospitality would be considered as being appropriate by an independent third-party bystander in all the circumstances and in hindsight;and
- (h) The gift / hospitality is given or accepted openly and not secretly.

8 GIFTS & HOSPITALITY TO PUBLIC OFFICIALS

- 8.1 SPIPL requires all directors, officers, employees, consultants and contractors to exercise great care when interacting with public officials and demands that they act with the highest level of integrity.
- 8.2 Prior approval must be obtained from the Managing Director or otherwise the Chief Executive Officer for the making of any gift or the provision of any hospitality to a public official. Gifts or hospitality of an insignificant value such as promotional items (*e.g.* pens,

² A business advantage means that SPIPL is placed in a better position financially, economically, reputationally or in any other beneficial way either than its competitors or than it would otherwise have been had the gift or hospitality (which could constitute bribery or corruption) not taken place.

GIFTS & HOSPITALITY POLICY

notepads, diaries and calendars) or refreshments offered during a meeting are not covered by this rule.

9 APPROVAL FOR OTHER GIFTS & HOSPITALITY

- 9.1 Gifts or hospitality to those other than public officials should never be offered or accepted without the prior approval of the Chief Executive Officer where the value of the gift or the hospitality per person is more than the limits notified internally and available from SPIPL's Chief Operating Officer at any time. Gifts or hospitality of an insignificant value such as promotional items (*e.g.* pens, notepads, diaries and calendars) or refreshments offered during a meeting are not covered by this rule.
- 9.2 Care should also be taken that several smaller gifts or lower levels of hospitality are not provided to the same recipient thereby breaching the overall limits notified internally and available and available from SPIPL's Chief Operating Officer at any time. Recovery of the reasonable cost of a gift or hospitality provided may be claimed in accordance with SPIPL's group expenses policies. When providing hospitality, a host from SPIPL should always be in attendance at the event.
- 9.3 Where a gift is received of a value in excess of the amount established by the Chief Executive Officer from time to time (with the approval of the Corporate Governance Committee) and it would be impractical or offensive to return it (*e.g.* due to local customs), the Managing Director will decide whether it is appropriate to keep the gift or whether it should be donated to charity.
- 9.4 Further, there may be occasions where directors, officers, employees, consultants and contractors of SPIPL and their families are provided with more generous hospitality and it will be necessary to obtain approval from the Managing Director before accepting. If acceptance of the hospitality would leave any director, officer, employee, consultant or contractor of SPIPL in a position of obligation, it should be politely declined.

10 GIFTS & HOSPITALITY REGISTER

- 10.1 All gifts and hospitality provided, received or declined must be recorded in SPIPL's Gifts Register which is maintained by the SPIPL's Anti-Corruption Compliance Officer.

GIFTS & HOSPITALITY POLICY

11 REPORTING VIOLATIONS OF THIS POLICY – WHISTLE BLOWER POLICY

- 11.1 All directors, officers, employees, consultants and contractors must adhere to SPIPL's commitment to conduct its business and affairs in a lawful and ethical manner. All directors, officers, employees, consultants and contractors are encouraged to raise any queries with the Anti-Corruption Compliance Officer.
- 11.2 In addition, any director, officer, employee, consultant and contractor of SPIPL who becomes aware of any information suggesting that a violation of the Policy has occurred or is about to occur is required to report it to the Anti-Corruption Compliance Officer.
- 11.3 Persons who refuse to accept or offer a bribe, or those who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. SPIPL aims to encourage openness and will support anyone who raises genuine concerns in good faith under this Policy, even if they turn out to be mistaken. No directors, officers, employees, consultants and contractors of SPIPL will suffer demotion, penalty or other adverse consequences for raising legal or ethical concerns or for reporting possible wrongdoing, even if it may result in the Company losing business or otherwise suffering a disadvantage.
- 11.4 SPIPL also has adopted a Whistle Blower Policy which provides procedures for reporting violations of laws, rules, regulations or SPIPL's corporate policies, including a procedure for anonymous reporting. A copy of the Whistle Blower Policy can be found on SPIPL's website at www.sterlingpumps.co.in
- 11.5 SPIPL prohibits retaliatory action against any person who raises a concern in good faith.

12 CONSEQUENCES OF NON-COMPLIANCE WITH THE POLICY

- 12.1 Failure to comply with this Policy may result in severe consequences, which could include internal disciplinary action or termination of employment or consulting arrangements without notice. Violation of this Policy may also violate or constitute a criminal offence under relevant laws of the land. If it appears in the opinion of the Board that any director, officer, employee, consultant or contractor of SPIPL may have violated such laws, then SPIPL may refer the matter to the appropriate regulatory authorities, which could lead to civil or criminal penalties for SPIPL and/or the responsible person.

GIFTS & HOSPITALITY POLICY

13 REVIEW OF THE POLICY

- 13.1 The Anti-Corruption Compliance Officer and the Board of Directors of SPIPL will review and evaluate this Policy on an annual basis to determine whether it is effective in ensuring compliance by SPIPL, its directors, officers, employees, consultants or contractors with all relevant anti-corruption laws, rules and regulations.

14 QUERIES

If you have any questions about how this Policy should be followed in a particular case, please contact the Anti-Corruption Compliance Officer of SPIPL in the first instance via email at sandeep@sterlingpumps.co.in

15 PUBLICATION OF THE POLICY

This Policy will be posted on SPIPL's website at www.sterlingpumps.co.in

16 ACKNOWLEDGEMENT

I (print name)_____acknowledge that I have read, understood and agreed to comply with the Gifts & Hospitality Policy. I have not violated the provisions of this Policy and am not aware of any violations of the Policy as of the date hereof.

Signature:_____

Date: _____

Directors and officers of the Company will be required to complete an annual acknowledgement certification.

Original Approval Date: June 29, 2022

Approved by: Board of Directors