



SHREM INFRA INVESTMENT MANAGER PRIVATE LIMITED
(Formerly Known as Shrem Financial Private Limited)

**FAMILIARIZATION PROGRAMMES
FOR
INDEPENDENT DIRECTORS OF INVESTMENT MANAGER**

This Policy is initially approved by the Board of the Investment Manager with effect from 20th July 2023. The same has been amended on 5th May 2025 by the approval of the Board of the Investment Manager with immediate effect.

Note: This Policy supersedes all the previous versions of Policy and/or any communication on this subject.

FAMILIARIZATION PROGRAMMES FOR INDEPENDENT DIRECTORS OF INVESTMENT MANAGER

PREAMBLE

Shrem Infra Investment Manager Private Limited (“**Investment Manager**”) has been appointed as the investment manager of Shrem InvIT (“**Trust**”), an infrastructure investment trust registered with the Securities and Exchange Board of India (“**SEBI**”) in accordance with the SEBI (Infrastructure Investment Trusts) Regulations, 2014, as amended (“**InvIT Regulations**”).

Regulation 26G of the InvIT Regulations, read with Schedule IV of the Companies Act, 2013 and Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”) places increased responsibilities on independent directors on the board of directors of the Investment Manager (“**Board**”). In order to enable the independent directors to fulfil their responsibilities efficiently and effectively, a familiarisation programme (“**Programme**”) has been put in place by the Investment Manager to assist them understand details about the Investment Manager and the Trust, their roles, rights, responsibilities in the Investment Manager in relation to the Investment Manager and the Trust, nature of the industry in which the Trust operates, business model of the Trust etc.

INITIATIVES FOR INDUCTION PROGRAMME

A new Independent Director will be welcomed to the Board by sharing the following documents of the Company for his/her references:

1. Formal letter of appointment as Director
2. Memorandum and Articles of Association
3. The trust deed of the Trust, the investment management agreement, the project implementation and management agreement(s), the private placement memorandum of the Trust and other key Trust documents
4. Annual Reports of last three consecutive years & latest corporate presentations of the Trust
5. Codes and Policies applicable to the Directors
6. In case the Independent Director is also inducted in the Board Committee(s), he should be provided with the Terms of reference of Committee(s).

The appointment letter issued to Independent Directors inter alia sets out the expectation of the Board from the appointed Director, their fiduciary duties and responsibilities that come with the appointment as a Director of the Company, along with the details of remuneration and performance review process.

FAMILIARIZATION PROCESS

- The Investment Manager shall conduct orientation programmes / presentations / training sessions, periodically at regular intervals, to familiarize the independent directors with the strategy, operations and functions of the Trust.
- Such orientation programmes / presentations / training sessions will provide an opportunity to the independent directors to interact with the senior leadership team of the Investment Manager and help them to understand the Investment Manager’s and Trust’s strategy, business model, structure, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality, facilities, risk management strategy, governance policies, designated channels for flow of information and such other areas as deemed necessary.
- The programmes / presentations shall also familiarize the independent directors with their roles, rights and responsibilities.

- The Investment Manager may include such other details and information, as required, during the introductory familiarization programme / presentation, when a new independent director comes on the board of directors of the Investment Manager.

PROGRAMME AND DISCLOSURE:

- The Programme will be conducted on an “as needed” basis during the year.
- As and when the Programme is conducted the same will be disclosed on the website of the Trust and a web link thereto shall also be given in the annual report of the Trust.

Adopted by the board of directors of Shrem Financial Private Limited on behalf of the Trust on 20th July, 2023 and amended on 5th May, 2025.
