



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

WHISTLE BLOWER AND VIGIL MECHANISM POLICY

This Policy is initially approved by the Board of the Investment Manager with effect from 17th October 2022. 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.

WHISTLE BLOWER AND VIGIL MECHANISM POLICY

1. Preface:

The Management of Shrem Infra Investment Manager Private Limited, being, Investment Manager (“**Investment Manager**”) of Shrem InvIT (“**InvIT**”), firmly believes in conducting its business in the most ethical, transparent, and fair manner by enabling sublimed standards of professionalism and integrity norms.

Keeping this in mind and to ensure that there is a common minimum standard of professional behaviour, the Investment Manager has articulated this policy for the **Organization** (the Organization includes entities within the InvIT regime i.e. Investment Manager, Project Manager and road project SPVs).

2. Objective and Purpose:

The purpose of this policy is to articulate the Organization’s point of view on whistle blowing and vigil mechanism, to provide an opportunity to employees to report to the management instances of unethical behaviour, actual or suspected, fraud or violation of the Organization’s practices.

This policy:

- Provides a platform and mechanism for the Employees and Directors to voice genuine concerns or grievances about unprofessional conduct without fear of reprisal or victimization.
- It provides an environment that promotes responsible and protected whistle blowing. It reminds Employees and Directors about their duty to report any suspected violation of any law that applies to the Organization and any suspected violation of the Organization’s Values.
- Above all, it is a dynamic source of information about what may be going wrong at various levels within the Organization, and which will help the Organization in realigning various processes and take corrective actions as part of good governance practice.

3. Policy:

The whistle blower and vigil mechanism policy intends to cover serious concerns that could have grave impact on the operations, performance, and reputation of the Organization. The policy neither releases the employees from their duty of confidentiality in the course of their work, nor is it a route for taking up a grievance about a personal situation.

Under this policy, our employees, customers, suppliers, business partners and other stakeholders are encouraged to raise concerns or make disclosures when they become aware of any actual or potential violation of our Code of Business Conduct and Ethics or Organization policies or law and to report any event (actual or potential) of misconduct that is not reflective of Organization's values and beliefs.

No form of retaliation against anyone reporting legitimate concerns shall be tolerated. Anyone involved in targeting such person will be subject to disciplinary action

4. Definitions:

- (i) **Audit Committee** - The audit committee constituted by the board of directors of the Investment Manager in accordance with Section 177 of the Companies Act, 2013.
- (ii) **Authority** - The chairman of the Audit Committee.
- (iii) **Employee** - An individual is an employee of the Organization who works 100% for us, directly or indirectly, under which the Organization have the right to control the details of work performance by providing specific wage or salary.
- (iv) **Protected Disclosure** - means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence an unethical or improper activity. Protected Disclosures should be factual and not speculative in nature
- (v) **Accused**- means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.
- (vi) **Whistle Blower**- is someone who makes a Protected Disclosure under this Policy.
- (vii) **Disciplinary Action** - means any action that can be taken on the completion of during the investigation proceedings including but not limited to a warning, imposition of fine, suspension from official duties or any such appropriate action as deemed fit considering the gravity of the matter.

5. Disqualifications:

- 5.1. It will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.
- 5.2. Protection under this policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle Blower knowing it to be false or bogus.
- 5.3. Whistleblowers, who make three or more Protected Disclosures, which have been subsequently found to be frivolous, baseless, malicious, or reported otherwise than in good faith, will be disqualified from reporting further in Protected Disclosures under this policy. In respect of such Whistle Blowers, the Organisation would reserve its right to take/recommend appropriate strict disciplinary action against him/her.

6. Scope and Eligibility:

- 6.1. All the internal and external stakeholders of the Organization are eligible to make Protected Disclosures under the Policy
- 6.2. These stakeholders may fall into any of the following broad categories:-

- Employees of the Organization.
- Consultants/ Contractors' Staff / trainees.
- Contractors, vendors, suppliers, or business partners (or any of their employees) providing any material or service to the Organization.
- Customers of the Organization.
- Any other individual having an association with the Organization.

6.3. The Policy covers malpractices and unethical events which have taken place/ suspected to take place involving the following: -

- Abuse of authority
- Breach of Code of Business Conduct and Ethics.
- Negligence causing substantial and specific danger to public health and safety.
- Manipulation of Organization data/records.
- Financial irregularities, including fraud or suspected fraud or deficiencies in internal control and check or deliberate error in preparations of financial statements or misrepresentation of financial reports.
- Any unlawful act whether criminal or civil in nature.
- Pilferage of confidential or propriety information.
- Deliberate violation of law/regulation.
- Wastage or misappropriation of Organization funds/assets.
- Breach of Organization's policy or failure to implement or comply with any approved Organization policy.

6.4. This policy should not be used in place of the Organization's grievance procedures or be a route for raising malicious or unfounded allegations against colleagues.

7. Anonymous Allegation:

Whistle blowers must put their names to allegations as follow-up questions and investigation may not be possible unless the source of the information is identified. Disclosures expressed anonymously will ordinarily not be investigated.

8. Procedure:

8.1. Protected Disclosures should be addressed to the Authority for investigation under a sealed envelope at the following address, with the subject "Protected Disclosure under Whistle Blower and Vigil Mechanism Policy",

Chairman, Audit Committee
 Shrem Infra Investment Manager Private Limited
(formerly known as Shrem Financial Private Limited)
 1001, 10th Floor, Viraj Towers, Jn. of Andheri Kurla Road,
 W. E. Highway, Andheri (East), Chakala Midc,
 Mumbai, Maharashtra, India- 400093

OR

By email to the following ID:

audit.committee@shreminvit.com

- 8.2. If a Protected Disclosure is received by any executive of the Organisation other than Authority, the same should be forwarded unopened by such executive to Authority for further appropriate action. Reasonable care shall be taken by such executive to keep the identity of the Whistle Blower confidential.
- 8.3. Protected Disclosures should be reported in writing in an easy and understandable manner, so as to ensure a clear communication of the issues raised and should preferably be typed, or alternatively, written in legible handwriting.
- 8.4. The Protected Disclosure should be forwarded under a covering letter which shall bear the identity of the Whistle Blower. This is to ensure that the Authority may interview the Whistle Blower, if required. Upon receipt of the covering letter, the Authority shall detach the same and forward only the Protected Disclosure to the investigators for investigation.
- 8.5. Protected Disclosures should be factual and not speculative or in the nature of a conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern and the urgency of a preliminary investigative procedure.
- 8.6. On receipt of a communication that discloses or demonstrates information, about the Organisation, that may evidence unethical or improper activity ("**Communication**"), the Authority shall first ascertain that (a) the Communication is made in good faith, (b) that the Communication is not prima facie frivolous in nature, basis facts and circumstances shared, and (c) that the Communication is complete. If the Communication is not complete in terms of the information so provided, the Authority shall request the Whistle Blower to share additional information to the extent required to determine the true nature of the Communication.
- 8.7. The Authority, immediately after ascertaining that the communication is complete and made in good faith and not frivolous, shall investigate the matter either by itself or shall take the assistance of an official or employee in the Organisation or any third party (independent and neutral consultant) to investigate the matter.
- 8.8. If the Authority considers the Communication frivolous, it shall make a notation of it and nevertheless forward it to the Audit Committee for it to take a decision as to whether the Communication needs to be further investigated or rejected for its frivolous nature or being made in bad faith. The Audit Committee shall provide proper reasons as to why a Communication is rejected, if it so decides not to further investigate it.

9. Investigation

- 9.1. The Authority will investigate/ oversee the investigations of all Protected Disclosures.
- 9.2. The Authority may at their discretion, consider involving any official or employee in the Organisation or any or any third party (independent and neutral consultant) for the purpose of investigation in relation to the Protected Disclosures.
- 9.3. The decision to conduct an investigation taken by the Authority is by itself not an accusation and is to be treated as a fact-finding process. For the sake of clarity, the outcome of the investigation process may not support the information rendered by a Whistle Blower in the Protected Disclosures.

- 9.4. The identity of the Accused will be kept confidential, subject to reasonable and necessary requirements of the law and the investigation process.
- 9.5. The Accused will normally be informed of the allegations at the outset of a formal investigation and shall be afforded opportunities of reasonable hearing to provide inputs during the investigation.
- 9.6. The Accused shall extend all reasonable co-operation to the Authority or any of the investigators, provided such co-operation shall not compromise self-incrimination protections available under applicable laws.
- 9.7. The Accused has a right to consult with a person or persons of his/ her choice, other than the investigators and/or members of the Audit Committee and/or the Whistle Blower. The Accused shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings. However, the Accused will be reimbursed costs by the Organisation, if investigations reveal that he/she is not guilty.
- 9.8. The Accused shall neither interfere with the investigation process nor attempt to destroy evidence in relation thereto. Further, the Accused shall not withhold or tamper with, and shall not influence, coach, threaten or intimidate any witness called upon during the investigation process.
- 9.9. Unless there are compelling reasons not to do so, the Accused will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against the Accused shall be considered as maintainable unless there is good evidence in support of the allegation.
- 9.10. The Accused have a right to be informed of the outcome of the investigation. If allegations are not sustained, the Accused should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Accused and the Organisation.
- 9.11. The investigation shall be completed as expeditiously as possible, and normally within 45 days of the receipt of the Protected Disclosure.

10. Decision

If an investigation leads the Authority to conclude that an improper or unethical act has been committed, the Authority shall recommend to the management of the Organisation to take such disciplinary or corrective action as the Authority deems fit. It is clarified that any disciplinary or corrective action initiated against the Accused as a result of the findings of an investigation pursuant to this Policy shall adhere to the procedures under applicable laws, besides the internal procedure adopted by the Organisation.

11. Protection to Whistle Blower

- 11.1. If one raises a concern under this Policy- he/she will not be at risk of suffering any form retaliation. Retaliation includes discrimination, reprisal, harassment or vengeance in any manner.

- 11.2. Organization's employee will not be at the risk of losing her/ his job or suffer-loss in any other manner like transfer, demotion, refusal of promotion, or the like including any direct or indirect use of authority to obstruct.
- 11.3. Whistle-blower's right to continue to perform his/her duties/functions including making further Protected Disclosure, as a result of reporting under this Policy.
- 11.4. The protection is available provided that:
- a. The communication/ disclosure is made in good faith
 - b. He/she reasonably believes that information, and any allegations contained in it, are substantially true; and
 - c. He/she is not acting for personal gain
- 11.5. Anyone who abuses the procedure (for. example by maliciously raising a concern knowing it to be untrue) will be subject to disciplinary action, as will anyone who victimizes a colleague by raising a. concern through this procedure. If considered appropriate or necessary, suitable legal actions may also be taken against such individuals. However, no action will be taken against anyone who makes an allegation in good faith, reasonably believing it to be true, even if the allegation is not subsequently confirmed by the investigation.
- 11.6. The Organization will not tolerate the harassment or victimization of anyone raising a genuine concern. As a matter of general deterrence, the Organisation shall publicly inform employees of the penalty imposed and disciplinary action taken against any person for misconduct arising from retaliation. Any investigation into allegations of potential misconduct will not influence or be influenced by any disciplinary or redundancy procedures already taking place concerning an employee reporting a matter under this policy.
- 11.7. Any other Employee/business associate assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

12. Accountabilities

12.1. Whistle Blower:

- Avoid anonymity while raising a concern.
- Follow the procedures prescribed in this policy for raising a Disclosure.
- Co-operate with investigating authorities, maintaining full confidentiality.
- The intent of the policy is to bring genuine and serious issues to the face and it is not intended for petty Disclosures. Malicious allegations by employees may attract disciplinary action.
- A whistle-blower has the right to protection from retaliation. But this does not extend to immunity for involvement in the matters that are the subject of the allegations and investigation.
- Maintain confidentiality of the subject matter of the Disclosure and the identity of the persons involved in the alleged Malpractice.

12.2. Authority:

- Conduct the enquiry in a fair, unbiased manner.
- Ensure complete fact-finding.
- Maintain strict confidentiality.
- Decide on the outcome of the investigation, whether an improper practice has been committed and if so by whom.
- Recommend an appropriate course of action – suggested disciplinary action, including dismissal and preventive measures.
- Record Audit Committee deliberations and document the final report.

13. Management Action on False Disclosures

An employee who knowingly makes false allegations of unethical & improper practices or alleged wrongful conduct shall be subject to disciplinary action, up to and including termination of employment, in accordance with Organization's rules, policies and procedures. Further, this policy may not be used as a defence by an employee against whom an adverse personnel action has been taken, independent of any disclosure made by him and for legitimate reasons or cause under Organization's rules and policies.

14. Access to Reports and Documents

All reports and records associated with Disclosures are considered confidential information and access will be restricted to the Whistle Blower and Audit Committee. Disclosures and any resulting investigations, reports or resulting actions will generally not be disclosed to the public except as required by any legal requirements or regulations or by any corporate policy in place at that time.

15. Retention of Documents

All Protected Disclosures in writing or documented, along with the reports of investigation relating thereto shall be retained by the Organization for a minimum period of seven years.

16. Reports

The Authority shall submit a report to the Audit Committee on a regular basis about all Protected Disclosures referred to him/her since the last report, together with the results of investigations, if any.

17. Review and Amendment

The Audit Committee shall review the functioning of the vigil mechanism and this Policy on a periodic basis.

The Investment Manager reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever in accordance with applicable law.
