

CODE OF CONDUCT POLICY

A. PREAMBLE

Shrem Infra Invest Private Limited highlights the Good Corporate Governance practice calls for implementation and maintenance of sound standards of business conduct of affairs of a company.

To achieve such Good Corporate Governance practices, a code of conduct expected from the Board of Directors and Senior management of the Company, shall be in the alignment with the Company's Vision and mission, promise and value.

B. OBJECTIVE AND PURPOSE:

The purpose of this policy is to set standards for how to conduct the Business of the Company with integrity, fairness, transparency, honesty and to meet the expectation from the statutory and regulatory authorities.

The code lays down some standards to value addition which will enhance the image of the Company.

The Code is a guide to professional conduct for Directors and Senior management of the Company. Adherence to these standards by Directors and Senior management of the Company and fulfilment of their responsibilities in a professional and faithful manner will promote confidence of the investment community, shareholders.

C. DEFINATION:

- **Board** shall mean the Board of Directors of the Shrem Infra Invest Private Limited.
- **Director** means a director appointed to the Board of a company.
- **Board of Directors** shall mean in relation to a company, the collective body of the Directors of the company;
- **Senior Management** shall mean personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management one level below the executive directors, including all functional heads.
- **Code** shall mean this code of conduct for Board of Directors and senior Management personnel of the Company and as may be amended from time to time.
- **Independent Director** shall means an independent director referred to in sub-section (6) of section 149 of the Companies Act, 2013 and Regulation 16 of SEBI LODR 2015.

D. APPLICABILITY:

This code of Conduct is applicable to the following persons:

- i. All the members of Board of Directors (both Executive and Non-executive) and
- ii. All the members of the senior management of the Company

E. GUIDING PRINCIPLES:

This Code has been drawn up in accordance with the Corporate Governance requirements as per Regulation 17 (5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

Every member of the Board of Directors /senior management of the Company shall-

- i. act accordance with the articles of the Company and conduct the activities of the Company with honesty, integrity and fairness and act in a socially responsible manner, within the applicable laws, rules and regulations, customs and traditions of the countries in which the Company operates.
- ii. act in good faith in order to promote the objects of the company for the benefit of its members as a whole, and in the best interests of the company, its employees, the shareholders, the community and for the protection of environment.
- iii. exercise his/her duties with due and reasonable care, skill and diligence and shall exercise independent judgment.
- iv. not involve in a situation in which he may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company.
- v. not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such director is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the company and avoid the adoption of illegal means of practices for increase the profits of the company.
- vi. Act in a manner to enhance and maintain the reputation of the Company and maintain the confidentiality of the information relating to the affairs of the Company acquired in the course of their services except such disclosure is required under the law.
- vii. work collectively as a team in the Company and cannot serve with another company outside the Group that competes with the Company. They must first obtain approval from the Company's Board of Directors, before accepting a directorship.
- viii. observe the laws of India in everything they do, in particular, comply with all applicable laws, regulations, rules and regulatory orders as time to time.

F. CODE OF CONDUCT FOR INDEPENDENT DIRECTORS

An independent director shall:

- (1) uphold ethical standards of integrity and probity;
- (2) act objectively and constructively while exercising his duties;
- (3) exercise his responsibilities in a bona fide manner in the interest of the company;
- (4) devote sufficient time and attention to his professional obligations for informed and balanced decision making;
- (5) not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
- (6) not abuse his position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- (7) refrain from any action that would lead to loss of his independence;
- (8) where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;
- (9) assist the company in implementing the best corporate governance practices.

G. CONFLICT OF INTEREST:

A Conflict of interest exists where the interests or benefits of one person or entity conflict with the interests or benefits of the Company.

The Directors and Senior Management are expected to avoid and disclose any activity or association that creates or appears to create a conflict between the personal interests and the Company's business interests.

Monetary transactions between the Company and a Director and/or their related parties shall be brought to the knowledge of the Board. Senior Management shall disclose to the Board all material, financial and commercial transactions, where they have personal interest that may have a potential conflict with the interest of the Company.

All transactions having conflict of interest should be carried out in accordance with law and be fully disclosed to the Board and, upon a decision being taken in the matter, the person concerned will be required to take necessary action as advise to resolve/avoid the conflict.

H. CONFIDENTIALITY:

“Confidential information” includes all information of the Company not authorized by the management of the Company for public dissemination. This includes information on trade, trade secrets, confidential and privileged information regarding customers, employees, non-public information about discussions and deliberations relating to business issues and decisions, between and among employees, officers and Directors in formal meeting or otherwise and should include all information in respect of the Company which is not available in the public domain at that point of time. Any information concerning the Company's business, its customers, suppliers etc., which is not in public domain and to which Directors and Senior Management Personnel have access or which is possessed by them by virtue of their position / status in the Company must be considered confidential information.

Directors and Senior Management should maintain the confidentiality of information entrusted to them by the Company. The Company's confidential information shall not be inappropriately disclosed or used for the personal gain or advantage of the Director/Senior Management or anyone other than the Company. Confidential information includes any information relating to the Company's business, customers, suppliers, employees etc., which is not available in the public domain and to which the Director/Senior Management has access or they possess such information because of their position in the Company.

I. DISCIPLINARY ACTIONS:

The Company will take appropriate action against any Directors/ Senior management of the company whose actions are found to violate the policy. Disciplinary actions may include immediate termination of directorship/employment, at the Company's sole discretion. Where the Company has suffered a loss, it may pursue its remedies against the individuals or entities responsible. Where laws have been violated, the Company will cooperate fully with the appropriate authorities.

J. COMPLIANCE WITH THE CODE OF CONDUCT:

The compliance with the Code of Conduct is an obligation. The Directors and the Senior Management are to ensure to comply with the Code and also that it is communicated to and understood and observed by all concerned in the Company. They shall affirm compliance with the Code, on an annual basis.

The Annual Report of the Company shall contain a declaration to this effect signed by the CEO of the Company. The Code shall be posted on the web site of the Company.

The compliance with the Code of Conduct must be subject to the review by the Board and complemented by the Audit Committee of the Board. Any modification/s, amendment/s, or review of the Code shall be done by the Board.

K. GIFTS / FAVOURS:

Directors and Senior Management personnel shall not accept any gift, favour or invitation offered by any client, person or organization with whom company has any business relationship that creates a conflict between the individual's personal interest and the interest of company. Directors and Senior Management personnel shall not accept any such gift, favour or invitation except those extended as a customary courtesy of business life.

L. FALSE OR MISLEADING STATEMENTS:

Directors and Senior Management personnel shall not make a statement or disseminate information, which is misleading or false and is likely to induce sale or purchase of securities by any other person or is likely to have the effect of influencing the market price of the securities.

M. FAIR DEALING:

Directors should endeavour to deal fairly with the Company's customers, suppliers, competitors, officers and employees. No Director shall take unfair advantage of the Company's customers, suppliers, competitors or employees through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice. Gifts or entertainment in any form that is likely to result in a feeling of expectation of personal obligation should not be extended or accepted.

N. SAFEGUARDING COMPANY'S ASSETS:

The Director and Senior Management shall protect the Company's assets including physical assets, information and intellectual rights and shall not use the same for personal advantage or cause detriment to the Company. The use of Company's assets for illegal or non-ethical business purposes shall be strictly prohibited. Protecting the Company's assets regardless of whether the same is tangible or intangible is the responsibility of each Director and Senior Management person.

O. AMENDMENT:

The provisions of this Code can be amended/ modified by the Board from time to time and all such amendments/ modifications shall take effect from the date stated therein. All Directors and Senior Management Personnel shall be duly informed of such amendments and modifications.

Adopted by the board of directors of Shrem Infra Invest Private Limited on March 15, 2024.

For Shrem Infra Invest Private Limited

Nitan Chhatwal
Director
DIN: 00115575