



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

**SHREM InvIT**

**Insider Code**

**(Code of Fair Disclosure of Unpublished Price Sensitive Information and Dealing in Units of Shrem InvIT)**

This Policy is initially approved by the Board of the Investment Manager with effect from 22<sup>nd</sup> February 2021. The same has been amended on July 20, 2023 and 5<sup>th</sup> 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.***

# SHREM InvIT

## Insider Code

### (Code of Fair Disclosure of Unpublished Price Sensitive Information and Dealing in Units of Shrem InvIT)

#### 1. Preamble:

The Board of Directors of Shrem Infra Investment Manager Private Limited (“**Investment Manager**”) to the Shrem InvIT (“**Trust**”) has adopted the code of fair disclosure of unpublished price sensitive information and dealing in units by the parties to Shrem InvIT (the “**Code**”). The Code has been adopted by the Board of Directors of the Investment Manager on behalf of the Trust on February 22, 2021 and amended on July 20, 2023 and 5<sup>th</sup> May, 2025.

#### 2. Objective:

The Code aims (i) to outline the process and procedures for dissemination of information and disclosures of the Trust to all stakeholders at large and (ii) to regulate, monitor and report the trading in units of the Trust (“**Units**”) by Insiders (*as defined below*) and Designated Persons (*as defined below*).

The purpose of the Code is also to ensure that the Trust complies with applicable law, including the Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014, as amended or supplemented, including any guidelines, circulars, notifications and clarifications framed or issued thereunder (“**InvIT Regulations**”) and the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended (the “**PIT Regulations**”), or such other laws, regulations, rules or guidelines prohibiting insider trading and governing disclosure of material, unpublished price sensitive information.

#### 3. Definitions:

For the purpose of this Code, all the words and phrases not specifically defined hereunder shall have the same meaning as assigned to them under the PIT Regulations and InvIT Regulations.

- 3.1 “**Act**” shall mean the Securities and Exchange Board of India Act, 1992, as amended.
- 3.2 “**Board**” shall mean the Board of Directors of the Investment Manager.
- 3.3 “**Compliance Officer**” shall mean the compliance officer of the Trust appointed by the Board in accordance with the PIT Regulations.
- 3.4 “**Connected person**” means:
  - (i) any person who is or has been, during the six months prior to the concerned act, associated with a Trust or Investment Manager, in any capacity, directly or indirectly, including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Investment Manager or holds any position including a professional or business relationship, whether temporary or permanent, with the Investment Manager, that allows such a person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
  - (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established, -
    - (a) a relative of connected persons specified in clause (i); or
    - (b) a holding company or associate company or subsidiary company; or
    - (c) an intermediary as specified in section 12 of the Act or an employee or director thereof; or

- (d) an investment company, trustee company, asset management company or an employee or director thereof; or
- (e) an official of a stock exchange or of clearing house or corporation; or
- (f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
- (g) a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
- (h) an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
- (i) a banker of the company; or
- (j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of the Investment Manager or his relative or banker of the company, has more than ten per cent. of the holding or interest; or
- (k) a firm or its partner or its employee in which a connected person specified in sub-clause (i) of clause (d) is also a partner; or
- (l) a person sharing household or residence with a connected person specified in sub-clause (i) of clause (d);

3.5 **“Dealing in Units”** means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the Units of the Trust;

3.6 **“Designated Person(s)”** shall mean persons specified by the Board in consultation with the Compliance Officer as a Designated Person for purposes of this Code on the basis of their role and function in the organisation and the access that such role and function would provide to unpublished price sensitive information in addition to seniority and professional designation and shall include:

- a) Directors and Key Managerial Personnel of Investment Managers;
- b) Directors and Key Managerial Personnel of Sponsor;
- c) Directors and Key Managerial Personnel of Project Manager;
- d) Directors and Key Managerial Personnel of SPVs held by the Trust;
- e) Directors and Key Managerial Personnel of the Trustee;
- f) Chief Executive Officer, Chief Financial Officer, Chief Investment Officer, Chief Risk Officer, Chief Operation Officer, Chief Information Security Officer of the Investment Manager and employees up to two levels below the abovementioned, any of its intermediaries and fiduciaries irrespective of their functional role in the Investment Manager or ability to have access to unpublished price sensitive information;
- g) Employees of Investment Manager, Sponsor, Project Manager, SPVs held by the Trust, the Trustee, intermediary or fiduciary, designated on the basis of their functional role or access to unpublished price sensitive information in the organization by their Board of Directors;
- h) Employees of associate company or subsidiary company of the Trust or Investment Manager; or Sponsor or Project Manager on the basis of their functional role or access to unpublished price sensitive information in the organization by their Board of Directors;
- i) Any support staff of the Sponsor, Investment Manager, Trustee, SPVs held by the Trust, Project Manager, intermediary or fiduciary, including IT staff or secretarial staff who have access to unpublished price sensitive information.
- j) Any other person as may be notified from time to time as a Designated Person for purposes of this Code by the Board in consultation with the Board.

- 3.7 “**Enquiry Committee**” shall mean the enquiry committee constituted by the Board to investigate instances, allegations or suspicion of a Leak (*as defined below*) in accordance with the principles laid down in this Code.
- 3.8 “**Generally Available Information**” means information that is accessible to the public on a non-discriminatory basis and shall not include unverified event or information reported in print or electronic media.
- 3.9 “**immediate relative**” means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in Units;
- 3.10 “**Insider**” means any person who is,
- a) Connected Person; or
  - b) in possession of or having access to unpublished price sensitive information.
- 3.11 “**Key Managerial Person**” means person of the Investment Manager or parties to the Trust as defined in Section 2(51) of the Companies Act, 2013.
- 3.12 “**Leak**” shall mean dissemination of any UPSI by any Designated Person or Connected Person or Insider or any other person in possession of UPSI, to any person other than those persons authorized by the Board or the Compliance Officer to handle UPSI in accordance with the PIT Regulations and this Code, and the term “**Leaked**” shall be construed accordingly.
- 3.13 “**Material financial relationship**” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a Designated Person during the immediately preceding twelve months, equivalent to at least 25% of such Designated Person’s annual income but shall exclude relationships in which the payment is based on arm’s length transactions.
- 3.14 “**Need-to-know basis**” shall mean that UPSI should only be disclosed to, or procured by, such persons who need to share or access the UPSI in furtherance of legitimate purposes, performance of duties or discharge of legal obligations, and whose possession of such UPSI will not give rise to a conflict of interest or amount to the misuse of such UPSI.
- 3.15 “**relative**” shall mean the following:
- (i) spouse of the person;
  - (ii) parent of the person and parent of its spouse;
  - (iii) sibling of the person and sibling of its spouse;
  - (iv) child of the person and child of its spouse;
  - (v) spouse of the person listed at sub-clause (iii); and
  - (vi) spouse of the person listed at sub-clause (iv)
- 3.16 “**Trading**” means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any Units, and “trade” shall be construed accordingly. As per explanation given under the Regulations, this definition is an inclusive definition and may include pledge, derivatives on the Units of the Trust as the case may be.
- 3.17 “**Trading Day**” means a day on which the recognized stock exchanges are open for trading;
- 3.18 “**Unpublished price sensitive information**” shall mean any information, relating to a Trust or its Units or Projects of the Trust, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: -

- (i) financial results;
- (ii) distributions;
- (iii) change in capital structure;
- (iv) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business, award or termination of order/contracts not in the normal course of business and such other transactions.
- (v) changes in key managerial personnel, other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor.
- (vi) change in rating(s), other than ESG rating(s)
- (vii) fund raising proposed to be undertaken
- (viii) agreements, by whatever name called, which may impact the management or control of the Trust
- (ix) fraud or defaults by the Trust, its sponsor, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the Trust, Investment Manager, whether occurring within India or abroad
- (x) resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions
- (xi) admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the Trust as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016
- (xii) initiation of forensic audit, by whatever name called, by the Trust, Investment Manager or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report.
- (xiii) action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the Trust, Investment Manager or its directors, key managerial personnel, Sponsor or subsidiary, in relation to the Trust;
- (xiv) outcome of any litigation(s) or dispute(s) which may have an impact on the Trust
- (xv) giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the Trust not in the normal course of business
- (xvi) granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals

Explanation (1)- For the purpose of sub-clause (ix):

a. 'Fraud' shall have the same meaning as referred to in Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.

b. 'Default' shall have the same meaning as referred to in Clause 6 of paragraph A of Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Explanation (2)- For identification of events enumerated in this clause as unpublished price sensitive information, the guidelines for materiality referred at paragraph A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be specified by the Board from time to time and materiality as referred at paragraph B of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be applicable.

- 3.19 The terms “**Sponsor**”, “**Project Manager**”, “**Special Purpose Vehicle or SPV**”, “**Trustee**”, shall have the meaning given under the InvIT Regulations.
- 3.20 The words and expressions used in the policy but not defined herein shall have the same meaning ascribed to them in the Insider Trading Regulations.

#### **4. Role of Compliance Officer:**

- 4.1 The Compliance officer of the Trust shall deal with dissemination of information and disclosure of UPSI, including making periodic disclosures in terms of the Policy for Determining Materiality of Information for Periodic Disclosures as adopted by the Board.
- 4.2 The Compliance Officer shall assist all Insiders in addressing any clarifications regarding the PIT Regulations, and this Code.
- 4.3 The Compliance Officer shall be responsible to administer this Code and other requirements under the PIT Regulations, under the general supervision of the Audit Committee of the Board and the Board.
- 4.4 The Compliance officer shall report on insider trading to the Board and in particular, shall provide reports to the Chairman of the Audit Committee of the Board, if any, or to the Chairman of the Board at such frequency as may be stipulated by the Board.

#### **5. Principle of Fair Disclosure of UPSI:**

To ensure fair, timely and adequate disclosures, the following norms shall be followed by the Investment Manager as a good corporate disclosure practice:

- 5.1 The Investment Manager shall promptly disclose to the public all UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available;
- 5.2 The Investment Manager shall follow uniform and universal dissemination of UPSI to avoid selective disclosure;
- 5.3 The Compliance Officer shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumours and then making the disclosure, in accordance with the procedure specified in the Policy for Determining Materiality of Information for Periodic Disclosures;
- 5.4 The Compliance Officer shall also make an appropriate and fair response to the queries on news reports and requests for verification of market rumours by regulatory authorities, in accordance with the procedure specified in the Policy for Determining Materiality of Information for Periodic Disclosures;
- 5.5 While dealing with analysts or research persons or large investors like institutions, the Investment Manager shall provide only public information;
- 5.6 Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made; and
- 5.7 The Investment Manager shall handle all UPSI on a “need to know” basis, provided that UPSI may be disclosed to persons who need such information for furtherance of legitimate purposes, performance of duties or discharge of legal obligations in relation to the Trust.

## **6. Code of Conduct to Regulate, Monitor and Report Trading in Units:**

### **6.1 Preservation of UPSI**

- (i) All information shall be handled within the Trust and Investment Manager on a strictly need -to-know basis.
- (ii) No Insider shall communicate, provide, or allow access to any UPSI, relating to Units to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- (iii) No UPSI shall be procured from, cause to be communicated or communicated to any person except in furtherance of the Insider's legitimate purposes, performance of duties or discharge of his/her legal obligations.
- (iv) The Insiders shall not pass on such information to any person, directly or indirectly by way of making a recommendation for the purchase or sale of Units, which are listed on Stock Exchange(s).
- (v) All non-public information directly received by any Designated Person from any source outside of the Trust should immediately be reported to the concerned Head of the Department, who will have obligation to communicate the same to the Chairman of the Board or Compliance Officer as the case may be.

### **6.2 Trading when in possession of UPSI**

- (i) No Insider shall trade in Units when in possession of UPSI and where a person has traded in Units has been in possession of UPSI, his/her trades would be presumed to have been motivated by the knowledge and awareness of such information in his/her possession. However, the Insider may prove his innocence by demonstrating the circumstances as provided in the PIT Regulation for time being in force.
- (ii) Trades may be permitted in certain cases as under, subject to compliance with the PIT Regulations:
  - a) off-market inter-se transfer between Insiders in possession of the same UPSI and both parties had made a conscious and informed trade decision, provided that such UPSI was not obtained by either party in contravention of the PIT Regulations,
  - b) transaction carried out through the block deal window mechanism between persons who were in possession of UPSI and both parties had made a conscious and informed trade decision, provided that such UPSI was not obtained by either party in contravention of the PIT Regulations;
  - c) transaction carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction;
  - d) transaction undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations;
  - e) transactions undertaken pursuant to trading plans as set up under the PIT Regulations, provided that pre-clearance shall not be required for transactions executed as per approved trading plans;
  - f) pledge of units for a bona fide purpose such as raising of funds; and
  - g) transactions which are undertaken in accordance with respective regulations made by SEBI such as acquisition by conversion of warrants or debentures, subscribing to rights issue, preferential allotment, open offer, delisting offer, offer for sale, rights entitlements or transactions which are undertaken through such other mechanism as may be specified by the SEBI from time to time.

### **6.3 Trading window**

- (i) The "Trading Window" may be closed as the Compliance Officer in consultation with and/or as per the advice of the Chairman of the Board, determines that a Designated Person or class of Designated Person(s) or their Immediate Relatives can reasonably be expected to have possession of UPSI. Provided that, for unpublished price sensitive information not emanating from within the Trust, Trading Window may not be closed.

- (ii) The Trading Window shall be, inter alia, closed from the end of every quarter till 48 (forty-eight) hours after the declaration of financial results. The gap between clearance of accounts by Audit Committee and Board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.
- (iii) When the Trading Window is closed, the Designated Persons and their Immediate Relatives shall not trade in the Trust's securities in such period.
- (iv) The Compliance Officer shall intimate the closure of trading window to all the Designated Person(s) of the Trust and Investment Manager when he determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of UPSI. Such closure shall be imposed in relation to such Units to which such UPSI relates.
- (v) The timing for re-opening of the Trading Window shall be determined by the Compliance Officer taking into account various factors including the UPSI in question becoming Generally Available and being capable of assimilation by the market, which in any event shall not be earlier than 48 (forty-eight) hours after the information becomes Generally Available Information.

#### 6.4 Pre-clearance of Trades

- (i) All Designated Person(s) and/or their Immediate Relatives, who intend to trade in the Units of the Trust's Units, in compliance with this Code, when the Trading Window is open and the value of the proposed trades is INR 10,00,000/- (Indian Rupees Ten Lakhs only) and above in one transaction or a series of transactions over any calendar quarter, shall require to pre-clear the transactions as per the pre-dealing procedure as described hereunder. The Compliance Officer is authorised to change the limit of market dealing of INR10,00,000/- (Indian Rupees Ten Lakhs only) from time to time.
- (ii) The procedure for pre-clearance shall be as under-:
  - a) An application shall be made in the form prescribed in **Annexure A** to the Compliance Officer indicating the details as required under the Form along with an Undertaking in favour of Trust.
  - b) The pre-clearance approval by the Compliance Officer, if any shall be communicated within 2 (two) trading days, in the form prescribed in **Annexure B**.
  - c) All Designated Person(s) and their Immediate Relatives shall execute their trade in respect of the Trust's Units within 7 (seven) trading days from obtaining the approval of pre-clearance.
  - d) The Designated Person and their Immediate Relatives shall file within 2 (two) trading days of the execution of the trade, the details of such trade with the Compliance Officer in the form prescribed in **Annexure C**. Even in case the transaction is not undertaken, a report to that effect shall be filed with the Compliance officer in **Annexure C**.
  - e) If the trade is not executed or partly executed within 7 (seven) trading days after the approval is given, a fresh pre-clearance approval would be needed by the Designated Person and their Immediate Relatives in accordance with this Code, for the trade to be executed.
- (iii) Pre-clearance shall not be required for trades executed in accordance with a duly approved trading plan. Pledging, invocation or release of pledge shall be permitted when the trading window is closed subject to obtaining pre-clearance irrespective of the number of units involved.
- (iv) **Contra Trade:**
  - a) Designated Person(s) and their Immediate Relatives shall not execute contra trade (opposite transactions), during the period of 6 (six) months following the prior trade/ transaction. However, the contra trade restriction shall not be applicable for trades pursuant to exercise of stock options.
  - b) In the event, any such contra trade is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

- c) The Compliance Officer may grant relaxation from strict application of contra trade restriction for reasons to be recorded in writing provided that such relaxation does not violate the PIT Regulations.

## 6.5 Trading Plan

- (i) A Designated Person and/or their Immediate Relative or any Insider is entitled to formulate a trading plan for dealing in Units of the Trust and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his/her behalf in accordance with such plan.
- (ii) Such Trading Plan shall:
  - a) not entail commencement of trading on behalf of the Designated Person and/or their Immediate Relative or Insider earlier than one hundred and twenty calendar days from the public disclosure of the plan;
  - b) not entail overlap of any period for which another trading plan is already in existence;
  - c) set out either the value of trades to be effected or the number of Units to be traded along with the nature of the trade and either specific date or time period not exceeding five consecutive trading days and price limit as set out under the PIT Regulations; and
  - d) not entail trading in Units for market abuse.
- (iii) The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of PIT Regulations and shall approve it forthwith. However, the Compliance Officer shall be entitled to express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the PIT Regulations.
- (iv) The trading plan once approved shall be irrevocable and the Designated Person and/or their Immediate Relative and/or Insider shall mandatorily have to implement the plan, without being entitled to either execute any trade in the Units outside the scope of the trading plan or to deviate from it except due to permanent incapacity or bankruptcy or operation of law. However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Designated Person and/or Insider is in possession of any UPSI and the said information has not become generally available at the time of the commencement of implementation. Further, the Designated Person and/or Insider shall also not be allowed to trade in Units of the Trust, if the date of trading in Units of the Trust, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.
- (v) If the Designated Person and/or their Immediate Relative and/or Insider has set a price limit for a trade, they shall execute the trade only if the execution price of the security is within such limit. If price of the security is outside the price limit set, the trade shall not be executed.
- (vi) The Compliance Officer shall approve or reject the trading plan within 2 (two) trading days of receiving the trading plan.
- (vii) Upon approval of the trading plan, the Compliance Officer shall notify the plan to the stock exchanges on which the Units are listed.
- (viii) Pre-clearances of trades, compliance with Trading Window norms and restrictions on contra trade shall not be applicable for trades which are carried out in accordance with an approved Trading Plan.

## 6.6 Prohibition of Trading by Insiders

An Insider shall not directly or indirectly:

- (i) Trade in Units that are listed or proposed to be listed when in possession of UPSI.

- (ii) Trade in Units of the Trust except when the Trading Window is open and the Insider is not in possession of UPSI.

Provided that nothing contained above shall be applicable when:

- a) A transaction that is an off-market inter-se transfer between insiders who were in possession of the same UPSI without being in breach of the PIT Regulations and both parties had made a conscious and informed trade decision; and
- b) Trades pursuant to a Trading Plan set up in accordance with this Code.

## **7. Disclosure Requirement:**

### **7.1 Initial Disclosure**

Every person on appointment as Key Managerial Personnel or a Director of the Investment Manager shall disclose his/her holding of securities of the Trust as on the date of appointment to the Trust and Investment Manager within 7 (seven) days of such appointment as prescribed in **Annexure D**.

### **7.2 Continual Disclosure**

Every Designated Persons and Director shall disclose to the Trust and Investment Manager the number of such Units acquired or disposed of (including off-market trades) within 2 (two) trading days of such transaction if the number of the Units traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of INR 10,00,000/- (Indian Rupees Ten Lakhs only) as prescribed in **Annexure E & Annexure F**.

### **7.3 Disclosure to the Stock Exchange(s)**

Within 2 (two) trading days of the receipt of intimation under Clause 7.2, the Compliance Officer shall disclose to all stock exchanges on which the Trust is listed, the information received.

### **7.4 Disclosures by other Connected Persons**

Any other Connected Person or class of Connected Persons to disclose the holdings and trading in Units of the Trust as per **Annexure F** at such frequency as determined.

### **7.5 Annual Disclosure**

Designated Persons shall be required to disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the Trust on an annual basis and as and when the information changes in the format as set out in **Annexure G**:

- a) Immediate Relatives;
- b) Persons with whom such Designated Person(s) shares a Material Financial Relationship"; and
- c) Phone, mobile numbers which are used by them

In addition, the names of educational institutions from which Designated Persons have graduated and names of their past employers shall also be disclosed on a one-time basis.

## **8. Policy on leak or suspected leak of UPSI**

### **8.1 Procedure for inquiry in case of a Leak or suspected Leak**

- (i) Upon becoming aware of any Leak or any allegations or suspicions of a Leak, including, by way of:
  - a) communication received from regulatory authorities; or

- b) a written complaint, email or any social media communication received from a whistle-blower; or Investment Manager's own internal monitoring, etc.,

the Board shall, in consultation with the Compliance Officer, evaluate and determine if the matter merits any enquiry or investigation. It is clarified that market rumours, inferences based on media reports, or observations made by analysts, etc. will not be the only determining factors for initiating a preliminary enquiry, and the Board shall, in consultation with the Compliance Officer, have the discretion to decide if a preliminary enquiry is required to be undertaken, in each such case.

- (ii) In the event the Board decides that the matter warrants an investigation, it shall promptly constitute an Enquiry Committee, comprising such persons as the Board deems fit, to undertake a fact-finding exercise in the matter (the "**Enquiry**").
- (iii) As an initial step, the Enquiry Committee shall undertake a preliminary investigation and analyse the accuracy of the allegation or suspicion of Leak ("**Initial Assessment**") by taking the necessary steps, such as:
  - a) assessing the source and type of complaint, allegation or suspicion;
  - b) assessing the nature of Leak or suspected Leak, in order to determine the scope of investigation, the parties who had access to the UPSI and the manner in which it could have been Leaked; and
  - c) conducting interviews with the complainant, in the event his or her identity is known, and other relevant stakeholders, in connection with the matter and maintaining confidentiality as to the identity of the complainant as a safeguard against his or her victimization.
- (iv) On the basis of the outcome of the Initial Assessment, the Enquiry Committee shall determine if:
  - a) the allegation or suspicion is frivolous or immaterial in nature, and requires no further action; or
  - b) the matter requires further internal diligence and investigation.

The Enquiry Committee will report its findings to the Board along with a summary of the process followed, its recommendations and reasons thereof. Based on the report and recommendations of the Enquiry Committee, the Board shall discuss and decide if the matter requires to be investigated further.

- (v) If the Board requires the Enquiry Committee to undertake a detailed investigation, the Enquiry Committee shall conduct the Enquiry and take all requisite steps, including but not limited to, the following:
  - a) identifying the medium through which the leaked UPSI was disclosed or communicated;
  - b) conducting a confidential investigation into the activities of the persons that typically handled, or had knowledge of the UPSI in question, in an un-intrusive manner, including by reviewing the relevant documents, audit trails, and conducting interviews, where deemed necessary;
  - c) appointing external advisors or professionals to assist in the conduct of Enquiry; and
  - d) re-assessing the internal controls and measures implemented by the Investment Manager for identifying deficiencies, if any, in such controls and measures, and recommending improvements to the same.
- (vi) The Enquiry Committee will ensure that the details in relation the Enquiry, including the Initial Assessment, are shared within and outside the organisation strictly on a "need to know" basis. In cases where the Enquiry has been initiated based on a complaint from a whistle-blower, the Enquiry Committee will keep the identity of the whistle-blower confidential.
- (vii) In the conduct of Enquiry, the Enquiry Committee shall have due regard to the principles of natural justice, and will provide an opportunity of being heard and making submissions, etc., to the persons against whom allegations of Leak have been levelled. The Enquiry Committee will be required to consider the same while arriving at its conclusions.

(viii) Once the Enquiry is concluded:

- a) the Enquiry Committee will intimate the Board of its findings, along with a summary of the process followed while conducting the investigation;
  - b) if the Enquiry Committee is of the opinion that a Leak has occurred, and in the event the Enquiry Committee has identified the person responsible for, or involved in the Leak, it will make appropriate recommendations to the Board for the actions to be taken in that regard, including 'disciplinary action' such as dismissal, wage freeze, penalty, suspension, recovery, clawback and ineligibility for future participation in employee stock option plans, etc.; and
  - c) it is clarified that any action taken by the Securities and Exchange Board of India ("SEBI") for violation of the SEBI Insider Trading Regulations and any other applicable law shall not preclude the Board from taking any disciplinary action in accordance with the recommendations of the Enquiry Committee. The Board shall, as appropriate, take disciplinary and penal action and any other steps it deems necessary, against the persons identified as being responsible for, or involved in, the Leak.
- (ix) The Enquiry Committee shall strive to conclude the Enquiry within 30 working days from its commencement. It is clarified that the period for conclusion of the Enquiry may be extended with the prior permission of the Board, if the circumstances so require.
- (x) The Board shall also inform SEBI of the outcome of the Enquiry and the steps taken by the Board in that regard.

## **9. Disclosure of UPSI for legitimate purposes**

9.1 The term "legitimate purposes" shall be construed in accordance with the following principles:

- (i) Sharing of UPSI in the ordinary course of business by any Insider with existing or proposed partners, collaborators, lenders, security trustee, debenture trustee, customers, suppliers, merchant bankers, legal advisors, auditors, valuers, insolvency professionals or other advisors or consultants of any of the Trust, the Sponsor, the Investment Manager, special purpose vehicles of the Trust and the Trustee;
- (ii) Sharing of relevant UPSI with intermediaries/ fiduciaries viz. merchant bankers, legal advisors, auditors in order to avail professional services from them in relation to the subject matter of the UPSI;
- (iii) Sharing of relevant UPSI with persons who have expressly agreed in writing to keep the information confidential, such as potential customers, joint venture partners and vendors, and not to transact in the Trust's securities based on such information;
- (iv) Sharing of UPSI for any other genuine or reasonable purpose as may be determined by the Compliance Officer;
- (v) Sharing of UPSI with a court of law or any governmental authority or a regulatory body on the basis of any order issued by them; and
- (vi) Sharing of UPSI for any other purpose as may be prescribed under the InvIT Regulations or any other applicable regulations, guidelines, circulars or notifications issued by SEBI from time to time or any other law for the time being in force, as may be amended from time to time.

Provided that such sharing has not been carried out to evade or circumvent the prohibitions of the PIT Regulations

Further, UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:

- (i) A legal requirement to make an exit offer under the InvIT Regulations where the Board is of informed opinion that sharing of such information is in the best interests of the Trust; or

- (ii) In a situation other than covered in (i) where the Board is of informed opinion that sharing of such information is in the best interests of the Trust and the information that constitute UPSI is disseminated to be made generally available at least 2 (two) trading days prior to the proposed transaction being effected in such form as the Board may determine to be adequate and fair to cover all relevant and material facts.

However, the Board shall require the parties to execute confidentiality and non-disclosure agreements which obligates such parties to keep information so received confidential, except for the limited purpose and shall not otherwise trade in securities of the Trust when in possession of UPSI.

9.2 The Compliance Officer shall maintain a structured digital database of all persons with whom UPSI is shared for any legitimate purpose, in the following manner:

- (i) nature of UPSI;
- (ii) in case of individuals, details such as name of persons who have shared and received UPSI, name of the organization with which he or she is affiliated, postal address and e-mail ID and Permanent Account Number and in its absence Unique Identification Number allotted by UIDAI or any other identifier authorized by law, of such persons; and
- (iii) in case of entities, details such as name of the entity, place of registered office, name of all natural persons associated with the entity having reasonable access to the UPSI and Permanent Account Number of such entity and natural personnel.

The Compliance Officer shall also be responsible to ensure that:

- (i) such databases shall not be outsourced;
- (ii) shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of such database; and
- (iii) entry of information, not emanating from within the organisation, in structured digital database may be done not later than 2 calendar days from the receipt of such information.

9.3 Any person in receipt of UPSI or having access to UPSI pursuant to a “legitimate purpose” shall be considered an Insider for purposes of the PIT Regulations and shall be responsible for maintaining confidentiality of such UPSI. Any person who receives UPSI for legitimate purpose shall also be served a notice prior to sharing of UPSI making them aware of nature of the information, the obligation to maintain confidentiality in compliance with the PIT Regulations and liabilities attached thereto in case of misuse or unauthorized disclosure or leakage of that information.

## **10. Institutional Mechanism for Prevention of Insider Trading**

The internal controls shall include the following:

- (i) all employees who have access to UPSI are identified as ‘Designated Person’;
- (ii) all the UPSI shall be identified, and its confidentiality shall be maintained as per the requirements of Code and the PIT Regulations;
- (iii) adequate restrictions shall be placed on communication or procurement of UPSI as required by this Code and the PIT Regulations;
- (iv) lists of all employees and other persons with whom UPSI is shared shall be maintained and confidentiality agreements shall be signed, or notice shall be served to all such employees and persons;
- (v) all other relevant requirements specified under this Code and PIT Regulations shall be complied with;

(vi) periodic process review to evaluate effectiveness of such internal controls.

The Audit Committee of the Board of the IM shall review compliance with the provisions of this Code and PIT Regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

## **11. Contravention of the Code**

- 11.1. Every Designated Person and their Immediate Relatives and Insiders shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her dependents).
- 11.2. Any person who Trades in Units or communicates, provides or allows access to any UPSI for Trading in Units in contravention of this Code may be penalized and appropriate action shall be taken against him/her by the Board or the Trust. He/she may also be subject to disciplinary action, which may include termination of services / employment, suspension, wage freeze, withholding of promotions, recovery, etc. or other such sanctions or disciplinary action as the Board or the Trust may deem fit. Any amount collected under this clause shall be remitted to the SEBI for credit to the Investor Protection and Education Fund administered by the SEBI under the Act.
- 11.3. If it is observed by the Board or the Trust that there has been violation of the Code or PIT Regulations, it shall inform Stock Exchange on which the Units are listed, in such form and manner as may be specified by the SEBI.
- 11.4. Any action by the Trust and Board shall not preclude SEBI from taking any action in case of violation of the Regulations.

## **12. Conflict with Applicable Law**

The Code shall not contradict with the provisions of the PIT Regulations and the InvIT Regulations, as amended, to the extent applicable, and any other applicable law. In case of any discrepancy, the provisions of the Applicable Law shall prevail over the provisions of this Code.

13. Any amendment/variation of this Code shall require the prior approval of the Board.
14. Notwithstanding the above, this Code will stand amended to the extent of any change in applicable law, including any amendments to the PIT Regulations and the InvIT Regulations, without any action from the Board or approval of the unitholders of the Trust.

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## ANNEXURE A

### FORMAT OF APPLICATION BY DESIGNATED PERSON FOR PRE-CLEARANCE

To  
The Compliance Officer,  
Shrem InvIT,  
1101, Viraj Towers,  
Junction Off Andheri Kurla Road,  
Western Express Highway,  
Andheri (E), Mumbai 400 093

Dear Sir/ Madam,

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Insider Code of Shrem InvIT, I \_\_\_\_\_ (*Name of the applicant*) hereby seek approval to purchase/ sell/ subscribe Units as per the details whereof are given below:

Name of the applicant	
Designation	
Employee No.	
Name of the immediate relatives, if the transaction will be in the name of the immediate relatives	
Number of Units held as on date	
Folio No./ DP ID/ Client ID	
Proposed date of Trading	(i) Purchase of Units (ii) Subscription of Units (iii) Sale of Units
Estimated number of Units proposed to be purchased/ subscribed/ sold	
Current Market price	
Estimated Consideration value	
Whether the proposed transaction will be through stock exchange or off-market trade	
Proposed date of dealing in Units	

I declare that the order for buying/selling shall be executed **within one week** after the approval is granted to me.

I further declare that if the order for buying/selling has not been executed **within one week after** the approval is granted to me, a revised approval will be taken in that behalf.

I enclose herewith the undertaking signed by me.

## UNDERTAKING

In this connection I solemnly confirm and declare:

- (a) that I do not have access and/or have not received any UPSI up to the time of signing this undertaking;
- (b) that in case I have access to or receive UPSI after the signing of the undertaking but before the execution of the transaction, I shall inform the Compliance Officer of any change in my position and that I shall refrain from dealing in Units till the time such information becomes public;
- (c) that I have not contravened the Insider Code of Shrem InvIT.
- (d) that I shall hold the Units for a minimum period of six months from the date of purchase / that I have complied with the requirement of the minimum holding period of six months with respect to the Units sold.
- (e) that I undertake to submit the necessary report within two trading days of execution of the transaction/a 'Nil' report, if the transaction is not undertaken.
- (f) that I am aware that, I shall be liable to face penal consequences as set forth in the Code including disciplinary action, wage freeze or suspension, in case the above declarations are found to be misleading or incorrect at any time.
- (g) that I hereby undertake not to transact in Units in the sanctioned period in case trading window is declared closed subsequently.
- (h) that I hereby made a full and true disclosure in the matter.

Pre-clearance may kindly be accorded in terms of provisions of the Insider Code of Shrem InvIT.

\_\_\_\_\_  
Signature

Name:

Designation:

Department:

Telephone and e-mail:

Mobile No.:

Date:

Place:

**ANNEXURE B**  
**FORMAT FOR PRE- CLEARANCE ORDER**

To,  
Name : \_\_\_\_\_  
Designation : \_\_\_\_\_  
Place : \_\_\_\_\_

This is to inform you that your request for dealing in \_\_\_\_\_ (number) Units of the Trust as mentioned in your application dated \_\_\_\_\_ is approved. Please note that the said transaction must be completed on or before \_\_\_\_\_ (date) that is within seven (7) trading days from today.

This approval is being issued to you based on the undertaking issued by you.

In case you do not execute the approved transaction /deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction/deal in the Units of the Trust.

Further, you are required to file the details of the executed transactions in the attached format within two (2) days from the date of transaction/deal. In case the transaction is not undertaken a 'Nil' report shall be necessary.

Yours faithfully,  
For **Shrem InvIT**  
Compliance Officer

Date : \_\_\_\_\_



**ANNEXURE D**  
**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015**  
**[Regulation 7 (1) (b) read with Regulation 6(2)]**

Name of the Trust : \_\_\_\_\_

ISIN of the Trust : \_\_\_\_\_

**Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of Trust/ Investment Manager and other such persons as mentioned in Regulation 6(2).**

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP / Directors/ immediate relatives/ others etc)	Securities held as on the date of regulation coming into force		% Unit holding
		Type of *security (For eg. – Shares, Warrants, Convertible Debentures, Units etc.)	No.	
(1)	(2)	(3)	(4)	(5)

*\*Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.*

**Details of Open Interest (OI) in derivatives on the securities of the Trust held on appointment of Key Managerial Personnel (KMP) or Director of a Trust/Investment Manager and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).**

Open Interest of the Future contracts held as on the date of regulation coming into Force		Open Interest of the Future contracts held as on the date of regulation coming into force	
Number of Units (contracts * lot size)	Notional value in Rupee terms	Number of Units (contracts * lot size)	Notional value in Rupee terms
(6)	(7)	(8)	(9)

**Signature** :  
**Name** :  
**Designation** :  
**Date** :

**ANNEXURE E**

**SEBI (Prohibition of Insider Trading) Regulations, 2015  
[Regulation 7 (2) read with Regulation 6 (2) – Continual Disclosure]**

**Name of the InvIT:**

**ISIN of the InvIT:**

Details of change in holding of Securities of Promoter, Member of the Promoter Group, Designated Person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN, & address with contact nos.	Category of Person (Promoter/member of the promoter group/designated person/Directors/immediate relative to/others etc.)	Securities held prior to acquisition/disposal		Securities acquired/ Disposed				Securities held post acquisition/ disposal		Date of allotment advice/ Acquisition of shares/ disposal of Units specify		Date of intimation to InvIT	Mode of acquisition / disposal (on market/public/rights/ Preferential offer/ off market/ Inter - se transfer, ESOPs etc.)	Exchange on which the trade was execute
		Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements and Units etc.)	No. and % of Unitholding	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement and Unit etc.)	No.	Value	Transaction Type (Purchase/Sale/Pledge/Revocation / Invocation/ Others please specify)	Type of securities (e.g. – Shares, Warrants, Convertible Debentures, Rights entitlement and Units etc.)	No. and % of Unitholding	From	To			



**ANNEXURE F**

**SEBI (Prohibition of Insider Trading) Regulations, 2015  
Regulation 7(3) – Transactions by Other connected persons as identified by the InvIT**

**Name of the InvIT:**

**ISIN of the InvIT:**

**Details of trading in securities by other connected persons as identified by the InvIT:**

<b>Name, PAN, CIN/ DIN, &amp; address with contact nos. of other connected persons as identified</b>	<b>Connection with InvIT</b>	<b>Securities held prior to acquisition/ disposal</b>	<b>Securities acquired/ Disposed</b>	<b>Securities held post acquisition/ disposal</b>	<b>Date of allotment advice/ Acquisition of shares/ disposal of Units specify</b>	<b>Date of intimation to InvIT</b>	<b>Mode of acquisition/ disposal (on market/ public/ rights/ Preferential offer/ off market/</b>	<b>Exchange on which the trade was execute</b>
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d by the InvIT		Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement and Units etc.)	No. and % of Unitholding	Type of securities (For eg. – Shares, Warrants Convertible Debentures, Rights entitlement and Unit etc.)	No.	Value	Transaction Type (Purchase/Sale/ Pledge/ Revocation / Invocation/ Others please specify)	Type of securities (e.g. – Shares, Warrants, Convertible Debentures, Rights entitlement and Units etc.)	No. and % of Unitholding	From	To		Inter - se transfer, ESOPs etc.)	



**ANNEXURE G**

**ANNUAL DISCLOSURE BY DESIGNATED PERSONS WITH REGARD TO THEIR IMMEDIATE RELATIVES AND PERSONS WITH WHOM THEY SHARE A 'MATERIAL FINANCIAL RELATIONSHIP'**

Date:

To:

The Compliance Officer  
Shrem InvIT,  
1101, Viraj Towers,  
Junction Off Andheri Kurla Road,  
Western Express Highway,  
Andheri (E), Mumbai 400 093

Name of the Designated Person	Department and Employee Number	Permanent Account Number	Phone / Mobile Number	Email ID

**Note:** Name of the educational institution from which Designated Person has graduated and the past employers are also required to be disclosed on one time basis.

Name of Immediate Relative of Designated Person	Permanent Account Number	Phone / Mobile Number	Email ID

Name of person with whom Designated Person shares "material financial relationship"	Permanent Account Number	Phone / Mobile Number	Email ID

Yours truly,

Signature: \_\_\_\_\_

Name:

Employee No.:

Department:

Official Address:

Telephone:

E-mail:

Mobile No.:

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