SHREM INFRA INVEST PRIVATE LIMITED

GUIDELINES ON CORPORATE GOVERNANCE

Approved By	Board of Directors
Effective Date	April 04, 2026
Version	2.0

Shrem Infra Invest Private Limited
Guidelines on Corporate Governance

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1. Introduction / Objective / Regulation

Shrem Infra Invest Private Limited ('the Company / SIIPL) is a registered Core Investment Company ('CIC') with Reserve Bank of India (RBI) having registration no. N-13.02469 dated 3rd Oct 2024.

The Company adopts the best practices and the highest standards of Corporate Governance through transparency, wholesome business ethics, accountability to its stake holders incl., government and others. The Company's activities are carried out in accordance with good corporate practices and the Company is constantly striving to devise ways and means for better and stricter compliance.

2. RBI Guidelines on Corporate Governance

As required under Chapter VII of the **Master Direction - Core Investment Companies (Reserve Bank) Directions, 2016,** every CIC is required to formulate and adopt Internal Guidelines on Corporate Governance. Accordingly, the Board of Directors of the Company approved the guidelines at its meeting held on 19th February, 2024

3. Board of Directors

The role of the Board is to provide superintendence, evaluation and overall strategic direction to the management of the Company, including monitoring its performance. The Board is responsible to the shareholders and its conduct is as per various provisions of the laws and the Articles of Association of the Company. In discharging its duties, the Board shall meet regularly and discharged its functions in the best interest of the Company.

The Board's primary responsibility is on the governance and compliance with the regulatory framework of the Company and in particular, to commit to a corporate philosophy and governance that will regulate the level of risk adoption, standards of business conduct and ethical eco-system of the Company.

The Board shall delineate the role of various committees and lay down a calendar of reviews keeping in view, the applicable provisions of law. The Board will lay down and oversee a whistle blower mechanism for directors and employees to red flag genuine concerns. The Board shall ensure good corporate governance practices in the subsidiaries of the Company as well.

While appointing directors, the Company shall ensure that the procedures prescribed by the RBI are followed and that the 'fit and proper' criteria (as per separate policy approved by the Board) is fulfilled by the appointees before they are appointed on the

Board. Considering the need for professional experience in managing the affairs of NBFC - CIC, at least one of the directors shall have relevant experience of having worked in a bank/ NBFC.

4. Board Meetings

Meetings of the Board shall be held at least four times a year, with a minimum one meeting in a quarter.

The minimum information to be statutorily made available to the Board shall be furnished to the Directors. The Board shall constitute a set of Committees with specific terms of reference / scope to focus effectively on the issues and ensure expedient resolution of diverse matters. The Committees shall operate as empowered agents of the Board as per their terms of reference. The minutes of the meetings of all Committees of the Board shall be placed before the Board for discussions / noting.

5. Committees of Board of Directors

The Board shall constitute several committees such as Audit Committee, Corporate Social Responsibility Committee, Nomination and Remuneration Committee, Risk Management Committee and others as required in future to deal with specific matters and delegated powers for different functional areas in accordance with the provisions of the Companies Act, 2013 and / or Guidelines issued by the Reserve Bank of India from time to time. Terms of references and functioning of all committees shall be decided by the Board in accordance with the provisions of Companies Act, 2013 and Guidelines issued by the Reserve Bank of India.

6. Chief Compliance Officer

In order to ensure an effective compliance culture, it is necessary to have an independent compliance function and a strong compliance risk management framework in the Company. Therefore, the Company is required to appoint a Chief Compliance Officer (CCO), who should be senior official of the Company. The Company shall put in place a Board approved policy laying down the role and responsibilities of the CCO with the objective of promoting better compliance culture in the Company.

7. Disclosure and transparency

A. The following information will be provided to the Board of Directors on an annual basis:
   a. Progress made in putting in place a progressive risk management system, and risk management policy and strategy followed.

b. Conformity with corporate governance standards viz; in composition of various committees, their role and functions, periodicity of the meetings and compliance.
c. Updates of various committee's meetings from time to time.

B. The following information shall *inter alia* be disclosed by SIIPL in its Annual Report:

a. Registration/ licence/ authorisation, by whatever name called, obtained from other financial sector regulators;
b. Ratings, if any, assigned by credit rating agencies and migration of ratings, if any, during the year;
c. Penalties, if any, levied by any regulator;
d. Information namely area, country of operation and joint venture partners with regard to Joint ventures and overseas subsidiaries;
e. Corporate governance section including Composition of the Board, breach of covenant, divergence in asset classification and provisioning.
f. Extent of financing of parent company products, NPAs and movement of NPAs, details of all off-balance sheet exposures, structured products issued by them as also securitization/ assignment transactions and other disclosures, as set out in RBI Master Direction and Scale Based Regulation.
g. Disclosures in the financial statements shall be in accordance with RBI Master Direction, Scale Based Regulation, applicable accounting standards, laws, and regulations.

8. Appointment of Statutory Auditors

The Company shall appoint the Statutory Auditors in full compliance with the provisions of the Companies Act, 2013 and the Reserve Bank of India Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs dated April 27, 2021, as applicable. RBI Guidelines and Policy on appointment of Statutory Auditors of the Company. The Statutory Auditors shall be appointed for a period of three consecutive years subject to the audit firm satisfying the prescribed eligibility norms under RBI Guidelines every year. The performance of the auditors shall be reviewed every year. The Company shall accordingly adopt and place in public domain its policy on appointment of statutory auditors in full compliance with regulatory prescriptions.

9. Review and Amendment

The Policy shall be reviewed from time to time, and at least annually, to ensure its effectiveness. This Policy may be amended or modified, in whole or in part, with the approval of the Board of Directors, as may be required to comply with applicable laws and regulations.

10. Interaction with the Regulator

The Company shall maintain smooth working relationship with its regulators and with other external bodies and authorities. It is also a part of the objectives of the Compliance function to comply with the prescriptions of the regulators and to engage proactively with the Regulator.

Adopted by the Board of Directors of **Shrem Infra Invest Private Limited** on April 04th 2026.

For Shrem Infra Invest Private Limited

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Nitan Chhatwal
Director
DIN: 00115575