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Adopted by the Board of Investment Manager on:

May 19, 2023

CODE OF CONDUCT FOR EMPLOYEES

VERTIS INFRASTRUCTURE TRUST
(formerly known as Vertis Infrastructure Trust)

1. Background

- 1.1 Vertis Fund Advisors Private Limited and its affiliates, subsidiaries, or entities managed by Vertis Fund Advisors Private Limited (herein after referred as “**Vertis**” or the “**Company**”) expects all its Employees to execute their duties with the highest standard of ethics and integrity.
- 1.2 The Code of Conduct (the “**Code**”) is a reference document outlining the standard of conduct and the values and principles of the Company. The Company expects its Employees to understand and follow the Code of Conduct, and no deviations to this Code, in spirit or in method, will be tolerated. Further, Employees shall follow all other policies of Company including its amendments thereof, as well as other means such as circulars, notifications, SOPs etc.
- 1.3 The Code shall be adopted by all entities managed by Vertis. However, the formation and functioning of committees mentioned in the Code are centralized and managed by Vertis.

2. Scope and Applicability

- 2.1 This Code provides guidance about ethical business behaviour expected of Employees as they work and interact with Third Parties, fellow Employees, Government Officials, competitors, customers, and other stakeholders. It reinforces the responsibilities we all share in protecting the Company’s reputation.
- 2.2 The Code sets guidelines for conduct of all Employees of the Company and shall be applicable to all Employees.
- 2.3 This Code does not address every situation that Employees may face. Employees are expected to exercise good judgment under such circumstances and contact the HR team, their immediate reporting managers or the Ethics Compliance Officer for guidance or clarification.
- 2.4 The Code should be read in conjunction with applicable laws and regulations, and all other relevant Company policies and procedures, including but not limited to the Anti Bribery and Corruption Policy, the Vigil Mechanism Policy, the Overseas and Domestic Travel Policy, the Gifts and Hospitality Policy, the Conflict of Interest Policy, Third-Party Code of Conduct, the Corporate Social Responsibility Policy, and any other applicable policies of the Company.

3. Definitions

- 3.1 “**Applicable Law**” shall refer to all laws and regulations applicable to the Company

including without limitation Securities and Exchange Board of India (Infrastructure Investment Trust) Regulation, 2014 ("**InvIT Regulations**"), Companies Act, 2013 ("**Companies Act**") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in each read with regulations and circulars issued.

- 3.2 "**Confidential Information**" means such information that is not available in the public domain. Confidential Information include, but are not limited to business plans, trade secrets, in-house technological solutions, systems designed for toll management, pricing, financial information and results, designs/plans, research and development ideas, details of contracts with Third Parties, and details of any projects undertaken by the Company.
- 3.3 "**Conflict of Interest**" means and includes any interest (monetary or non-monetary) that the Employee appears or may appear to have during the employment / association of Employee with the Company on account of the Company either undertaking, or not undertaking in the act of influencing, a business transaction, relationship, or an activity, and such Employee is in a position to derive a personal benefit for himself or for a Relative or any entity in which the Employee or his or her Relative, as the case may be, has any interest. *Refer to the "Conflict of Interest" Policy for additional details.*
- 3.4 "**Concession Agreement**" shall mean the agreement between the concessionaire and the applicable statutory body defining the obligations for the design, engineering, finance, procurement, construction, operations and maintenance of the respective projects.
- 3.5 "**Disciplinary Action**" means any action that can be taken during or after the completion of internal inquiry or investigation proceedings, including but not limited to the termination or suspension of employment at the Company's discretion, or any other appropriate action considering the gravity of the matter.
- 3.6 "**Employees**" refers to all employees of the Company and the Board of Directors, and shall include senior management, function/department heads, full-time and part-time employees, and employees on contractual assignments, such as temporary workers.
- 3.7 "**Ethics and Compliance Committee**" shall mean the defined term in the Ethics and Compliance Committee Charter.
- 3.8 "**Ethics Compliance Officer**" shall mean the Ethics Compliance Officer appointed as per Ethics and Compliance Committee Charter.
- 3.9 "**Government**" includes (i) national, regional, local or foreign government, or any government departments, ministries, or agencies exercising administrative, legislative, judicial, regulatory, or taxing functions of government (such as the Ministry of Road Transport and Highways), (ii) companies under government ownership or control, state-owned enterprises or public sector companies (such as National Highway Authority of India and the National Highways and Infrastructure Development Corporation Limited), (iii) any political party, and (iv) public international organizations.

- 3.10 **“Public / Government Official”** includes all Government employees. The term includes not only individuals such as elected officials, concession authorities and Government procurement officials, but also the employees of state-owned enterprises and public sector companies.
- 3.11 **“Related Party”** shall have the meaning set out under InvIT Regulations and/ or Companies Act (depending on the usage)
- 3.12 **“Relative”** includes all relationships such as parents, spouse or spousal equivalent, children, their spouses and siblings and their spouses or any other close family or dependents.
- 3.13 **“Third Party”** or **“Third Parties”** includes business associates, advisors, individuals/entities providing contract management services, asset management services, partners (including joint venture partners), agents, intermediaries, representatives, suppliers, contractors, subcontractors, third party service providers, consultants, and any other individual or entity that performs services for or on behalf of the Company.

4. Confidential Information

- 4.1 No Employee should disclose, use or share Confidential Information which may be subversive to the Company.
- 4.2 Employees shall ensure that all Confidential Information available to them is always kept strictly confidential. Employees shall not disclose such information to any party except when disclosure is authorized through written communication by their superior for the purpose of due performance while discharging their duty for the Company or legally mandated.
- 4.3 Confidential Information shall not be used for Employees’ personal gain.

5. Communication

- 5.1 Only Employees qualified by the virtue of the nature of their duty are permitted to engage in substantive communications with Government Officials, Third Parties, political, or social and communal organizations on behalf of the Company. This communication should be for legitimate business purposes only.
- 5.2 No Employee shall make any statements to the media without the prior written authorization from the CEO or the Board of Directors. Misrepresentation of information to the media, or to any Third Party may lead to Disciplinary Action or civil or criminal liabilities.
- 5.3 The Company does not prohibit Employees from the use of social media platforms such as LinkedIn, Instagram, Facebook, Twitter, YouTube, Snapchat, WhatsApp among others. However, it is recommended to use the same responsibly without putting any danger to the Company’s brand image or reputation.
- 5.4 Further, it is the responsibility of Employees to ensure that no Confidential Information pertaining to the Company is disclosed through such social media

platforms.

All Employee communication and expression on social media should be followed by a social media disclaimer, as stated below, in order to clarify that Employees are not speaking or posting on behalf of the Company: *"All views, posts and opinions shared are my own";* or *"All views are personal"*.

6. Anti-Corruption and Anti-Fraud

- 6.1 No Employee should promise/offer or demand/accept any bribe or inducement to/from any person, including Third Parties or Public Officials.
- 6.2 The Company is committed to maintain the highest standards of ethics and ensuring that any gifts, entertainment, hospitality, donations, or comparable benefits received or provided by the Company, or its Employees, are compliant with all applicable anti-bribery and corruption laws and regulations.
- 6.3 It should be ensured that no action should be propelled with gainful intentions.
- 6.4 All Employees should desist from engaging in any fraudulent activity in their personal capacity and directly or indirectly not cause the Company to enter any fraudulent or illegal transactions, which are in violation of this Code.
- 6.5 Employees are responsible to fully and accurately record all the transactions in the Company's books and records in compliance with all applicable laws. The Company prohibits recording false or misleading entries, or wilful omissions of any Company transactions, unrecorded funds or assets, or payments without appropriate supporting documentation and written approval.
Refer to the "Anti-Bribery and Corruption Policy" and the "Gifts and Hospitality Policy" for additional details.

7. Professionalism and Ethical Conduct at the Workplace

- 7.1 **Working Behaviour**
 - 7.1.1 The Company is committed to provide a professional work environment, free of vulgar, filthy, abusive, arrogant, derogatory language and indecent behaviour.
 - 7.1.2 Employees shall treat others, both internal and external parties, with respect and dignity.
- 7.2 **Non-discrimination, Diversity, and Anti-Harassment**
 - 7.2.1 The Company shall not make employment decisions based on personal characteristics (like gender, race, nationality, ethnic, social, indigenous origin, religion or belief, disability, age, or sexual orientation) unrelated to inherent job requirements. All Employees are entitled to work in a respectful environment, free from any fear of harassment, discrimination, or abuse. This includes actions that are offensive, threatening, or discriminatory, any actions creating a hostile working environment that interferes with work

performance as well as any form of sexual harassment and bullying.

7.2.2 Employees must never use systems of the Company to create, download, view, transmit or exchange electronic images or text of a sexual nature or containing ethnic slurs, racial epithets, or any other material of a harassing, offensive or lewd nature.

7.2.3 Any suspected harassment or discrimination at the Workplace should be promptly reported and no Employee will be retaliated against for making a complaint in good faith. *Refer to the "Prevention of Sexual Harassment (POSH) Policy" for additional details.*

7.2.4 The Company shall also ensure that engagement of all Employees with the Company is in compliance with the Child Labour (Prohibition And Regulation) Act, 1986 (61 of 1986).

7.3 **Violence**

7.3.1 The Company is committed to provide a conducive work environment and shall not tolerate acts of wilful slowing down, tools down activity, stoppage of work, insubordination to perform, property damage, theft, fraud, or dishonesty or carrying lethal weapons on duty or any such acts which are detrimental to the reputation and goodwill of the Company.

7.4 **Toxic Elements**

7.4.1 Every Employee must ensure the status of the workplace at the point of business is free of alcohol, narcotics, or any psychotropic substances. Alcohol will only be permitted on Company premises during Company organized events/gatherings.

7.5 **Safety, Health, Environment & Social Responsibility**

7.5.1 The Company shall strive to provide a safe, healthy working environment and follow all regulations regarding preservation of environment wherever it operates in. Employees are requested to adhere to safety instructions & guidelines, to prevent the waste of natural resources & wherever possible, minimize any hazardous impact of the development, production, use, disposal of any of its products and services on the ecological environment. Social responsibility is intended anticipating the relevant emerging needs of the society in the areas of education, community service, health, hygiene & sustainable livelihood. *Refer to the "Corporate Social Responsibility Policy" and "Social, Environmental, Health & Safety Policy" for additional details.*

7.6 **Use of Company Resources**

7.6.1 All Employees should treat the Company's property, whether material or intangible, with respect and care. Company resources and assets are very crucial and shall be handled with prudence. Employees:

7.6.1.1 Shall use all Company assets, tangible, and intangible, including

- computer and communication equipment, for the purpose for which they are provided and to conduct their assigned job responsibilities. Such assets shall not be misused. This includes trademarks, copyrights, and other intellectual property;
- 7.6.1.2 shall hand over the Company assets or property and personal devices brought to the premises of the relevant Company entity. Employees shall comply with such directions from the Company at the earliest.

8. Conflict of Interest and Related Party Transactions

8.1 Conflict of Interest

- 8.1.1 Conflict of interest may include instances where the independent judgement of an Employee to work towards the best interests of the Company may be or perceived to be impaired.
- 8.1.2 In case a Conflict of Interest situation is unavoidable, or arises during an Employee's employment, or arises due to engaging in a specific business activity, such Conflict of Interest shall be immediately disclosed by the Employee.

Refer to the "Conflict of Interest Policy" for additional details

8.2 Related Party transactions

- 8.2.1 The Company recognizes that while transacting with Related Parties:
- 8.2.1.1 Appropriate approvals (as regulated by applicable laws) are duly obtained;
- 8.2.1.2 Reporting and disclosures (as regulated by applicable laws) are duly made and adhered to, by the persons associated with Related Party transactions.
- 8.2.2 The Company shall ensure that all transactions entered into with Related Parties are in line with the "*Related Party Transactions Policy*".

9. Fair Dealing and Competitive Practices

- 9.1 The Company is committed to free and open competition in the marketplace and compliance with all applicable competition and anti-trust laws and regulations.
- 9.2 The Company must make its own business decisions, free from understandings or agreements with competitors or suppliers that restrict competition. When conducting business, all Employees must:
- 9.2.1 Not signal our competitors about competitively sensitive aspects of our pricing, designs, systems, technology solutions, innovations, asset management models etc. or undertake any other pursuits that may create

- a potential conflict with the provisions of competition law;
- 9.2.2 Not enter into agreements or understandings with a supplier including price fixing, bid rigging (collusive tendering), allocating territories etc.;
- 9.2.3 Not enter into agreements or understandings with the Government including price fixing, bid rigging (collusive tendering), etc.;
- 9.2.4 Not induce a Third Party to breach an existing agreement;
- 9.2.5 Never act in a manner that could be seen as an attempt to exclude present or potential competitors.

10. Compliance with Laws and Regulations

- 10.1 The Company is committed in all its actions, to promote the economic development of the country and shall neither engage in any activity that would adversely affect such objectives, nor shall undertake any activity which is to the detriment of national interests.
- 10.2 The Company is committed towards carrying out its conduct in a legal manner and expects Employees to comply with applicable laws, rules and regulations, in both their official as well as personal capacity.
- 10.3 In addition, if the Employees becomes aware of any information that they believe constitutes evidence of a material violation of any laws, rules, or regulations applicable to the Company, such information should be brought to the attention of the Ethics and Compliance Committee (Ethicscommittee@highwayconcessions.com) as well as the Chairman of the Audit Committee (audit.chairman@highwayconcessions.com).

11. Specific provisions for Directors

- 11.1 In addition to other provisions of this Code of Conduct, the Members of Board shall specifically:
 - 11.1.1 Function and discharge their responsibilities in accordance with all Applicable Laws.
 - 11.1.2 Function within the authority conferred upon them by the Company, keeping the best interest of the Company in view.
 - 11.1.3 Act in good faith in order to promote the objectives of the Company for the benefit of all the stakeholders of the Company.
 - 11.1.4 Act with due and reasonable care, skill and diligence.
 - 11.1.5 Exercise independent judgment while performing his or her duties.
 - 11.1.6 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.
 - 11.1.7 Not achieve or attempt to achieve any undue gain or advantage either to himself or to his or her relatives, partners, or associates and if he is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the Company.

- 11.1.8 Maintain the confidentiality of any information (which is not available in public domain) concerning the Company's business, its customers, suppliers, etc, and to which they have access except if required under any Applicable Law.
- 11.1.9 Protect the Company's assets including physical assets, information and intellectual rights and shall not use the same for personal gain.
- 11.1.10 Discharge the obligations of directors as set out under Applicable Law including those set out in Annexure I.

12. Data Privacy and Cyber-security

- 12.1 Employees with access to information systems of the Company shall adhere to the Company's security procedures and protocols.
- 12.2 Employees must ensure compliance with the applicable data privacy laws and remaining duty-bound to ensure protection of any information acquired in their employment with the Company.
- 12.3 Employees should be cautious and actively report any social engineering attacks (such as tailgating, phishing, scareware, baiting etc.) potentially targeting the Company's systems.

13. Training

- 13.1 All Employees working with the Company must be aware on the principles of this Code. All Employees will have to participate in mandatory annual trainings on the requirements and obligations of this Code.
- 13.2 Controls for ensuring training participation of every Employee will be in place including maintenance of attendance records by the Ethics Compliance Officer. Training requirements will also apply to temporary workers if it is envisaged that the work profile allocated to them carries a significant risk as per the Code.

14. Implementation & Deviation

14.1 Enforcement of this Code

- 14.1.1 All Employees shall be accountable from the date of association with the Company and shall fully comply with this Code and on demand of management they shall give a disclosure to the effect that they have complied with the provisions of the Code. Ethics Compliance Committee shall ensure the compliance to this Code.
- 14.1.2 All Employees shall provide an annual declaration for compliance with this code of conduct in the format set out in Annexure II.

14.2 Variations to the Code

- 14.2.1 This Code shall be reviewed and updated annually or on an ongoing basis,

based on need. The Company reserves its right to amend or modify this Policy in whole or in part, as may be deemed fit, at any time without assigning any reason whatsoever.

- 14.2.2 The Board of Directors, through the Audit Committee, shall review and approve any modifications to the Code, to keep it in line with any regulatory changes, from time to time.

14.3 **Violation of Code**

- 14.3.1 Any grievance, report of harassment or violation of this Code should be communicated to human resources head, / business unit head, or/ the CEO by the aggrieved party as soon as possible.
- 14.3.2 Failure to follow the Code may subject an Employee to Disciplinary Actions and/or civil and/or criminal liabilities. *Refer to the “Disciplinary Action Policy” for further details.*

DUTIES OF A DIRECTOR

Section 166 of the Companies Act provides for the duties of a director and runs as follows:

1. Subject to the provisions of this Act, a director of a company shall act in accordance with the articles of the company.
2. A director of a company shall 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.
3. A director of a company shall exercise his or her duties with due and reasonable care, skill and diligence and shall exercise independent judgment.
4. A director of a company shall 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.
5. A director of a company shall not achieve or attempt to achieve any undue gain or advantage either to himself or to his or her 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.
6. A director of a company shall not assign his or her office and any assignment so made shall be void.
7. If a director of the company contravenes the provisions of this section such director shall be punishable with fine which shall not be less than one lakh rupees, but which may extend to five lakh rupees.

DUTIES OF INDEPENDENT DIRECTORS

As per Schedule IV [section 149(8)] of the Companies Act, the independent directors shall:

1. Undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
2. Seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
3. Strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
4. Participate constructively and actively in the committees of the Board in which they are chairpersons or members;
5. Strive to attend the general meetings of the company;
6. Where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;

7. Keep themselves well informed about the company and the external environment in which it operates;
8. Not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
9. Pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
10. Ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
11. Report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
12. Acting within their authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
13. Not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

Compliance Declaration (*Applicable to all Employees of the Company*)

I have received, read and understand the meaning and scope of the Code of Conduct in detail and have undergone the mandatory training session in this regard. I hereby certify that I complied with the Code in the last calendar year, and I undertake to respect its requirements in the future.

Signature:

Name:

Designation /

Department: Date: