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infrastructure
trust

Adopted by the Board of Investment Manager on:

May 19, 2023

THIRD PARTY CODE OF CONDUCT POLICY

VERTIS INFRASTRUCTURE TRUST *(formerly known as Highways 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 to as **"Vertis"** or the **"Company"**) views its Third Parties (defined below) as important partners in its mission.
- 1.2 This Third Party Code of Conduct (hereinafter referred to as the **"Code"**) sets out the general principles that shall govern the dealing of Third Parties with the Company. This Code will establish a framework for decision- making with respect to their selection and continuous monitoring.
- 1.3 The Company has adopted this Code which establishes standards of ethical business practices that the Company expects from all its Third Parties.
- 1.4 This Code shall be reviewed and updated annually or an ongoing basis, based on need. The Company reserves its right to amend or modify this Code in whole or in part, as may be deemed fit, at any time without assigning any reason whatsoever.

2. Scope and Applicability

- 2.1 The purpose of this Code is to establish guidelines and define role and responsibilities for ensuring adherence to this Code by all Third Parties in order to enhance integrity, ethical standards and avoid conflict of interest.
- 2.2 This Code applies to all Third Parties engaged in business with the Company.

3. Definitions

- 3.1 **"Bribe"** includes the offering, promising, giving, accepting, or soliciting something of value in exchange for an act which is dishonest, illegal, and improper or a breach of trust, designed to influence the recipient in the exercise of their duty and to incline them to act contrary to accepted standards of honesty and integrity, to avail improper business advantage. Bribery includes advantages provided directly, as well as indirectly through an intermediary.
- 3.2 **"Confidential Information"** means such information that is not available in the public domain, including but are not limited to business plans, trade secrets, in-

house technological solutions, systems designed for toll management, pricing, designs/plans, research and development ideas, details of contracts with Third Parties, and details of any projects undertaken by the Company.

- 3.3 **“Facilitation Payments”** include unofficial payments required or sanctioned but made to a Government Official to speed up, or otherwise smoothen, the performance of a duty or function which that official is required to perform in any case. Examples might include a payment made to an official to obtain licenses, construction permits etc.
- 3.4 **“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.
- 3.5 **“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.
- 3.6 **“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. Third Party Code of Conduct

4.1 Third Parties shall maintain business integrity by:

- 4.1.1 Conducting their business activities in compliance with all applicable laws and regulations including laws related to human rights such as those prohibiting child labour and forced labour;
- 4.1.2 Refraining from any corrupt practices such as directly or indirectly, offering Bribes of any kind to any Government Official, any other Third Party or the Company’s employees, retainers, or contractors) for the purpose of obtaining or retaining business or gaining any improper advantage;
- 4.1.3 Refraining from practices such as accepting Bribes, kickbacks or improper

payments of any kind from any other Third Party or the Company's employees, retainers, or contractors for the purpose of obtaining or retaining business or gaining any improper advantage;

- 4.1.4 Not making Facilitation Payments to any nature;
- 4.1.5 Not providing any gifts or hospitality to any Government Official, any other Third Party or Company employees to influence a decision, to gain a business advantage or for any other favours / benefits or a corrupt intent;
- 4.1.6 Ensuring the thresholds while exchanging gifts or extending hospitality as INR 5,000 (with maximum number of gifts per quarter per recipient not exceeding 4) to ensure adherence to the Company's policies and procedures. Also, to ensure that any gift be provided as customary or a token of esteem, courtesy, and conforms with local customs, laws and regulations;
- 4.1.7 Ensuring that under no circumstances, shall a gift to Government Officials or other Third Parties on behalf of the Company, or gift to Company employees include gratuities in cash, cash equivalents or gift cards including during festive gifting;
- 4.1.8 Refraining from offering or sponsoring social entertainment for Vertis Fund Advisors Private Limited employees. The Company encourages all business discussions to be generally held inside the office premises, during office hours;
- 4.1.9 Sponsoring travel, accommodation, educational conference and seminars for Vertis employees only for valid business purposes;
- 4.1.10 Refrain from advertising or making public announcements about the goods or services provided for the Company without the prior written approval of the Company's Ethics Compliance Officer
- 4.1.11 Maintaining and making available records related to business transactions with the Company to the Company, including any payments on behalf of the Company.

4.2 The Third Party shall respect Vertis's confidentiality by:

- 4.2.1 Following the applicable data privacy laws and remaining duty-bound to ensure protection of any information acquired in their business relationship with the Company.
- 4.2.2 Strictly abstaining from making any video and/or audio recording during any discussions involving Confidential Information or site show rounds, without obtaining prior written consent from the Company representative identified as the point of contact for the Third Party.

- 4.2.3 Refrain from sharing any Confidential Information (defined above) without the prior written consent from the Company representative identified as the point of contact for the Third Party;

4.3 Third Parties shall disclose all potential sources of conflict of interest:

- 4.3.1 A “**Conflict of Interest**” exists when a Third Party’s direct or indirect personal interests are inconsistent with or interfere with the best interests of the Company. To avoid such Conflict of Interest, Third Parties shall:
 - 4.3.1.1 Disclose any direct or indirect personal interests held by Vertis Fund Advisors Private Limited ’s employees or directors in the Third Party’s business;
 - 4.3.1.2 Disclose family relationship between an Vertis employee or director and any director, officer or staff of the Third Party.
- 4.3.2 Further the Third Party shall not take advantage of any family/ social/ political affiliations to obtain favorable treatment or business opportunities and disclose such affiliations before entering into such business transaction with the Company.

4.4 Third Parties shall at all times engage in fair trade practices by:

- 4.4.1 Not taking any advantage of social/political connections or any other undue influence for favourable treatment in business transactions;
- 4.4.2 Not engaging in any anti-competitive practices;
- 4.4.3 Ensuring proper quality assurance of the products and/or services sold/rendered;
- 4.4.4 Acting only on written POs from the Company and seek clarification from the procurement department on orders that deviate from such practice.

4.5 Third Parties shall raise any violation of this Code by:

- 4.5.1 Escalating misconduct, unethical or dishonest behaviour by any of the Company’s employees by providing your complaints through the following channels:

E-mail: highwayconcessionsone@integritymatters.in or such other email address displayed on the website <https://vertis.co.in/>.

The reporting may be made on the hotline (if any) displayed on the website <https://vertis.co.in/>. Currently, the hotline number where a Complaint can be registered is 1800-257-4324.

- 4.5.2 Co-operating with Vertis’s management in the investigation of reported allegations of fraud, unethical practices or non-compliance to laws and regulations involving the Third Party or its employees and take corrective action where appropriate.

- 4.6 The Third Party has the responsibility to ensure all its employees who may be engaged in business activities with Vertis comply with this Code.

5. Declaration and Disclosures

- 5.1 Every Third Party at the time of commencing its engagement will provide a declaration in Annexure B confirming to have read and understood the Code. Further, provide annual disclosures in in the prescribed format (*refer to Annexure A*). However, we encourage to inform of any infractions under clause 4.5.1 on a real time basis.
- 5.2 The declarations once received shall be valid for 12 months and should be renewed after this period.

6. Violation of this Code

- 6.1 Vertis shall deal with all infractions with fairness and impartiality. However, failure to comply with this Code by any Third Party shall lead to disciplinary action including but not limited to suspension of any contract awarded to the Third Party and/or blacklisting.
- 6.2 Any information about misconduct or unethical and dishonest behavior reported under this Code shall be investigated as per the process laid down by the Company.

ANNEXURE A

ANNUAL DISCLOSURES

	Disclosure		
1	Did you become aware of any regulatory or legal violations by any of Vertis's employees, directors or officers while working for or on behalf of the Company	Yes	No
	If yes; please provide details		
2	Does an Vertis employee, director or officer hold any direct or indirect interest in your Company?	Yes	No
	If yes; please provide details		
3	Do you or any of your employees, directors or officers have any family relationships with any of Vertis's employees, directors or officer?	Yes	No
	If yes; please provide details		
4	Are you related directly or indirectly with any politically or socially influential person?	Yes	No
	If yes; please provide details		
5	Have you or any of your employees, directors or officers been accused, investigated, prosecuted, or convicted of corrupt practices such as offering Bribes, kickbacks?	Yes	No
	If yes; please provide details		
6	Have you or any of your employees, directors or officers made any payments or offered any personal favours to a Government Official or any Third Party in violation of the Company's Anti-Bribery and Corruption Policy	Yes	No
	If yes; please provide details		
7	Do any of the invoices or expense vouchers submitted by you or your organization to Vertis include any payment for Bribe/kickback or Facilitation Payment made to a Government Official or any third party for expediting work or obtaining business favours	Yes	No

	If yes; please provide details		
8	Have you or any of your trustee, director or officer received or provided gifts/hospitality in actual or perceived value to a Government Official/third party or an Vertis employee	Yes	No
	If yes; please provide details		
9	Have you ever engaged in or been a part of industry cartels or any other anti-competitive activities?	Yes	No

	If yes; please provide details			
10	Have any of your business partners black-listed you or withdrawn business from you for any reasons?	Yes	No	
	If yes; please provide details			

ANNEXURE B

DECLARATION

I, _____ *(Name & designation of Third Party representative)*
representing _____ hereby declare that I have read through the Third-
Party Code of Conduct in detail and confirm that we will fully abide by it.

Company Name: _____

Representative: _____

Designation: _____

Signature: _____

Date: _____