



## **NOMINATION AND REMUNERATION POLICY**

### **1. POLICY**

- 1.1. This nomination and remuneration policy sets out the guidelines regarding the nomination, remuneration and removal of directors, key managerial personnel, senior management and employees of the Manager Group Members.
- 1.2. This Policy shall be applicable to each Manager Group Member (in the manner set out herein)

### **2. DEFINITIONS**

- 2.1. **“Board”** means the Board of Directors of the Investment Manager.
- 2.2. **“Companies Act”** means the Companies Act, 2013, as amended from time to time, read with circulars and guidelines issued thereunder and other applicable provisions, if any, (including any statutory modification or re-enactment thereof for the time being in force).
- 2.3. **“Control”** (including, with its correlative meanings, the terms **“Controlled by”** or **“under common control with”**), as used with respect to any party, shall mean the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of such person whether through the ownership of voting securities, by agreement or otherwise.
- 2.4. **“Director”** shall mean Director of the Investment.
- 2.5. **“Identified SPVs”** means the companies engaged in the business of infrastructure development and construction in the roads and highways sector.
- 2.6. **“Independent Director”** means a director referred to in Section 149(6) of the Act.
- 2.7. **“Investment Manager”** or **“IM”** means Maple Infra Invit Investment Manager Private Limited.
- 2.8. **“InvIT Regulations”** means Securities and Exchange Board of India (Infrastructure Investment Trust) Regulations, 2014, as amended from time to time, read with circulars and guidelines issued thereunder and other applicable provisions, if any, (including any statutory modification or re-enactment thereof for the time being in force)
- 2.9. **“Key Managerial Personnel”** or **“KMP”** in relation to the Investment Manager and the other Manager Group Members (as applicable) and as defined sub-section 51 of Section 2 of the Companies Act, 2013, means and includes:
  - (i) the Chief Executive Officer or the Managing Director or the manager;
  - (ii) the Company Secretary;
  - (iii) the Whole-Time Director;
  - (iv) the Chief Financial Officer;



- (v) such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board; and
- (vi) such other officer as may be prescribed.

2.10. **“Manager Group Member”** means any member of the Manager Group.

2.11. **“Manager Group”** means the Investment Manager, the Identified SPVs, the Trust and the entities Controlled by the Investment Manager and/or Trust, including the other SPVs (if any).

2.12. **“Policy”** means this Nomination and Remuneration Policy, as amended from time to time in accordance with the provisions hereof.

2.13. **“Senior Management”** shall mean officers/personnel of the Investment Manager and the other Manager Group Members (as applicable) who are members of its core management team excluding board of directors and normally this shall comprise all members of management one level below the chief executive officer/managing director/whole time director/manager (including chief executive officer/manager, in case they are not part of the board) and shall specifically include Company Secretary and Chief Financial Officer.

2.14. **“SPV”** means a body corporate in which the Trust, directly or indirectly, holds Control in.

2.15. **“Trust”** means Indian Highway Concessions Trust, the infrastructure investment trust registered under the SEBI (Infrastructure Investment Trust) Regulations, 2014.

### **3. Terms of the Policy applicable to all Manager Group Members**

#### **3.1. Appointment**

- The Investment Manager shall have the right to require any person nominated by it to be appointed as a director and /or observer on the board of directors of any SPV in accordance with the InvIT Regulations.
- The board of directors of the Manager Group Members, as applicable, shall have the required number of Independent Directors in terms of applicable laws including the Companies Act and the InvIT Regulations.
- The board of directors of Manager Group Members, as applicable, are expected to possess the required expertise, skill and experience to effectively manage and direct the Manager Group Members to attain its organizational and business goals. They are expected to be persons with vision, leadership qualities, and proven competence and integrity.
- Each member of the board of directors of the Manager Group Members, as applicable, is expected to ensure that his/her personal interest does not run-in conflict with the any of the Manager Group Member's interests. Moreover, each director is expected to use his/her professional judgment to maintain both the substance and appearance of professionalism and objectivity. Each member of the board of directors of the Manager Group Members, as applicable, is expected to ensure that he/she acts in good faith and complies with all obligations and responsibilities imposed upon them in accordance with the Companies Act and the InvIT Regulations.



- The appointment of any Whole-Time Director/KMP/Senior Management shall also be governed by the prevailing employment policies of the Investment Manager.
- The Directors, KMP and Senior Management shall retire as per the applicable provisions of the Companies Act and the prevailing policy of the Investment Manager. Once the retirement age is attained, the relevant Manager Group Member will have the discretion to retain the KMP, Senior Management in the same position/ remuneration or revised position/ remuneration, along with any terms & conditions as may be decided by the Board, for the benefit of the Investment Manager or the relevant Manager Group Member.
- Due to reasons for any disqualification mentioned in the Companies Act or under any other applicable act, rules and regulations thereunder or for such other compelling reasons, the Board may consider, removal of an Independent Director, KMP or Senior Management Personnel subject to the provisions and compliance to the Companies Act, rules and regulations and applicable policies of the Investment Manager.

### 3.2. Removal

Due to reasons for any disqualification mentioned in the Companies Act or any other applicable laws, or any other reasonable ground, the Board of Directors of the respective Manager Group Member may consider removal of a director, key managerial personnel or senior management personnel subject to applicable laws.

### 3.3. Remuneration

The annual performance and remuneration review of the Director(s), KMP(s), Senior Management and employees of the Manager Group Members will be done once every year.

The review of remuneration will be undertaken on the basis of the following criteria:

- Performance of the employee;
- Performance of the team to which such employee belongs;
- Overall performance of the Manager Group Member; and
- Prevailing business environment and requirement of manpower for future projects.

## 4. **Additional terms applicable to the Investment Manager**

### 4.1. Committees of the Board

The Board shall constitute such committees of the Board as are required to be constituted by the Investment Manager under applicable laws.

### 4.2. Appointment of Key Managerial Personnel

- The Board shall appoint and designate such key managerial personnel as are required under the laws applicable to the Investment Manager.



- The key managerial personnel shall hold office at the pleasure of the Board.

**5. Responsibility for compliance**

Compliance Officer of the Investment Manager shall have overall responsibility for implementing this policy for itself and for the each of the Manager Group Members, and shall take internal/external approvals wherever necessary.

**6. Review and amendment**

- 6.1. The Policy shall be reviewed annually or as may be required to ensure that it meets the objectives of the applicable laws and remains effective.
- 6.2. In case of any change in applicable laws governing this Policy, not being consistent with the terms laid down under this Policy, then such change shall prevail and this Policy shall stand accordingly amended from the effective date of such change in applicable law, including any amendment to the InvIT Regulations, without any action from the Investment Manager or approval of the unitholders or the shareholders of the Investment Manager.
- 6.3. Any amendment to this Policy shall be undertaken with the prior written approval of 50% of the Unitholders of the Trust, in terms of value or in compliance with applicable law.