



**INDIAN HIGHWAY
CONCESSIONS TRUST**



REMUNERATION POLICY

CURRENT VERSION APPROVAL DATE	Saturday, May 13, 2023
PREVIOUS VERSION APPROVAL DATE	Thursday, 20 January, 2022



REMUNERATION POLICY

1. PREAMBLE

Maple Infra InvIT Investment Manager Private Limited (“**Investment Manager**”) has been appointed as the investment manager of Indian Highway Concessions Trust (“**Trust**”), an infrastructure investment trust registered with the Securities and Exchange Board of India (“**SEBI**”) in accordance with the SEBI (Infrastructure Investment Trusts) Regulations, 2014, as amended (“**SEBI InvIT Regulations**”). Accordingly, the board of directors of the Investment Manager (the “**Board**”), has adopted the following policy and procedures (the “**Policy**”) to provide a framework for the remuneration of members of the Board, key managerial personnel, and other employees of the Investment Manager.

This Policy is guided by the principles and objectives as enumerated in Regulation 26G of the Securities and Exchange Board of India (Infrastructure Investment Trust) Regulations, 2014, as amended (“**SEBI InvIT Regulations**”) and Regulation 19 read with Part D of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**SEBI Listing Regulations**”), to ensure reasonableness and sufficiency of remuneration to attract, retain and motivate competent resources, a clear relationship of remuneration to performance and a balance between rewarding short and long-term performance of the Investment Manager and the Trust.

This Policy reflects the remuneration philosophy and principles of the Investment Manager and the Trust, and considers the pay and employment conditions with peers / competitive market to ensure that pay structures are appropriately aligned.



2. REMUNERATION OF NON-EXECUTIVE AND INDEPENDENT DIRECTORS

- 2.1. Non-Executive Directors, if any and Independent Directors (“**NEDs**”) may be paid remuneration by way of sitting fees and commission. The remuneration/commission/compensation to the NEDs will be determined by the Nomination and Remuneration Committee (“**NRC**”) and recommended to the Board for its approval.
- 2.2. The commission to be paid annually will be restricted to a fixed sum, as recommended by the NRC to the Board, on the basis of their tenor in office during the financial year.
- 2.3. The payment of the commission to the NEDs will be placed before the Board every year for its consideration and approval. The sitting fee payable to the NEDs for attending the Board and committee meetings will be fixed, subject to the statutory ceiling. The fee will be reviewed periodically and aligned to comparable best in class companies.
- 2.4. Sitting fees and commissions paid for NED include fees and commissions related their participation in any committee constituted by the Board.
- 2.5. Keeping with evolving trends in industries and considering the time and efforts spent by specific NEDs, the practice of paying differential commission will be considered by the Board.
- 2.6. NEDs are entitled to be paid all reasonable travelling and other expenses they incur for attending to the Investment Manager’s and Trust’s affairs, including attending meetings of the Investment Manager.



2.7. The remuneration payable by the Investment Manager to NEDs shall be subject to the conditions specified in the SEBI InvIT Regulations and the Companies Act, 2013, if applicable.

3. REMUNERATION OF EXECUTIVE DIRECTORS

3.1 The compensation paid to the Executive Directors (including managing director) will be within the scale approved by the shareholders of the Investment Manager.

3.2 The elements of compensation of the executive director include the elements as described in paragraph 4 below.

3.3 The NRC will set annual objectives for NED prior to the beginning of a new financial year.

3.4 The NRC will determine the annual variable pay compensation in the form of annual incentive and annual increment for the executive director based on the Investment Manager's, Trust's and individual's performance as against the pre-agreed objectives for the year, and submit to the board for approval.

3.5 Executive directors will not be paid sitting fees for any Board / committee meetings attended by them.

3.6 The remuneration payable by the Investment Manager to the executive directors shall be subject to the conditions specified in the SEBI Listing Regulations including in terms of monetary limits, approval requirements and disclosure requirements.

4. REMUNERATION TO KEY MANAGERIAL PERSONNEL / OTHER EMPLOYEES

4.1. The remuneration payable to key managerial personnel and other employees will be recommended by the NRC to the Board for its approval.



4.2. The Investment Manager's total compensation for Key Managerial Personnel if any, / other employees may consist of:

- fixed compensation
- variable compensation
- benefits
- work related facilities and perquisites.

4.3. Fixed compensation will be determined on the basis of size and scope of the job typically as reflected by the level or grade of the job, trends in the market value of the job and the skills, experience and performance of the employee. Fixed compensation will include basic salary and other allowances in line with the salary structure (and may include housing allowance, leave travel allowance).

4.4. The variable pay of executives will be linked to individual performance and the performance of the Trust and shall be determined as per their employment contract and variable pay policy of the Investment Manager

4.5. Based on the grade and seniority of employees, benefits for employees may include insurances

4.6. Employees will also be eligible for work related facilities and perquisites as may be determined through human resources policies issued from time to time based on the grade of the employee.

4.7. A formal annual performance management process will be applicable to all employees, including senior executives. Annual increases in fixed and variable compensation of individual executives will be directly linked to the performance ratings of individual employee.



- Overall compensation shall be subject to periodic reviews which takes into account data from compensation surveys conducted by specialist firms, as well as factors such as affordability based on the Investment Manager's performance and the economic environment.
- Employees may be eligible for severance payments in accordance with the termination clause in their employment agreement subject to applicable regulatory requirements.

5. COMMITTEE MEMBERS INTEREST

5.1. A member of the NRC is not entitled to participate in the discussions when his/her own remuneration is discussed at a meeting or when his/her performance is being evaluated.

5.2. The NRC may invite such individuals, as it considers appropriate, to be present at the meetings of the NRC.

6. ADOPTION, CHANGES AND DISCLOSURE OF INFORMATION

6.1. This Policy and any changes thereof will be approved by the Board based on the recommendation(s) of the NRC.

6.2. This Policy may be reviewed at such intervals as the Board or NRC may deem necessary.

6.3. Such disclosures of this Policy as may be required under the SEBI InvIT Regulations and SEBI Listing Regulations may be made.



7. DISSEMINATION OF POLICY

A copy of this Policy shall be handed over to all directors within one month from the date of approval by the Board. This Policy shall also be posted on the website of the Trust and the details of this Policy, including the evaluation criteria, shall be mentioned in the annual report of the Investment Manager and the Trust, as applicable.

8. Conflict with Applicable Law

The Policy shall not contradict with the provisions of any Applicable Law. In case of any discrepancy, the provisions of Applicable Law shall prevail over the provisions of this Policy.

9. Amendment

- (i). Any amendment or variation to this Policy shall be undertaken with the approval of the Board based on the recommendations of the NRC, and in compliance with the SEBI InvIT Regulations and other applicable law.
- (ii). In case of any change in applicable laws, not being consistent with the terms laid down under this Policy, the Investment Manager shall, as soon as possible, cause an amendment to the Policy to bring it in line with the applicable laws, and until such amendment, such change in applicable law shall prevail and this Policy shall stand deemed 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.

Adopted by the board of directors of Maple Infra InvIT Investment Manager Private Limited on behalf of the InvIT on Saturday, May 13, 2023.