

INDIA GRID TRUST

NOMINATION AND REMUNERATION POLICY

1. Preamble

IndiGrid shall constitute the Nomination and Remuneration Committee (NRC) through the Board. The NRC is central to the effective functioning of the Board and the responsibilities of NRC shall include in addition to the roles and responsibilities covered under this Policy any other such items as may be prescribed by Applicable Law or by the Board in compliance with applicable law from time to time. Section 178 of the Companies Act, 2013 ("Act") read with the applicable rules thereto, provisions of Clause 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI (Infrastructure Investment Trusts) Regulations, 2014, as amended from time to time (together referred to as "Applicable Laws") require the NRC of every listed entity to:

- a. Identify persons who are qualified to become Directors and who may be appointed in Key Managerial Personnel (KMP) role(s) and / or Senior Management Personnel (SMP) role(s) in accordance with the criteria laid down and recommend to the Board their appointment and removal.
- b. For every appointment of an independent director, the Committee shall evaluate the balance of skills, knowledge, and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
 - i. use the services of external agencies, if required.
 - ii. consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - iii. consider adequate time commitment of the candidates.
- c. Formulate the criteria for determining qualifications, positive attributes and independence of a director.
- d. Devising a policy on diversity of Board of Directors
- e. Specify the manner and criteria for effective evaluation of the performance of the Board, its committees, and individual Directors to be carried out either by the Board, by the Committee or by an independent external agency and review its implementation and compliance. Based on the performance evaluation results of independent Directors, decide whether to extend or continue their term of appointment or not.
- f. Recommend to the Board of Directors a policy relating to the remuneration of the Directors, KMP and other employees including SMP.

This policy shall act as a guide or reference to some of the above-mentioned objectives.

2. Definitions

- a. "Act" means Companies Act 2013 and rules there-under, as amended from time to time.
- b. "Applicable Laws" means applicable provisions of the Act and the SEBI Regulations
- c. "Board" means the collective body of the Directors of the Company
- d. "Committee" means the Nomination and Remuneration Committee
- e. "Company/Entity" means IndiGrid or Investment Manager
- f. "Director" means a director appointed on the Board of the Company including Unitholder Nominee Director
- g. "Independent Director" as defined under Applicable Laws
- h. "IndiGrid" means India Grid Trust
- i. "Investment Manager" means IndiGrid Investment Managers Limited

- j. "Key Managerial Personnel" or "KMP" as defined under Applicable Laws
- k. "Non-Executive Director" the expression "non-executive director" wherever it occurs, shall be read as "independent director"
- l. "Policy" means the Nomination and Remuneration Policy
- m. "Remuneration" means any money, or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961
- n. "SEBI Regulations" mean the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI (Infrastructure Investment Trusts) Regulations, 2014, as amended from time to time.
- o. "Senior Management" or "Senior Management Personnel" or "SMP" means as provided under Applicable Laws. In the context of the Company, SMP means personnel of the Company comprising of all members of management one level below the executive Directors including the functional heads but excluding executive assistants and secretaries.
- p. "Eligible Unitholder(s)" shall mean unitholder(s) holding ten percent or more of the total outstanding units of IndiGrid, either individually or collectively.
- q. "Unitholder Nominee Director" shall mean a non-independent director nominated by Eligible Unitholder(s) on the Board of Directors of the Investment Manager of IndiGrid.

3. Board Diversity

The Company believes that a diverse Board will amongst others –

- a. Enhance the quality of decision making and ensure better business performance.
- b. Encourage diversity of perspectives thereby fuel creativity and innovation.
- c. Complement and expand the skills, knowledge, and experience of the Board as a whole.
- d. Provide better Corporate Governance.

A diverse Board will include and make good use of the differences in the skills, knowledge, industry experience, background, race, gender, and other qualities of the individual members as a whole.

All Board appointments will be done on merit, in the context of skills as required for the areas of our business operations, management and also expertise in the fields of regulatory, legal, research / clinical development, human capital management, strategic planning, marketing and general administration.

4. Appointment criteria and qualifications of Directors, KMP and SMP

- a. Committee shall ascertain the integrity, qualification, expertise, and experience of the person identified for appointment as Director, KMP and SMP and recommend to the Board his/ her appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the position.
- b. A person to be appointed as Director or KMP or SMP should possess adequate qualification, expertise, and experience for the position he / she is considered for.
- c. A person, to be appointed as Director, should possess impeccable reputation for integrity, deep expertise, and insights in sectors / areas relevant to the Company, ability to contribute to the Company's growth and complementary skills in relation to the other Board members.
- d. The Company shall not appoint or continue the employment of any person as Managing Director/Whole-time Director/Manager who has attained the age of seventy years.
- e. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

5. Duties of Independent Directors

The independent Directors shall be required to comply with Schedule IV of the Companies Act, 2013 including their duties laid therein as under:

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 behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy.
12. acting within his 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.

6. Obligations with respect to directors and Senior management:

1. A director shall not be a member in more than ten committees or act as chairperson of more than five committees across all listed entities in which he [/she] is a director which shall be determined as follows:
 - a. the limit of the committees on which a director may serve in all public limited companies, whether listed or not, shall be included and all other companies including private limited companies, foreign companies, high value debt listed entities and companies under Section 8 of the Companies Act, 2013 shall be excluded.
 - b. for the purpose of determination of limit, chairpersonship and membership of the audit committee and the Stakeholders' Relationship Committee alone shall be considered.
2. All members of the board of directors and senior management personnel shall affirm compliance with the code of conduct of the board of directors and senior management on an annual basis.
3. The Senior Management shall not accept any directorship outside the organization without prior consent from the Board or CEO as may be applicable.

7. Disclosure by Director:

Every director shall inform the listed entity about the committee positions he or she occupies in other listed entities and notify changes as and when they take place.

8. Disclosure by Senior Management Personnel:

Senior management shall make disclosures to the board of directors relating to all material, financial and commercial transactions, where they have personal interest that may have a potential conflict with the interest of the listed entity at large.

Explanation- Conflict of interest relates to dealing in the shares of listed entity, commercial dealings with bodies, which have shareholding of management and their relatives etc.

9. Familiarization Programme for Independent Directors

- 1) The Company's Corporate Profile, Organizational structure, the latest Annual Report, Code of Conduct, Policies and Charters applicable to Directors shall be provided to all Directors at the time of joining.
- 2) A detailed Appointment Letter incorporating the role, duties and responsibilities, remuneration and performance evaluation process, code of conduct and obligations on disclosures shall be issued to the Independent Directors.
- 3) The company shall provide suitable training to Independent Directors/Non-Executive Directors to familiarize them with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc. and they shall be formally introduced to the Business/ Unit Heads and Corporate Functional Heads.

10. Evaluation of Directors

The Nomination and Remuneration Committee shall review the performance of each current director and consider the results of such review.

11. Manners for effective evaluation performance:

The Board of Directors or the Nomination and Remuneration Committee of the Company shall carry out effective evaluation performance of the Board, its Committees and Individual directors. The manner for effective evaluation performance is given below:

- A) Board:
- B) Committees of the Board:
- C) Individual Directors:

The Board of Directors in their meeting shall review the above implementation and compliance and may inform the Committee their views and suggestions, if any.

The evaluation of directors shall be carried out on an annual basis.

Provided that in the above evaluation, the directors who are subject to evaluation shall not participate.

The remuneration payment of the Independent Directors shall be subject to the said evaluation.

12. Removal of Directors, KMP and SMP

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made there under or under any other applicable Act, rules and regulations, the Committee may recommend to the Board with reasons recorded in writing, removal of a Director, KMP or SMP subject to the provisions and compliance of the said Act, rules and regulations.

13. Composition and Chairmanship of the Nomination and Remuneration Committee

The Committee shall comprise of at least three Directors and all Directors of the committee shall be non-executive Directors. The Chairperson of the nomination and remuneration committee shall be an independent director, provided that the chairperson of the listed entity, whether executive or non-executive, may be appointed as a member of the Nomination and Remuneration Committee and shall not chair such Committee. In case the chairperson is not present at any Committee meeting, the members present at the meeting shall, amongst themselves, elect a chairperson for that particular meeting. The chairperson of the NRC may be present at the annual general meeting, to answer the shareholders' queries; however, it shall be up to the chairperson to decide who shall answer the queries. Membership of the Committee shall be disclosed in the Annual Report. The terms of the Committee members shall be continued unless terminated by the Board of Directors.

14. Frequency of meetings

The NRC shall meet at least once a year and has the authority to convene additional meetings, as may be required. Meetings are convened by written notice to each of the members of the NRC and all members of the NRC are expected to attend each meeting. The NRC may invite other members of the management, consultants or other external experts, if required. Formal decisions are made by a simple majority vote, with the Chairman of the meeting holding a casting vote. The NRC is empowered to convene its meeting(s) through video conferencing. The presence of members through Video Conferencing shall be counted for a valid quorum. Such meetings shall be convened and held in compliance with the guidelines issued by the Ministry of Corporate Affairs for convening the meetings through video conferencing.

The quorum for an NRC meeting shall be either two members or one third of the members of the NRC, whichever is greater, including at least one independent director in attendance. A duly convened meeting of the NRC at which the requisite quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the NRC. The NRC will report on its meetings to the Board.

The Company Secretary shall act as the Secretary of the Committee and shall finalize the agenda, in consultation with the Chairman of the NRC. The agenda and information concerning the business to be conducted at each meeting, shall be, as far as practical, communicated to the members at least a week in advance of each meeting to facilitate a meaningful overview.

15. Committee members interest

A member of the Committee 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.

16. Minutes of Committee Meeting

The Proceedings of all the NRC meetings shall be minuted and signed by the Chairman of the Committee. The minutes of the Committee meetings shall be tabled at the subsequent Board and Committee meetings.

17. Remuneration to Executive Directors, Key Managerial Personnel and Senior Management Personnel

The remuneration to our standard structure of remuneration plan for the Executive / Whole time Director, KMPs and SMPs shall be recommended by the Committee to the Board for approval. The remuneration / compensation / commission, etc. as the case may be, shall be subject to the prior / post approval of the shareholders of the Company wherever required and shall be in accordance with the provisions of the Act and Rules made thereunder, as amended from time to time.

18. Remuneration to Non-Executive/ Independent Directors

The Remuneration to Non-Executive/ Independent Directors shall broadly be categorized in two parts as below:

- 1. Sitting fee:** The Non-executive/ Independent directors may receive a sitting fee for attending board meetings and meetings of the committees, in accordance with the Companies Act.
- 2. Other remuneration payable to independent directors:** Of the fees payable to the Company in the capacity of Investment Manager to India Grid Trust (IndiGrid) (being 1.75% of the difference between revenue from operations and operating expenses (other than the fee of the Investment Manager) of each Portfolio Asset, per annum), an amount not exceeding 0.4% shall be payable to the independent directors of the Company ("Overall Limit"). The board of directors of the Investment Manager shall confirm to the Trustee that the independent directors being considered for performance remuneration have complied with the following:
 - a. The attendance of a particular independent director is not less than 75% or as specified in the relevant independent director's appointment letter. If an independent director has not received the specified attendance, he/ she shall not be entitled to any performance remuneration.
 - b. The independent director(s) have complied with the code of conduct for independent directors as provided under Schedule IV of the Companies Act, 2013 ("Code of Conduct"), Any independent director in breach of the Code of Conduct shall not be entitled to any Performance Remuneration.
 - c. Quality of contributions to the Board deliberations.
 - d. Strategic perspectives or inputs regarding future growth of Company, IndiGrid and its performance.
 - e. Providing perspectives and feedback going beyond information provided by the management.
 - f. Commitment to shareholders and other Stakeholders interests.

Upon completion of the evaluation exercise, the board of directors, on recommendation of Nomination and Remuneration Committee, shall approve the performance remuneration payable to each independent director through a unanimous resolution including the amount payable to each independent director within the overall limit approved by the Unitholders of IndiGrid. The remuneration payable to the independent directors will be within the overall limit of the fee payable to the Investment Manager.

19. Remuneration to Other Employees

Employees shall be assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in the organization. Individual remuneration is determined within the appropriate grade and is based on various factors such as job profile, skill sets, seniority, experience and prevailing remuneration levels for equivalent jobs as per the compensation policy of the Company.

20. Board nomination rights to Unitholders of IndiGrid

As per Regulation 4(2)(h) of SEBI (Infrastructure Investment Trusts) Regulations, 2014 ("InvIT Regulations") Eligible Unitholders shall be entitled to nominate one director on the board of directors of the Investment Manager of IndiGrid. Accordingly, the framework to exercise board nomination rights by the Eligible Unitholder(s) has been specified below in compliance of SEBI Circular No. SEBI/HO/DDHS-PoD-2/P/CIR/2023/153 dated September 11, 2023 ("the Circular"), as amended from time to time.

21. Conditions for Nomination of a Unitholder Nominee Director

- (a) Eligible Unitholder(s) shall have the right, but not the obligation, to nominate any person for appointment as Unitholder Nominee Director.
- (b) Eligible Unitholder(s) shall be entitled to nominate only one Unitholder Nominee Director, subject to the unitholding of such Eligible Unitholder(s) exceeding the specified threshold. If the right to nominate one or more directors on the Board of Directors of the Investment Manager is available to any entity (or to an associate of such entity) in the capacity of shareholder of the Investment Manager or lender to the Investment Manager or IndiGrid (or its HoldCo(s) or SPVs), then such entity in its capacity as unitholder, shall not be entitled to nominate or participate in the nomination of a Unitholder Nominee Director.
- (c) If the unitholding of more than one unitholder is aggregated for the purpose of qualifying as Eligible Unitholder(s) to exercise the right to nominate a Unitholder Nominee Director, then such unitholders shall not be eligible to participate in any other group of Eligible Unitholder(s).
- (d) If any unitholder(s) acquires/holds units of the prescribed threshold of ten percent unitholding or more during a particular financial year, then such unitholder(s) shall be entitled to exercise the nomination right only in the following financial year as per the process mentioned in this Policy.
- (e) Unitholder Nominee Directors shall recuse themselves from voting on any transaction where either such director, such director's associates or the Eligible Unitholder(s) who nominated him / her or associate of such Eligible Unitholder(s) is a party.
- (f) Eligible Unitholders shall comply with stewardship code specified in Schedule VIII of the InvIT Regulations.

22. Eligibility criteria for Unitholder Nominee Director

The following eligibility requirements should be fulfilled by the candidates proposed to be considered for appointment as Unitholder Nominee Directors other than the criteria as mentioned in paragraph 4 of this Policy.

1. The person should be "fit and proper" based on the criteria specified under Schedule II of the Securities and Exchange Board of India (Intermediaries) Regulations, 2008, as amended.
2. The person is not a willful defaulter or fraudulent borrower, or a promoter or director or person in control of a company or entity categorized as such by any bank or financial institution in accordance with the guidelines prescribed by the Reserve Bank of India.
3. The person's name does not appear under any list of disqualified directors issued by the Ministry of Corporate Affairs and is not debarred from acting as a director or member of management by any court, regulatory or supervisory authority.
4. The person is not debarred from accessing the capital markets by the Board or any other authority.
5. The person is not or has not been a promoter or director or person in control of any company or entity which has been debarred from accessing the capital markets by the Board or any other authority.
6. The person shall possess at least 15 years of experience in sub-sectors in which IndiGrid operates.
7. The person shall not be a director or member of any governing board of Investment Manager of Infrastructure Investment Trusts or any entity operating in sub-sectors in which IndiGrid operates.

23. First time Nomination after the issuance of the Circular

A. Intimation by the Investment Manager to all unitholders

- a) The Investment Manager shall send a written intimation to all unitholders on their email address(es) registered either with the Investment Manager or with any depository, within ten days from the end of September 30, 2023, requesting them to inform the Investment Manager if any Eligible Unitholder(s) wish to exercise the right to nominate a Unitholder Nominee Director.

b) Notice by Eligible Unitholder(s) who wish to exercise the board nomination right

- i) Eligible Unitholder(s) who wish to exercise this right shall inform the Investment Manager through a written notice within ten days of receipt of the intimation from the Investment Manager. The Eligible Unitholder(s) shall be reckoned based on the unitholding pattern as on September 30, 2023.
- ii) The Eligible Unitholder(s) shall inform the Investment Manager of IndiGrid in writing of their proposed candidate for the Unitholder Nominee Director along with following details:
- name of the candidate
 - DIN of the candidate
 - a brief profile of the candidate, including age, educational qualifications, professional qualifications, nationality, occupation, address, experience in the sector and sub-sector in which IndiGrid operates and directorship in other entities, together with back-up documents.
 - details of any outstanding criminal action, regulatory action or material civil litigation against the candidate
 - details required under The Companies Act, 2013 to facilitate the Investment Manager for filing of Form DIR-12
 - confirmations in relation to eligibility of the candidate as set out in paragraph 22.
- iii) If multiple unitholders are aggregating their unitholding for the purpose of nomination right, then such notice shall also identify up to two unitholders as authorized representative of the group of Eligible Unitholder(s). Any communication by such authorized representatives to the Investment Manager for the purpose of such nomination shall be deemed to be on behalf of, and representative of the interests of, the entire group of Eligible Unitholder(s).
- iv) The notice shall also set out the names, demat account details and unitholding of the Eligible Unitholder(s). The notice shall also contain a specific acknowledgement from the Eligible Unitholder(s) that their unitholding shall be maintained at at least ten percent of the total outstanding units of IndiGrid, failing which they shall lose the right to have their Unitholder Nominee Director on the Board of Directors of the Investment Manager.
- v) The eligibility of a Unitholder Nominee Director shall be confirmed by the Investment Manager, based on the evaluation done by the Nomination and Remuneration Committee and/or the Board of Directors of the Investment Manager in line with this policy, within ten days of receipt of notice from Eligible Unitholder(s).
- vi) Once the eligibility of a Unitholder Nominee Director is confirmed, the Investment Manager shall take necessary steps to complete the appointment of such director on the Board of Directors within thirty days from the date of such confirmation. The Investment Manager shall ensure that the appointment of the Unitholder Nominee Director is in compliance with the requirements with respect to the composition of the Board of Directors under the InvIT Regulations and other applicable laws.

- vii) If the candidate proposed is not eligible or not found suitable based on the evaluation done by the Nomination and Remuneration Committee and/or the Board of Directors of the Investment Manager in line with this policy, the reasons shall be recorded in writing and shall be communicated by the Investment Manager to the Eligible Unitholder(s) within ten days of receipt of notice from Eligible Unitholder(s). In such case, the Eligible Unitholder(s) may submit another candidate within a period of ten days from the receipt of such communication from the Investment Manager.

24. Subsequent Nomination by unitholders on an annual basis

- a) The Investment Manager shall send a written intimation to all unitholders on their email address(es) registered either with the Investment Manager or with any depository, within ten days from the end of each financial year, requesting them to inform the Investment Manager if any Eligible Unitholder(s) wish to exercise the right to nominate a Unitholder Nominee Director.
- b) Eligible Unitholder(s) who wish to exercise this right shall inform the Investment Manager through a written notice within ten days of receipt of the intimation from the Investment Manager. The Eligible Unitholder(s) shall be reckoned based on the unitholding pattern of IndiGrid as on March 31st of the financial year.
- c) The provisions contained in paragraph 23(b) above shall apply in regard to the notice by Eligible Unitholder(s) to the Investment Manager and for appointment of the Unitholder Nominee Director.

25. Continuity of Unitholder Nominee Director

- a) A Unitholder Nominee Director shall continue to remain on the Board of Directors of the Investment Manager unless:
 - i. the nomination is withdrawn by Eligible Unitholder(s) or
 - ii. change in the Unitholder Nominee Director is requested by Eligible Unitholder(s) or
 - iii. the unitholding of Eligible Unitholder(s) falls below the required threshold consequent to which the Unitholder Nominee Director resign / step down from the Board of Directors of the Investment Manager or
 - iv. the Unitholder Nominee Director is unable to serve or resign or is removed from the Board of Directors of the Investment Manager for any reason including the reasons set out in this circular.

26. Review of Unitholding of Eligible Unitholder(s) by the Investment Manager

- a) The Investment Manager of IndiGrid shall, within ten days from the end of each calendar month, review whether the Eligible Unitholder(s) who have exercised the board nomination right, continue to have/hold the required number of units of IndiGrid and make a report of the same. The Investment Manager shall submit such report to the Trustee of IndiGrid.
- b) On review by the Investment Manager, if it is found that Eligible Unitholder(s) do not have/hold the required number of units, then the Investment Manager shall inform the same to the Trustee, such unitholder(s) and the Unitholder Nominee Director. The Investment Manager and such Unitholder(s) shall require the relevant Unitholder Nominee Director nominated by such Unitholder(s) to resign / step down from the Board of Directors of the Investment Manager forthwith and such Unitholder Nominee Director shall accordingly resign / step down from the board.

27. Change in Unitholder Nominee Director or withdrawal of nomination

- a) If an Eligible Unitholder or a group of Eligible Unitholders propose to withdraw their nomination for the Unitholder Nominee Director that has been appointed on the Board of Directors of the Investment

Manager, then such Eligible Unitholder(s), or their authorized representatives, shall inform the Investment Manager and the Unitholder Nominee Director of the same, and the Unitholder Nominee Director shall resign / step down from the Board of Directors of the Investment Manager forthwith.

- b) If an Eligible Unitholder or a group of Eligible Unitholders propose to change a Unitholder Nominee Director who has been appointed on the Board of Directors of the Investment Manager, then such Eligible Unitholder(s), or their authorized representatives, shall inform the Investment Manager of the proposed candidate in the manner set out in paragraph 23(b)(ii) to 23(b)(iv) of this policy. The Investment Manager shall evaluate the proposed candidate and the provisions of paragraph 23(b)(v) to 23(b)(vii) of this Policy shall apply.

28. Vacating of office of a Unitholder Nominee Director

- a) If at any time, the individual or collective unitholding of the Eligible Unitholder(s), who have nominated a Unitholder Nominee Director, falls below ten percent of the total outstanding units of IndiGrid, then the Eligible Unitholder(s) shall, notwithstanding the requirement contained in paragraph 26 above, immediately inform the Investment Manager within two working days from such change and the Unitholder Nominee Director shall resign / step down from the Board of Directors of the Investment Manager within two working days from such change.
- b) If the individual or collective unitholding of the Eligible Unitholder(s), who have nominated a Unitholder Nominee Director, falls below ten percent of the total outstanding units of the InvIT on account of any fresh issuance of units by IndiGrid, then the Eligible Unitholder(s) shall, notwithstanding the requirement contained in paragraph 26 above, immediately inform the Investment Manager within two working days from the date of allotment of fresh units of IndiGrid and the Unitholder Nominee Director shall resign / step down from the Board of Directors of the Investment Manager within two working days from such date of allotment.
- c) In case of death or permanent disability of a Unitholder Nominee Director, the Eligible Unitholder(s) that nominated such Unitholder Nominee Director may propose another individual as a replacement in the manner described in paragraph 23(b)(ii) to 23(b)(vii) of this Policy.
- d) The Board of Directors (including the Nomination and Remuneration Committee) shall have the power to remove a Unitholder Nominee Director from office, for reasons to be recorded in writing, including if the Unitholder Nominee Director ceases to meet the eligibility criteria or other requirements, including as set out in this Policy.

29. Remuneration to Unitholder Nominee Director

The Unitholder Nominee Director may receive a sitting fee for attending board meetings and meetings of the committees, as may be approved by the Nomination and Remuneration Committee and/or the Board of Investment Manager.

30. Reporting and Monitoring holding of Eligible Unitholder(s)

The Investment Manager of IndiGrid shall, within ten days from the end of each calendar month, review whether the Eligible Unitholder(s) who have exercised the board nomination right, continue to have/hold the required number of units of IndiGrid and make a report of the same. The Investment Manager of IndiGrid shall submit such report to the Trustee of IndiGrid.

31. Monitoring, Tracking and Reporting

The Committee shall support laying down a succession plan and drive the understanding of talent across the organization and support development programme for the Board. As part of the exercise, it will also review

and suggest training for directors. Amongst the key requirements is to also plan for the evolution of non-executive directors over the medium term to maintain appropriate mix of skills, age and gender diversity on the Board. The Committee will conduct an annual review of the policy (including a review of the effectiveness of the Policy), discuss any changes with the Board and ensure that the revisions to the Policy are approved by the Board. The Company shall provide sufficient information about this policy to its shareholders, and provide information regarding the composition of the Board, the areas of expertise of each director and their qualifications / characteristics etc. The necessary disclosures about the policy and other details should be made as per the requirements of the SEBI Regulations.

32. Amendments to the Nomination and Remuneration Policy

The Board on its own and/or as per the recommendations of the Nomination and Remuneration Committee can amend this policy as deemed fit from time to time.

In the event of any conflict between the provisions of this Policy and of the Act or SEBI Regulations or any other statutory enactments, rules, the provisions of such Act or SEBI Regulations or statutory enactments, rules shall prevail over and automatically be applicable to this Policy and the relevant provisions of the Policy would be amended/modified in due course to make it consistent with the law.

Adopted by the Board of Directors of IndiGrid on October 06, 2023.