



SUCCESSION POLICY

[Adopted by the Board on 01/07/2024]

HIGHWAY INFRASTRUCTURE LIMITED

SUCCESSION POLICY

A. Introduction

In accordance with the provision of Regulation 17(4) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended, and Section 178 of the Companies Act, 2013 as amended, the Board of Directors (the “**Board**”) of Highway Infrastructure Limited (the “**Company**”) has adopted this policy (“**Succession Policy**”) on **01/07/2024** upon the recommendation of the Nomination and Remuneration Committee (“**NRC**”). The Board based on the recommendation of the Nomination and Remuneration Committee may amend this Policy from time to time with respect to matters covered under this Policy or otherwise.

B. Objective

The objective of this Succession Policy is to ensure the orderly identification and selection of new Directors or Senior Management so that the investors of a listed company do not suffer in the event of any vacancy, whether such vacancy exists by reason of an anticipated retirement, an unanticipated departure, the expansion of the size of the Company, or otherwise.

Therefore, the Board of Directors (“**Board**”) of all listed companies is required to develop an action plan for the successful transition of key executives in accordance with the Listing Regulations. Succession planning is crucial to the survival and growth of any business and a tool for an organization to ensure its continued effective performance through leadership and management continuity.

The Company appreciates the importance of succession planning to ensure continuity in its smooth functioning. Key positions in the Company, which are important for the Company’s current and future growth, are assigned to qualified and competent professionals. It is imperative to fill up vacancies in such positions well in time to ensure continuity in leadership and management of the Company.

C. Definitions

“**Nomination and Remuneration Committee**” or “**Committee**” means the committee of the Board constituted/ re-constituted under the provisions of the Companies Act, 2013.

“**Board of Directors**” or “**Board**” means the board of directors of the Company, constituted/re-constituted from time to time.

“**Senior Management**” means personnel of the Company who are members of its core management team exclusively the Board of Directors. Generally, this would comprise all members of management one level below the executive directors, including all functional heads.

D. Policy

Planning and review: The Nomination and Remuneration Committee shall periodically review and determine if there is reason to believe that one or more Director slots/ Senior

Management positions shall become vacant within the next twelve months and accordingly report its findings to the Board.

1. Procedure

- i) If the Nomination and Remuneration Committee anticipates that a Director Slot/Senior Management position shall become vacant within the next twelve months (whether by reason of an announced intent to retire or otherwise), or if such position suddenly becomes vacant (whether by death or otherwise), the Committee shall as soon as reasonably practicable recommend to the Board, sufficient number of candidates for selection.
- ii) While identifying candidates for nomination as Director or Senior Management, the Committee may consult whatever sources it deems appropriate, including, but not limited to, referrals from existing Directors or Senior Management, recommendations from third-party search firms, etc.
- iii) The Committee shall have the authority to engage whatever advisors (including attorneys and search firms) it believes appropriate in its efforts to identify and evaluate potential candidates.
- iv) The Committee shall also periodically review the list of high-performer employees within the Company that may be potential candidates for elevation to the position of Senior Management position.

2. Assessment of candidates

The Committee shall make an initial assessment of potential candidates for the vacancy. It shall select from such pool, candidates for an initial interview by one or more members of the Committee. No candidate shall be recommended to the Board for selection without such candidate having been interviewed by all the members of the Committee. When the Committee identifies individuals that it believes meet the criteria mentioned in the Nomination & Remuneration Policy of the Company, it shall recommend them to the Board for selection.

3. Emergency Succession

If a Director slot/ Senior Management position suddenly becomes vacant by reason of death or other unanticipated occurrence, the Committee shall convene a special meeting as early as possible to implement the process described herein

E. Review and Monitoring

The Nomination and Remuneration Committee shall review and monitor from time to time the implementation of this Policy to ensure its effectiveness and may also recommend changes, if any, to the Board to ensure effective succession planning.

F. Disclosures

The Company shall disclose this Policy on its website and a web link thereto shall be provided in the Annual Report.