



Highways Infrastructure Trust
(Acting through its Investment Manager – Highway Concessions One Private Limited)

Name of the Committee	Risk Management Committee
Formation Date	November 15, 2022 operational from November 23, 2022
Terms of Reference	Adopted by the Board of Directors on November 15, 2022 and December 20, 2022

1. Introduction & Applicability

The Risk Management Committee ("**Committee**") is a committee constituted by the Board of Directors ("**Board**") of Highway Concessions One Private Limited ("**HC One or Company or Investment Manager**") for the operation of Highways Infrastructure Trust ("**Trust/InvIT**") in accordance with the Regulation 21 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, and is applicable for Highway Concessions One Private Limited in its capacity as Investment Manager to the Trust.

2. Definitions

- 2.1 "**CA 2013**" means the Companies Act, 2013 including any amendments, rules, notifications, circulars, etc.
- 2.2 "**InvIT**" means Highways Infrastructure Trust, being an infrastructure investment trust registered with Securities & Exchange Board of India.
- 2.3 "**InvIT Regulations**" means Securities and Exchange Board of India (Infrastructure Investment Trusts) Regulations, 2014 and circulars issued by SEBI from time to time.

3. Terms of Reference

The terms of reference of the Stakeholders Relationship Committee is as follows:

3.1 To formulate a detailed Risk Management Policy which shall include:

- a) A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
- b) Measures for risk mitigation including systems and processes for internal control of identified risks.
- c) Business continuity plan.

- 3.2 To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- 3.3 To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- 3.4 To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity.
- 3.5 To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- 3.6 To coordinate its activities with the Audit Committee in instances where there is any overlap with audit activities (e.g. internal or external audit issue relating to risk management policy or practice);
- 3.7 The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

4. Composition

- 4.1 The Committee shall comprise of at least 3 (three) members with majority of them being members of the Board of directors including at least one Independent Director. Chairman of the Committee shall be a director and senior executives of the listed entity may be members of the committee.
- 4.2 A Committee member who wishes to retire or resign from the Committee shall give written notification to the Board.
- 4.3 Where any member of the Committee, who is also a member of the Board, retires, resigns or is removed from the Board, that member shall automatically cease to be a Committee member effective concomitantly with his retirement, removal or resignation from the Board.

5. Meetings

- 5.1 The Committee shall meet at least twice a year.
- 5.2 The Company Secretary shall act as Secretary of the Committee.
- 5.3 The Notice and agenda for meetings of Committee shall be given to all members, at least 2 days prior to the meeting or at such shorter notice as may be agreed by all the members.
- 5.4 The Quorum for the Committee meetings shall be either 2 (two) members or one third of the members of the Committee, whichever is higher, including at least one member of the Board in attendance.

5.5 Decision at the Committee shall be by majority.

6. Circular resolutions

6.1 A circular resolution, signed by majority of the Committee members, shall be valid and effective from the date of receiving approval from majority members, as if it had been passed at a duly convened and held meeting of the Committee.

6.2 Consent provided by the Committee members to the circular/ written resolution through telefax, telex, cable, telegram or electronic mail or any form of electronic communication, will be valid.

7. Minutes

7.1 Minutes of all proceedings of meetings of the Committee shall be recorded by the Chairman or Secretary of the Committee and circulated to all Committee members.

7.2 The minutes are to be confirmed and signed by the Chairman of the concerned Committee meeting.

8. Reporting To The Board

Chairman of the Committee shall report on the proceedings of the Committee to the Board by way of submission of minutes of the Committee meetings or by such other mode as the Chairman shall in his discretion deem fit.