



# NATIONAL INVESTMENT AND INFRASTRUCTURE FUND LIMITED

## NOMINATION AND REMUNERATION POLICY

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## 1. **INTRODUCTION**

National Investment and Infrastructure Fund Limited (“Company” or “NIIF Limited”), has been incorporated as a company under the Companies Act, 2013 and is acting as the investment manager to Alternative Investment Funds (as defined under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012 (“AIFs”).

NIIF Limited is a collaborative investment platform for international and Indian investors, anchored by the Government of India. NIIFL invests across asset classes such as infrastructure, growth private equity across sectors in India, with the objective to generate attractive risk-adjusted returns for its investors.

NIIF Limited currently manages capital commitments across National Investment and Infrastructure Fund (“Master Fund”), NIIF Fund of Funds-I (“NIIF FoF”), National Investment and Infrastructure Fund II (“NIIF SOF”) and India-Japan Fund (IJF).

The Master Fund, NIIF FoF, NIIF SOF, IJF, Private Markets Fund-II (PMF II) or such other funds that may be set up from time to time pursuant to regulatory and internal approvals or any other pooling vehicle managed by the Company (including a branch or subsidiary of the Company), shall hereinafter collectively be referred to as the “NIIF Funds”

The Company has its registered office at Hindustan Times House, 3rd Floor, 18-20, Kasturba Gandhi Marg, New Delhi – 110001. The Company has set up a branch in Gift City, Gandhinagar in FY2023-24.

## 2. **PURPOSE**

National Investment and Infrastructure Fund Limited (“**Company**”) has adopted this Nomination and Remuneration policy (“**Policy**”) for the purpose of creating a high-performance culture in the Company. The Policy enables the Company to attract, retain and motivate employees of the Company to achieve the desired results. The remuneration structure is tailored to the laws, regulations, practices, and benchmarks prevalent in the industry. The Company has formulated a philosophy to ensure the payment of equitable and competitive remuneration to all employees.

## 3. **OBJECTIVES**

- To ensure that the Company’s compensation practices support and encourage meritocracy.
- To ensure that compensation is market linked and considers the competitive context of each business.
- To leverage compensation as an effective instrument to enhance performance and employee potential, and therefore, to link a significant component of compensation to both employee and collective performance outcomes.

- To design compensation practices such that they reinforce Company's values and culture (including non-discrimination and equality) and to implement them in a manner that complies with all relevant legal and regulatory requirements.
- To attract, retain, motivate, and promote talent and to ensure long term sustainability of talent and create a competitive advantage.
- To ensure compliances and maintain high standards of governance.

#### 4. **PRINCIPLES**

- Align compensation with the long-term interests of the Company.
- Minimize complexity and ensure transparency.
- Link compensation to the annual business performance of the Company.
- Promote a culture of meritocracy linked to key performance and business drivers.
- Ensure consistency in application of performance parameters and review mechanisms.
- Compensation structure should be reflective of market competitiveness to attract the best talent.

#### 5. **COMPONENTS OF REMUNERATION**

Similar to most investment management firms in India and internationally, the Company's compensation framework includes, (i) an annual fixed pay consisting of salary and benefits, (ii) Short term, and long-term incentives, as applicable, which are decided by the Relevant Committee appointed by the Board of Directors of the Company ("**Board**") from time to time.

Employees are eligible for annual increments based on their individual performance as well as the Company's performance effective April 1 each year. The annual increments are approved the Relevant Committee of the Board.

#### 6. **DISCLOSURE OF REMUNERATION**

The Company shall disclose information regarding remuneration in the annual reports of the Company in line with the applicable laws, rules, and regulations. Within the Company, this Policy and all relevant contents under this Policy will be accessible to all employees.

#### 7. **NOMINATION AND REMUNERATION COMMITTEE**

The Company has a Nomination and Remuneration Committee ("**Committee**") that is responsible for assessing and recommending to the Board, remuneration related aspects of the Company. The Committee shall meet at least two times a year and at such other times as the members of the Committee may deem necessary. Further, the Nomination and Remuneration Committee shall perform such duties and discharge such functions as is prescribed under the provisions of section 178 of the Companies Act, 2013 (as amended) and assigned by the Board from time to

time.

The Committee shall have the following rights:

- The Company may appoint any consultant, on such terms as it may deem fit for the purposes of assisting the Committee to evaluate compensation payable to the Chief Executive Officer, Executive Directors or Senior Management.
- The Committee may conduct or authorize, at the cost of the Company, any research / studies with respect to its responsibilities and duties including obtaining / providing access to all books, records, facilities, and personnel of the Company.
- The Committee shall be entitled to obtain advice from auditors, lawyers, or experts as it may deem appropriate as per its' requirements and cost for such advice to be borne by the Company.
- To call for records, documents or seek explanations from officers of the Company or auditors or lawyers or experts, as it may deem appropriate, whether or not as part of any internal investigation into violation of the policies of the Company.

## Annexure - I

Particulars of amendments to Policy are stated as under:

Version Reference	Effective date
Version 1	October 15, 2021
Version 2	July 27, 2024