

NOMINATION AND REMUNERATION POLICY

E TO E TRANSPORTATION INFRASTRUCTURE LIMITED

(Formerly E TO E TRANSPORTATION INFRASTRUCTURE PRIVATE LIMITED)

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Nomination and Remuneration Committee Policy

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Principles and Objectives:

1.1 Recommend Appointment/ Removal of Director/ KMP/ Senior Management:

This shall include “Formulation of the criteria for determining qualifications, positive attributes and independence of a director”. This also includes periodical review of composition of the Board with the objective of achieving an optimum balance of size, skills, independence, knowledge, age, gender and experience.

Support the Board of Directors in matters related to the setup, review and refresh of the Committees. Devise a policy on Board diversity. Recommend to the Board the appointment or removal of directors.

Factors to be considered when reviewing a potential candidate for Board appointment include without limitation:

- To have relevant experience in Finance/ Law/ Management/ Sales/Marketing/ Administration/ deliberations of Board/Corporate Governance or the other disciplines related to company’s business.
- The capability of the candidate to devote the necessary time and commitment to the role. This involves a consideration of matters such as other Board or executive appointments; and
- Potential conflicts of interest, and independence.

1.2 Formulation of Criteria for Performance evaluation of Independent Directors and the Board of Directors:

In compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Companies Act, 2013, Board shall evaluate its own performance along with that of its Committees.

The Committee shall carry out the evaluation of every director’s performance which shall be reviewed by Board. The Criteria for evaluation of the performance of the Board, its Committees and individual directors shall be framed by the Committee in consultation with the Board. This shall include “Formulation of criteria for evaluation of Independent Directors and the Board.”

1.3 Recommendation of Remuneration Policy:

The Committee shall recommend the remuneration policy for the Directors, KMP, Senior Management, Executive team and Other employees. This also includes recommendation of the annual and long-term incentive plan (includes deferred payment plans, equity plans, etc.) for Managing Director (“MD”) /CEO /Executive Directors/ KMP and the Executive team.

While formulating such a policy the Committee shall ensure that

1. the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;

2. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
3. remuneration to Directors, KMP's, senior management and executive team involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its goals.

1.4 Recommendation of remuneration to Non-Executive Director (NED's):

- **Remuneration/ Commission**

The remuneration/commission shall be paid to Non-Executive Director in accordance with the statutory provisions of the Act and the rules made there under for the time being in force.

- **Sitting Fees**

The Non-Executive Directors shall be paid a sitting fee for every meeting of the board and committee thereof attended by them as member.

1.5 Criteria for determining Qualifications, Positive Attributes & Independence of Director:

a) Criteria for determining Qualifications:

The directors (including independent directors) shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, operations or other disciplines related and beneficial to the company's business.

b) Criteria for determining positive attributes

The Committee shall consider the following factor for determining positive attributes of directors (including independent directors):

- Directors are to demonstrate integrity, credibility, trustworthiness, ability to handle conflict constructively, and the willingness to address issues proactively.
- Actively update their knowledge and skills with the latest developments in the Industry, market conditions and applicable legal provisions.
- To assist in bringing independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct.
- To act within their authority, assist in protecting the legitimate interests of the Company, its shareholders and employees.

c) Criteria of Independence

- a. The Committee shall assess the independence of Directors at the time of appointment/re-appointment and the Board shall assess the same annually.
- b. While evaluating a person for appointment / re-appointment as an Independent Director, the Committee shall ensure that the proposed candidate satisfies the following additional criteria:
 - Meet the baseline definition and criteria of “independence” as set out in section 149 of the Act, the Listing Regulations and other applicable laws.
 - Should not hold any board / employment position with a competitor in the geographies where the Company is operating. However, the Board may in special circumstances waive this requirement.
 - Has attained minimum age of 25 years and is not older than 70 years.
 - Does not hold independent directorship in more than seven listed entities.
 - Does not hold directorship in more than three listed entities if serving as a whole time director in any listed entity
- c. The Independent Directors shall abide by the “Code for Independent Directors” as specified in Schedule IV to the Companies Act, 2013.

1.6 Policy on Board Diversity

The Company should endeavour to have mix of Directors with experience in diverse field's viz. Finance, Law, Management, Sales and Marketing, Technical, Administration, Corporate Governance, factory operations and other discipline related and beneficial to the Company's operations.

1.7 Other Functions of Committee:

- a. To identify persons who qualify to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this Policy.
- b. To ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meet appropriate performance benchmarks.
- c. To formulate the Nomination and Remuneration policy of the Company and propose any amendments.
- d. To assist the Board in ensuring that plans are in place for orderly succession for appointments to the Board, Key Managerial Personnel and to senior management.
- e. To extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- f. To carry out any other function as is mandated by the Board from time to time and /or enforced by the statutory notification, amendment or modification, as may be applicable.
- g. On an annual basis, recommend to the Board the remuneration payable to directors, KMP, senior management and executive team of the company. This includes review and

recommendation of the actual payment of annual and long-term incentives for MD/CEO/Directors/ KMP and executive team.

- h. Review matters related to remuneration and benefits payable upon retirement and severance to MD/CEO/ Directors, KMP, Senior management and executive team.
- i. Review matters related to voluntary retirement and early separation schemes for the company.
- j. Assist the Board in fulfilling its corporate governance responsibilities relating to remuneration of Board, KMP, Senior Management and executive team members.
- k. This includes review and approval of any information related to directors, KMP, executive team and their remuneration to be presented in the annual report or other external communications (statutory or otherwise).

2. Agenda, Minutes and Reports:

2.1 The Committee may establish an Annual Work Plan (“AWP”) for each year to ensure that all relevant matters are covered by the agendas of the meetings planned for the year.

2.2 The Committee shall meet as often as needed to discuss matters. It is however recommended that the committee meet at least 3 to 4 times during the year. Meeting of the Committee can be held whenever required. The Chairperson of the Committee shall be responsible for establishing the agenda for meetings of the Committee. Minutes of all meetings of the Committee shall be prepared to document the discharge of responsibilities by the Committee. The minutes shall be approved at a subsequent meeting of the Committee and shall be distributed periodically to the Board of Directors. The Company Secretary of the Company shall act as the Secretary/Convener of the Committee and ensure that the Committee receives information and papers in a timely manner to enable full and proper consideration to be given to the issues.

3. Authority and Power of Committee:

The Committee shall have the power to:

- Investigate any matter within the scope of this charter or as referred to it by the Board.
- Seek any information or explanation from any employee or director of the company.
- Invite such executives, as it considers appropriate to be present at the meetings of the Committee.
- Ask for any records or documents of the company. The Committee may also engage (on reasonable terms acceptable to the Board and at the expense of the company) independent consultants and other advisors and seek their advice on matters related to discharge of their responsibilities.

4. Evaluation:

Committee shall undergo an annual self-evaluation of its performance and report the result to the Board. Indicative areas for evaluation as part of this exercise include:

- Degree of fulfilment of key responsibilities,
- Adequacy of Committee composition,
- Effectiveness of meetings,
- Committee dynamics,
- Quality of relationship of the Committee with Board and management.

5. Review of Nomination and Remuneration Committee Policy:

The Committee shall periodically report to the Board on various matters falling within the Terms of Reference. The Company shall disclose remuneration policy and evaluation criteria in its annual reports. The adequacy of this policy shall be reviewed and reassessed by the Committee, periodically and appropriate recommendations shall be made to the Board to update the policy based on the changes that may be brought about due to any regulatory framework or otherwise.