

## **POLICY ON DIVERSITY OF BOARD OF DIRECTORS**

**E TO E TRANSPORTATION INFRASTRUCTURE LIMITED  
(Formerly E TO E TRANSPORTATION INFRASTRUCTURE PRIVATE LIMITED)**

**CIN: L45201KA2010PLC052810**

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### **I. PREFACE**

As per Regulations 19(4) read with Sub-clause (3) Para A of Part D of Schedule II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (hereinafter referred to as the “SEBI LODR Regulations”), with an aim to set out the Company’s approach to ensuring adequate diversity in the composition of the Board of Directors ( “Board”), the Policy on Board’s Diversity (“Policy”) has been approved by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee ( “Committee”) of the Board.

This Policy sets out the approach to diversity on the Board of E To E Transportation Infrastructure Limited (“the Company”).

The Company recognizes the importance and benefits of having a diverse Board to enhance quality of its performance.

The Policy applies to the Board only and does not apply to diversity in relation to the employees of the Company.

### **II. INTERPRETATION**

Any words used in this policy but not defined herein shall have the same meaning ascribed to it in the Articles of Association of the Company and /or the Companies Act, 2013 or Rules made there under. In case of any dispute or difference upon the meaning/interpretation of any word or provision in this Policy, the same shall be referred to the Committee and the decision of the Committee in such a case shall be final.

### **III. POLICY**

The Company believes that a diverse Board will–

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

A diverse Board will include and make good use of the differences in the skills, knowledge, industry experience, background, gender, race, ethnicity, cultural background 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, business development, human capital management, strategic planning, marketing and general administration.

### **IV. NOMINATION AND APPOINTMENT**

The Nomination and Remuneration Committee (“Committee”) of the Board shall:

- a. Review and assess the composition of the Board.
- b. Identify appropriate qualified personnel to occupy Board position.

- c. Suggest appropriate expertise and diversity requirements.
- d. Manage the process of recruiting new members to the Board and defining requisite skills.
- e. Ensure that selection process is formal and thorough and non-discriminatory.
- f. Review and report any changes in relation to the diversity of the Board.

The Committee shall also review the Board composition in terms of the size of the Board, the composition of executive and non-executive directors and the composition of independent directors, each of which shall be in accordance with the requirements of the Articles of Association of the Company, the Companies Act, 2013, the Listing Agreements and other statutory / regulatory requirements.

Further, the Committee will ensure that no person is discriminated against on grounds of religion, race, gender, pregnancy, childbirth or related medical conditions, national origin or ancestry, marital status, age, sexual orientation, or any other personal or physical attribute which does not speak to such person's ability to perform as a Board member.

## V. AMENDMENTS AND UPDATES

In the event of any conflict between the provisions of this Policy and of the applicable law, the provisions of applicable law shall prevail over this Policy. Any subsequent amendment / modification to the applicable law shall automatically apply to this Policy. The Committee will review this Policy periodically and recommend appropriate revisions to the Board.

## VI. DISSEMINATION OF THE POLICY

The Company shall disclose the Policy on its website.

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