

YATRA CAPITAL

Terms of Reference of the Remuneration and Nominations Committee of Yatra Capital Limited (“the Company”)

MEMBERSHIP

1. The Remuneration and Nominations Committee (“**Committee**”) and its Chairman shall be appointed by the Board and comprise at least 3 members the majority of whom shall be independent non-executive directors. Any two members of the Committee shall comprise a quorum. The Company Secretary shall act as Secretary of the Committee.

ATTENDANCE AT, FREQUENCY OF AND REPORTING ON MEETINGS

2. The Committee shall meet at least annually close to the financial year end and as and when it deems necessary or at the request of any member.
3. Unless invited by the Committee no one other than Committee members may attend meetings. *No one shall be present during the discussion of, or vote on matters relating to, him or her individually.*
4. Unless otherwise agreed, agenda will be circulated seven days in advance of any meeting.
5. Following their approval, the minutes of each meeting will be circulated to the Committee and (once approved) to other members of the Board.
6. The Chairman of the Committee shall report to the Board from time to time on significant matters considered and decided by the Committee.

AUTHORITY

7. The Committee is authorised by the Board to:
 - (i) do all such acts and deeds as are required to perform its duties;
 - (ii) seek any information it requires from any employee to perform its duties; and
 - (iii) engage, at the Company’s expense, external independent, legal or other advisors on any matter within its terms of reference; to permit their attendance at Committee meetings and to be exclusively responsible for selecting and appointing them and setting their terms of reference.

DUTIES

Setting Remuneration Policy

8. To determine and agree with the Board the framework or broad policy for the remuneration of the directors of the Company to ensure appropriate incentives to encourage enhanced performance and fair and responsible rewards for their individual contributions to the success of the Company.
9. To determine the targets for any performance related pay schemes operated by the Company.
10. To determine the policy for and scope of pension arrangements (if applicable) for the directors.

11. To ensure that contractual terms on termination and any payments proposed to be made to any director are fair to the individual and the Company

Determining Remuneration

12. Within the terms of the agreed policy, to determine the total individual remuneration package (including, where appropriate, bonuses and incentive payments) of the directors, giving due regard to good governance guidance, each individual's experience, responsibilities and performance and information from published and specific surveys including surveys commissioned by the Committee itself.

Setting Policy regarding Nominations and applying Best Practice

13. Review the Board structure, size and composition and evaluate the balance of skills, knowledge and experience of the Board.
14. Assess the diversity and in-depth experience of the Board and determine the type of expertise that will be helpful for the Board in the near future to meeting long term strategic goals.
15. Prepare a brief description of the role, experience and skills required for new appointments.
16. Ensure that potential candidates are free from material conflicts of interest and not disqualified from being directors.
17. Ensure that the potential new directors are fully cognizant of what is expected before accepting the role of the director.
18. Ensure that on appointment to the Board, non-executive directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment and involvement outside board meetings.
19. Review the findings of the annual performance evaluation of the Board to recognise the strengths and weaknesses of the Board and so address training needs of directors/appointment of new members.

Miscellaneous

20. To agree the policy for authorising claims for expenses from directors.
21. To review, at least once a year, its own performance, constitution and terms of reference and recommend any changes it considers necessary to the Board for approval.
22. To ensure that provisions regarding disclosure of remuneration are fulfilled.
23. To ensure the Chairman of the Committee attends the AGM and answers questions about its activities and responsibilities.
24. Liaise with the Board in relation to the preparation of the Committee's report to the shareholders.