FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS

AIRFLOA RAIL TECHNOLOGY LIMITED

CIN: U30204TN1998PLC041571

Registered Office:

No. 9, Chelliamman Koilstreet, Keelkttalai, Chennai-600117,Tamil Nadu, India

FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS

The Board of Directors (“Board”) of **Airfloa Rail Technology Limited** (“Company”) has decided to consider and place on record the Policy on Diversity of Board of Directors in it’s Meeting.

PREAMBLE

The enactment of the Companies Act, 2013 (the Act, 2013) has brought to the fore a number of provisions which will help the directors and the companies to ensure better corporate governance. In terms of Regulation 25(7) of SEBI (Listing Obligations Disclosure Requirements) Regulations 2015 (LODR), Companies should familiarize the Independent Directors through various programmes so as to provide insights about the background of the company, their roles, responsibilities etc. In order to increase the Board’s effectiveness, training needs are identified as being a mandatory requirement to enhance the skills and competencies.

This programme aims to provide the Independent Directors insights into the Company to enable them to understand the Company’s business and operations so that they are able to play a meaningful role in the overall governance processes of the Company.

APPLICABILITY OF REQUIREMENT TO TRAINING OF DIRECTORS OR FAMILIARIZATION PROGRAM

Provisions under the Act, 2013

Schedule IV

Part III under Schedule IV requires the independent directors to regularly undertake induction for updating and refreshing their skills and knowledge and familiarity with the company. The said Schedule also lays down the roles, responsibilities and the duties to be performed by independent directors.

Section 166

The Section also provides for duties of directors.

Listing Regulations

Regulation 25(7) of LODR requires the company to familiarize the independent directors with the nature of the industry in which the listed entity operates, business model of the listed entity, roles, rights, responsibilities of independent directors amongst others.

The same does not lay down specific requirements that the same is to be for new director inducted on the board or that there should be a regular familiarization program for the directors.

There is no prescribed periodicity under the Act regarding induction/training of the directors except that it should be regular. Further, as per Regulation 46(2)(i) of the LODR, the company is required to disclose the details of such familiarization programs on the company's website.

CONTENTS OF FAMILIARIZATION PROGRAM

In this regard, we have enlisted an outline for the familiarization program which is not exhaustive, yet it is intended to give an idea about the correct mix of criteria which should be made a part of the program.

Topics		***To be undertaken by***
Background of the Company	Nature of business/industry, Company is engaged in	**Executive Director(s)**
	Different products of the Company	**Senior Management Personnel/Functional Heads**
	Business segments in the Company	**Executive Director(s) /Senior Management Personnel**
	Annual Operating Plan Performance of the Company And	**Chief Financial Officer**
	Details of other group companies	**Chief Financial Officer**
	Strategic investments in the Company	**Chief Financial Officer**
	Downstream investments of Of the Company	**Chief Financial Officer**
	Major business customers of Company Of the Company	**Senior Management Personnel/Functional Heads**
Background of the Board of Directors of the Company and the various roles and responsibilities entrusted on them	Background of the other directors of the Company	**Company Secretary**
	Orientation on Statutory Compliances	**Company Secretary/ Functional Heads**
	Various committees of the Board	**Company Secretary**
	Roles – i. Role of different committees of Board; ii. Role of Independent Directors;	**Company Secretary**
	Rights – i. Right to seek legal opinion; ii. Right to information; iii. Right to inspect books of accounts of the Company; iv. Right to participate in board meetings; v. Right to receive the notice for attending general meetings of the Company; vi. Right to call board meetings, subject to the Articles of the Company	**Company Secretary**

Topics		*To be undertaken by*
	Responsibilities – i. Duties of Directors under Section 166 of the Companies Act, 2013; ii. Duties of the Independent Directors under Schedule IV Part 3 of the Companies Act, 2013; iii. Duties and responsibilities arising from the LODR; iv. General responsibilities of the Directors. v. Penal provisions for non-compliance of the above under various laws applicable to the Company	**Company Secretary**
Expectations of the Company from the Independent Directors		**Executive Director(s)**

REVIEW

This Familiarization Process shall be reviewed and revised by the Board as and when required.

By Order of the Board

For Airfloa Rail Technology Limited.

DAKSHINAMOORTHY VENKATESAN

Digitally signed by DAKSHINAMOORTHY VENKATESAN
Date: 2025.08.21 18:25:48 +05'30'

Managing Director

Place: Chennai
Date:21.08.2025