ROLE & TERMS OF REFERENCE FOR NOMINATION & REMUNERATION COMMITTEE

AIRFLOA RAIL TECHNOLOGY LIMITED

CIN: U30204TN1998PLC041571

Registered Office:

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

www.airfloa.com, Emai: airflow1998@hotmail.com

ROLE & TERMS OF REFERENCE FOR NOMINATION & REMUNERATION COMMITTEE.

Nomination & Remuneration Committee.

Our Nomination and Remuneration Committee was constituted on December 12, 2024. The members of the said Committee are as follows:

SL NO	DIRECTOR	Nature of Directorship	DESIGNATION
1	Sudhanshu Mani	Independent Director	Chairman
2	Tilak Raj Seth	Independent Director	Member
3	Nanthini Manikandan	Non-Executive	Member

The scope and function of the Nomination and Remuneration Committee is in accordance with Section 178 of the Companies Act, 2013 and SEBI Listing Regulations and the terms of reference, powers and role of our Nomination and Remuneration Committee are as follows:

1. Constitution

The Committee shall be constituted / re-constituted by the Board of Directors and shall comprise such number of Directors as may be prescribed under the applicable provisions of the Companies Act, 2013 and SEBI LODR Regulations.

The Chairperson of the Committee shall be appointed in accordance with the applicable statutory requirements.

2. Meetings

The Committee shall meet at such intervals as may be necessary for the proper discharge of its functions and responsibilities and as required under applicable laws.

The Company Secretary/Compliance Officer shall act as the Secretary to the Committee.

3. Roles & Responsibilities of the Committee

The scope and functions of the Nomination and Remuneration Committee is in accordance with Section 178 of the Companies Act, 2013 and the SEBI Listing Regulations and the terms of reference, powers and scope of the Nomination and Remuneration Committee of our Company include:

1. formulation of the criteria for determining qualifications, positive attributes and independence of a directors and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
2. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

   a) use the services of an external agencies, if required;
   b) consider candidates from a wide range of backgrounds, having due regard to diversity; and
   c) consider the time commitments of the candidates.

3. Formulation of criteria for evaluation of performance of independent directors and the board of directors;
4. Devising a policy on diversity of board of directors;
5. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal;
6. whether to extend or continue the term of appointment of the independent director, on the basis of the report of

performance evaluation of independent directors;

7. recommend to the board, all remuneration, in whatever form, payable to senior management;
8. framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:
    - the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992or the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 to the extent each is applicable; or
    - the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003;
9. evaluating the performance of the independent directors and on the basis of their performance evaluation recommending the Board of Directors and the members of the Company to extend or continue the term of appointment of the independent director; and
10. performing such other activities as may be delegated by the Board of Directors and/or are statutorily prescribed under any law to be attended to by the Nomination and Remuneration Committee.

As required under the SEBI Listing Regulations, the Nomination and Remuneration Committee shall meet at least once a year, and the chairperson of the committee shall be present at the annual general meetings to answer queries of the shareholders. The quorum for each meeting of the said committee shall be either two members or one-third of the members of the committee whichever is greater, including at least one independent director in presence, whichever is greater.

For Airfloa Rail Technology Limited.

Managing Director.

Place: Chennai

Date:21.08.2025