



**(KONKAN RAILWAY CORPORATION LIMITED
(A GOVERNMENT OF INDIA UNDERTAKING)
CIN U35201MH1990GOI223738**



POLICY ON TRAINING OF BOARD MEMBERS
(AS APPROVED AT 173RD BOD MEETING HELD ON 14th FEBRUARY, 2023)

REGISTERED AND CORPORATE OFFICE
Belapur Bhavan, Sector 11, CBD Belapur, Navi Mumbai-400614, Maharashtra

1.0 PREAMBLE

Konkan Railway Corporation Limited (KRCL) believes that the Board of Directors have a vital part to play in meeting in achievement of goals and objectives of KRCL. The Board of Directors, which is the highest level in the Organisation, too require training and development in order to update themselves which will help them to take the best decision for KRCL. A training policy will give a clear direction for planning and implementation of this objectives.

This policy is to provide for training of Board members comprising of Functional Directors, Independent Directors and Nominee Directors appointed by Government of India {through Ministry of Railways (MoR)} and participating States of Maharashtra, Goa, Karnataka and Kerala.

2.0 COMPOSITION OF THE BOARD OF KRCL

The Board of Directors of KRCL have an optimum combination of Executive (Functional) and Non-Executive Directors with not less than 50% of the Board of Directors comprising of Non-Executive Directors.

3.0 PROFILE OF THE BOARD MEMBERS

The Functional Directors appointed by the Government of India (through MoR) are senior level executives of KRCL who have professional qualification not only in their core area of functioning but also have vast experience in the business model of the Company. Also, the Nominee Directors appointed by MoR and State Governments of Maharashtra, Goa, Karnataka and Kerala are professionally qualified senior bureaucrats having vast experience in various areas of administration, finance, marketing, etc. The Independent Directors are eminent personalities having wide experience in the field of business, finance, industry, administration and dealing with public.

4.0 DPE GUIDELINES ON TRAINING OF DIRECTORS

The Guidelines on Corporate Governance for Central Public Sector Enterprises 2010, issued by Government of India, Ministry of Heavy Industries and Public Enterprises, Department of Public Enterprises provides with regard to Training of Directors as under:

“Clause 3.7 - Training of Directors

The Company concerned shall undertake training programme for its new Board members (Functional, Government, Nominee and Independent) in the business model of the Company including risk profile of the business of Company, responsibility of respective Directors and the manner in which such responsibilities are to be discharged. They shall also be imparted training on Corporate Governance, model code of business ethics and conduct applicable for the respective Directors.”

5.0 Training of Directors

5.1 The training requirements of the different categories of the Directors vary in view of their qualification, experience, nature of appointment / nomination on the Board and their training needs to be structured accordingly.

(i) In relation to the Functional Directors on the Board of the Company, the Directors will be regularly updated with the training requirements on various issues through seminars, conference, workshops organized by Government Agencies / Professional Organization / Institutions from time to time as also updating, changes and modification provided internally by the Company on various departments of the Company.

(ii) In relation to the Government Nominees on the Board of the Company, training requirements are normally met internally by the Government of India and Governments of participating States of Maharashtra, Goa, Karnataka and Kerala coupled with the information provided by the Company. There may not be any further training requirements of the nominees, however, any specific requirement will be addressed on case to case basis.

(iii) In relation to the Independent Directors on the Board of the Company, need based training of the appointees shall be provided through the training programs organized by Government Organizations / Professional Institutions.

5.2 PERIOD OF TRAINING

(i) The training provided to the Board Members shall be for a period of at least three days (with in India) after their appointment on the Board or as amended from time to time with any of the Government Agencies / Professional Institutions considering the necessity for the concerned Director’s knowledge and experience.

(ii) The Company will also provide various training opportunities on “need felt” basis to its Board Members which will help serve the Board members to broaden their knowledge base specially in adopting the practice of good Corporate Governance and to enable them to carry out their duties / responsibilities towards Company and its Stakeholders more effectively

(iii) Training Year: Training year shall mean Financial Year, a period of one year commencing from 1st April till 31st March of the subsequent year.

5.3 TRAINING POLICY

KRCL shall have two-tier training policy for the Directors as under:

5.3.1 INTERNAL TRAINING

With a view to familiarize the Directors with the rules and regulations of KRCL, the following documents shall be provided to the Director on their induction:

(i) Brief about the Company,

(ii) Memorandum & Articles of Association of the Company,

(iii) Latest Annual Report of the Company,

(iv) Latest Corporate Plan of the Company,

(v) Policy on Board Charter and Corporate Governance Guidelines of the Company,

(vi) Policy on Code of Conduct for Directors and Senior Management of the Company,

(vii) Role and Responsibility of Independent Director as provided under Schedule IV of Companies Act, 2013 concerning ‘Code for Independent Directors’ (in case of Independent Directors),

(viii) Any other related information and/ or documents.

5.3.2 Immediately on induction of the part-time non-official Directors and Nominee Directors of MoR and participating States of Maharashtra, Goa, Karnataka and Kerala, a brief presentation on the business module, risk profile, performance, plans etc. of KRCL shall be made. This shall be an induction training for the Directors appointed on the Board of KRCL for the first time.

5.3.3 At the convenience of the part-time non-official Directors and Nominee Directors, a visit to the sites of the Company will be arranged to familiarize Directors with the working of the Company.

5.3.4 As a good measure of ongoing training, Directors shall be updated on all business related matters including Operations, Risk Assessment & Minimization practices and procedures, Finance, Marketing, Human Resources, etc. and new initiatives proposed by the Company through presentations and written material at the meeting of the Board of Directors and meetings of various Committee of the Board of Directors.

5.4 EXTERNAL TRAINING

At the convenience of the part-time non-official Directors, Government Nominee Directors and Functional Directors, they shall be nominated for such trainings, seminars, conferences, conventions held at the auspices of premium institutions viz., Institute of Directors (IOD), Standing Conference of Public Enterprises (SCOPE), Ministry of Corporate Affairs (MCA), Department of Public Enterprises (DPE), Institute of Company Secretaries of India (ICSI), Institute of Chartered Accountants of India (ICAI), Institute of Public Enterprise (IPE) and other leading institutions on matters covering Corporate Governance, business ethics and conduct, Director's duties & responsibilities, Creating high performing organizations, Strategies for growth, Board room practices, Risk Management & Risk Mitigation, Sustainability Development, Corporate Social Responsibility, Related party Transactions, Code for prevention of Insider Training, SEBI Regulations etc.

5.5 FEEDBACK: A feedback needs to be submitted by the Director attending training to capture the response for the assessment of the quality of the training program attended by the Director.

5.6 INTERPRETATION OF POLICY: In case of doubt regarding interpretation of provisions of this policy or implementation, the decision of the Board of Directors will be final.

6.0 BUDGET

All expenditure incurred on Training Programme for Board Members with respect to faculty honorarium, transport, boarding and lodging, course material, hospitality, venue, etc. will be borne by the Company.
