

ORTEL COMMUNICATIONS LIMITED

CIN: - L74899DL1995PLC069353

PREAMBLE

Clause 49 of the Listing Agreement stipulates that the Company shall familiarize the independent directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc., through various programmes.

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS PURPOSE AND OBJECTIVE OF THE PROGRAMMES

To provide insights into the Company to enable the Independent Directors to understand the Company's business in depth that would facilitate their active participation in managing the Company.

FAMILIARIZATION PROCESS FOR INDEPENDENT DIRECTOR

- The Company shall familiarise each of the independent directors regarding their roles, responsibilities, duties etc to be performed as and when the new Independent Directors are appointed and also during the tenure of directorship as and when management will deem fit.
- Independent directors will also be taken through detailed business strategy for various businesses during the course of various meetings, conference call among the Independent Directors on quarterly basis.
- The Management, from time to time will brief the Independent Directors about the updates of various compliances under Companies Act, 2013, Listing Agreement and other applicable law, Industry Changes and any other developments.
- New Independent Directors will be provided with an Orientation Kit that includes copy of latest Annual Report, the Company's Code of Conduct, the Company's Code of Conduct for Prevention of Insider Trading and Company's Code of Corporate Disclosure Practices, Schedule of upcoming Board and Committee meetings and other related matters as may deem fit.
- Independent Director will have the freedom to request for any information of the company as well as have the freedom to interact with the management personnel about the business status and other relevant information.
- The Company may conduct Orientation Programmes from time to time as deem fit and also on proposal from Independent Directors to enable the Independent Directors getting better understand of the business and strategy.

- When a new Independent Director comes on the Board of the Company, a brief meeting can be arranged with the Managing Director, Chief Executive officer, Chief Operating Officer, Chief Financial Officer and such other personnel in order to enable the New Director to get idea about the functioning of the Board and the nature of the operation of the Company's business activities.
- A detailed Appointment Letter incorporating the role, duties and responsibilities, remuneration and performance evaluation process, insurance cover, Ortel Code of Conduct and obligations on disclosures, shall be issued for the acceptance of the Independent Directors.

OTHER INITIATIVES TO UPDATE THE DIRECTORS ON A CONTINUING BASIS

- The Directors shall get an opportunity to visit Company's Registered Office, Corporate Office and all other branches, where Departmental heads will apprise them of the operational and sustainability aspects of the Company to enable them to have full understanding on the activities of the Company.
- Presentations or information shall also be made or provided to the Board and Committees on various other areas relating to Company such as safety, health and environment and sustainability issue, risk management, company policies, changes in the regulatory environment applicable to the corporate sector and to the industry in which it operates.
- Presentations or information on operations made to the Board shall include information on business performance, operations, market share, financial parameters, working capital management, fund flows, senior management change, major litigation, compliances, donations & CSR, regulatory and other statutory compliances etc from time to time basis.
- Quarterly results along with relevant documents/ press release of the Company shall be sent to the Directors from time to time.
- Regular updates on relevant statutory and regulatory changes shall also be regularly circulated to the Directors from time to time.
