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Policy on Succession Planning for the Board and Senior Management

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SUCCESSION PLANNING FOR THE BOARD AND SENIOR MANAGEMENT POLICY

1 Background and Significance:

The Securities and Exchange Board of India has mandated the need for a succession policy pursuant to Regulation 4 and 17(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations"), in order to ensure that interests of investors of a listed company do not suffer on account of sudden or unplanned gaps / events in management of the company. Therefore, the Board of Directors ("Board") of all listed companies are required to develop an action plan for successful transition of key executives in accordance with the Listing Regulations.

Pursuant to the Listing Regulations, CommTEL Networks Limited ("the Company") is required to put in place a plan for orderly succession for the Board and Senior Management.

Succession planning is crucial to the survival and growth of any business and a tool for an organization to ensure its continued effective performance through leadership and management continuity. The Company appreciates the importance of succession planning to ensure continuity in its smooth functioning. Key positions in the Company, which are important for the Company's current and future growth are assigned to qualified and competent professionals. It is imperative to fill up vacancies in such positions well in time to ensure continuity in leadership and management of the Company.

In view of the above, the Company has formulated this Policy on Succession Planning for the Board and Senior Management of the Company ("the Policy").

2 Objectives:

The objectives of the Policy are, inter alia, as under:

1. To identify and nominate eligible candidates for the Board's approval to fill vacancies which may arise in the Board from time to time.
2. To identify the competency requirements of critical and key positions, assess potential candidates and develop required competency through planned development and learning initiatives.
3. To identify the key job incumbents in senior management positions and recommend whether the concerned individual be granted an extension in

term/service or be replaced with an identified internal or external candidate or recruit other suitable candidate(s).

4. To ensure the systematic and long-term development of individuals in the senior management level to replace as and when the need arises due to deaths, disabilities, retirements, and other unexpected occurrence.
5. To deliver a message to the Company's employees that they are valuable.
6. To develop career paths for employees which will facilitate the Company's ability to recruit and retain top-performing or high talent employees.

3 Applicability of the Policy

The Policy shall be applicable for succession planning of the managing director/whole-time/ executive directors, non-executive directors, independent directors and other members of the Board and senior management.

For this purpose, senior management shall mean officers / personnel of the Company who are members of its core management team excluding Board of Directors and normally this shall comprise of all members of management one level below the chief executive officer / managing director / whole time director / manager (including chief executive officer / manager, in case they are not part of the board) and shall specifically include company secretary and chief financial officer.

4 Succession Plan for the Board and Senior Management:

The Nomination and Remuneration Committee of the Board (the "NRC") shall review the leadership and management needs of the Company from time to time. The NRC shall assess the suitability of a person who is being considered for appointment as a director of the Company, based on his / her educational qualification, experience, expertise, and track record and shall recommend to the Board, the terms and conditions of his/her appointment, including remuneration.

The NRC may, at its discretion, recommend to the Board, appointment of suitable candidate(s) in senior management level with a view to ensure a continuous availability of managerial talent at senior levels to meet the organizational needs.

The recommendations of the NRC shall be placed before the Board for approval. The senior management shall always strive to develop in-house capabilities by enriching work exposure.

While making its recommendation, the Nomination and Remuneration Committee shall consult with the concerned personnel and consider all factors including the available talent within the organization and the need to ensure continuous working and growth of the Company.

The Head – Human Resources shall from time to time identify high-potential employees who merit faster career progression to position of higher responsibility and formulate, administer, monitor and review the process of skill development and identify the training requirements.

Every member of the senior management shall always endeavour to add capability in-house and mentor officials with potential working under him to handle his responsibility in his absence by exposing them to all aspects of work being handled by him.

5 Review of the Policy

The Policy shall be reviewed periodically by the Board, or such individuals or committees of individuals authorised to do so, by the Board and any change in the Policy shall be approved by the Board of the Company. However, all such amendments will be subject to applicable laws, rules and regulations.