

## **FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS**

Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 states that the listed entity shall familiarize the independent directors through various programmes about the listed entity, such as nature of the industry in which the listed entity operates; business model of the listed entity; roles, rights responsibility of the independent Directors; and any other relevant information.

### **1. Objective**

The programme aims to provide insight into the Company to enable the Independent Directors to understand its business and operations in depth and contribute significantly to the growth of the Company.

### **2. Familiarization Process**

The Company shall through its Managing Director/Whole-time Director/ Senior Managerial Personnel conduct programmes/ presentations periodically to familiarize the Independent Directors with the strategy, business and operations of the Company.

Such programmes/presentation will provide an opportunity to the Independent Directors to interact with the senior leadership team of the Company and help them to understand the Company's strategy, business model, operations, services and product offerings, organization structure, finance, sales and marketing, human resources, technology, quality of products, facilities and risk management and such other areas as may arise from time to time.

The above programme will also include the familiarization on statutory compliances as a Board member including their roles, rights and responsibilities.

The Company may also circulate news and articles related to the industry from time to time and may provide specific regulatory updates.

The programme will also include the visits to plant from time to time to make them aware about the product lines of the Company.

The above programmes will be conducted for new and continuing Independent Directors of the Company.

### 3. Disclosure of the Programme(s) and No. of Hours Spent by the Independent Directors:

#### DETAILS OF FAMILIARIZATION PROGRAMMES IMPARTED TO INDEPENDENT DIRECTORS DURING THE FINANCIAL YEAR 2015-16:

Date on which Programmes attended by Independent Directors	Time spent by Independent Directors in such Programmes (approx.)	Purpose of Programme
17 <sup>th</sup> October, 2014	One Hour	Overview of revised Clause 49 of the Listing Agreement. Functions, Responsibilities and duties of Independent Directors.
18 <sup>th</sup> May, 2015	Half an Hour	To update Independent Directors of the Company regarding the industry in which Company operates
3 <sup>rd</sup> August, 2015	Half an Hour	To update Independent Directors of the Company regarding the industry in which Company operates
30 <sup>th</sup> September, 2015	One Hour	Plant Visit of Independent Directors to make them aware about the product lines of the Company.
9 <sup>th</sup> October, 2015	-	Circulated Quarterly briefing on "Indian Corporate Board Structure" issued by the center for excellence in Corporate Governance set up by the National Stock Exchange of India Limited.
26 <sup>th</sup> October, 2015	Forty Five Minutes	Presentation on the New Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
21 <sup>st</sup> January, 2016	-	Circulated Quarterly briefing on "Independent Directors under the new dispensation" issued by the center for excellence in Corporate Governance set up by the National Stock Exchange of India Limited.
<b>Total</b>	<b>Three Hours Forty Five Minutes</b>	

## DETAILS OF FAMILIARIZATION PROGRAMMES IMPARTED TO INDEPENDENT DIRECTORS DURING THE FINANCIAL YEAR 2016-17:

Date on which Programmes attended by Independent Directors	Time spent by Independent Directors in such Programmes (approx.)	Purpose of Programme
8 <sup>th</sup> April, 2016	-	Circulated Quarterly briefing on "The Long and short of Insider Trading Regulations in India" issued by the centre for excellence in Corporate Governance set up by the National Stock Exchange of India Limited
10 <sup>th</sup> May, 2016	One and half an Hour	To update Independent Directors of the Company regarding the industry in which Company operates.
		Presentation on "Internal Financial Control System"
		Annual Operating Plan and Budget for the financial year 2016-17 of the Company.
22 <sup>nd</sup> August, 2016	Half an hour	To update Independent Directors of the Company regarding the industry in which Company operates.
28 <sup>th</sup> November, 2016	Half an hour	To update Independent Directors of the Company regarding the industry in which Company operates.
		Discussion about Dividend Distribution Policy.
14 <sup>th</sup> February, 2017	Half an hour	To update Independent Directors of the Company regarding the industry in which Company operates.
22 <sup>nd</sup> March, 2017	Half an hour	Updation on Corporate Social Responsibility (CSR) Activities
<b>Total</b>	<b>Three and a Half Hours</b>	

## DETAILS OF FAMILIARIZATION PROGRAMMES IMPARTED TO INDEPENDENT DIRECTORS DURING THE FINANCIAL YEAR 2017-18:

Date on which Programmes attended by Independent Directors	Time spent by Independent Directors in such Programmes (Approx.)	Purpose of Programme
10 <sup>th</sup> May, 2017	One Hour	To update Independent Directors of the Company regarding the industry in which the Company operates. Discussion on Principles and policies of Business Responsibility.
10 <sup>th</sup> August, 2017	Half an hour	To update Independent Directors of the Company regarding the industry in which Company operates. Roles and Responsibilities of Independent Director
26 <sup>th</sup> August, 2017	Half an hour	To make the independent Directors aware about the Employee Stock Option Plan (ESOP) Plan
25 <sup>th</sup> September, 2017	One Hour	Solan Plant visit of Directors to make them aware about the product lines of the Company.
23 <sup>rd</sup> October, 2017	-	Circulated Quarterly briefing on 'An Indian Stewardship Code: Imperatives and Challenges' issued by the centre for excellence in Corporate Governance set up by the National Stock Exchange of India Limited.
7 <sup>th</sup> November, 2017	Half an hour	To update Independent Directors of the Company regarding the industry in which the Company operates. Updation on Corporate Social Responsibility (CSR) activities.
9 <sup>th</sup> February, 2018	Half an hour	To update Independent Directors of the Company regarding the industry in which the Company operates.
<b>Total</b>	<b>Four Hours</b>	

## DETAILS OF FAMILIARIZATION PROGRAMMES IMPARTED TO INDEPENDENT DIRECTORS DURING THE FINANCIAL YEAR 2018-19:

Date on which Programmes attended by Independent Directors	Time spent by Independent Directors in such Programmes (Approx.)	Purpose of Programme
17 <sup>th</sup> April, 2018	-	Circulated Quarterly Briefing titled 'Statutory CSR under Companies Act – Stylized Facts and Way Forward', issued by the Centre for Excellence in Corporate Governance set up by the National Stock Exchange of India Limited (NSE).
03 <sup>rd</sup> May, 2018	One and a Half Hour	Presentation about the performance of the OFC division of the Company as well as HTL Limited a subsidiary of the Company during FY 2017-18.
		Progress so far made in setting up the Optical Fiber Plant in Hyderabad.
		Presentation on the Sales Function of the Company.
		Presentation on the Telecom division of the Company.
01 <sup>st</sup> August, 2018	One Hour	Presentation on DWDM & GOFNMS Projects being undertaken by the Company.
		Presentation on the business activities being carried by the Turnkey business division of the Company.
2 <sup>nd</sup> August, 2018	-	Circulated Quarterly Briefing titled "Nomination and Remuneration Committee (NRC) – A modest proposal to improve its effectiveness" issued by the Centre for Excellence in Corporate Governance set up by NSE.
27 <sup>th</sup> August, 2018	Half hour	Updates regarding the industry in which the Company operates.
31 <sup>st</sup> October, 2018	Half Hour	Updates on the Company's various expansion projects viz. Optical Fibre Cable and Optical Fibre plants at Hyderabad and Optical Fibre Cable Plant at Chennai in subsidiary company i.e. HTL Limited.
08 <sup>th</sup> January, 2019	-	Circulated Quarterly briefing titled 'Environmental and Social Reporting by Indian Companies' issued by the Centre for Excellence in Corporate Governance set up by NSE.
08 <sup>th</sup> February, 2019	Half Hour	Updates on the present business activities being carried out by the Company.
22 <sup>nd</sup> March, 2019	-	Circulated Executive Summary and Presentation on the followings:- 1. Recent amendments in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; 2. Major Amendments in the SEBI (Prohibition of Insider Trading) Regulations, 2015.
AGM: 29 <sup>th</sup> September, 2018	Half Day (Four Hours)	<b>Solan Plant</b> visit of following Directors:- 1. Mr. M P Shukla 2. Mr. Arvind Kharabanda
<b>Total</b>	<b>Eight Hours</b>	

## DETAILS OF FAMILIARIZATION PROGRAMMES IMPARTED TO INDEPENDENT DIRECTORS DURING THE FINANCIAL YEAR 2019-20:

Date on which Programmes attended by Independent Directors	Time spent by Independent Directors in such Programmes (Approx.)	Purpose of Programme
9 <sup>th</sup> April, 2019	-	Advisory on compliance of various statutory provisions of applicable laws/ annual disclosures, which every Director is required to make to the Company.
15 <sup>th</sup> May, 2019	One Hour	<ul style="list-style-type: none"> <li>➤ Discussions and necessary amendments made to various Policies of the Company viz:-                             <ul style="list-style-type: none"> <li>➤ Policy on Related Party Transactions,</li> <li>➤ Policy on determining Material Subsidiaries,</li> <li>➤ Remuneration Policy,</li> <li>➤ Whistle Blower Policy.</li> </ul> </li> <li>➤ Identification of core skills /Expertise/Competencies of the Board of Directors etc. pursuant to recent amendments in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</li> </ul>
28 <sup>th</sup> August, 2019	Half Hour	Updates on the ongoing business activities by the Managing Director, including: <ul style="list-style-type: none"> <li>• OFC business update,</li> <li>• market conditions,</li> <li>• order book and</li> <li>• business update of HTL Limited, a subsidiary.</li> </ul>
28 <sup>th</sup> September, 2019	One Hour	<ul style="list-style-type: none"> <li>▪ 32<sup>nd</sup> Annual General Meeting held at the registered office of the Company at Solan (H.P.).</li> <li>▪ Interaction with the shareholders and their feedback.</li> </ul>
11 <sup>th</sup> October, 2019	Two Hours	Presentation about the performance of the OFC and Accessories business of HTL Limited a subsidiary of the Company: <ul style="list-style-type: none"> <li>➤ Brief about HTL;</li> <li>➤ Business Performance during FY 2015-16 to FY 2019-20 (Year to Date);</li> <li>➤ Major Milestones.</li> </ul> Updation on new business divisions, i.e. Aviation Wire Harness and Automotive Wire Harness, being set-up in HTL. Presentation about the performance of the OFC business of the Company: <ul style="list-style-type: none"> <li>➤ OFC Division overview in terms of Product Portfolio, Global Footprint, Global Clientele &amp; Global Approvals;</li> <li>➤ OFC Capacity Growth in last 5 years;</li> <li>➤ Performance of OFC Division in last 5 years;</li> <li>➤ Order Book of OFC, both in HFCL and HTL.</li> </ul> The Directors were also updated on key aspects about the Greenfield Project Optical Fiber manufacturing facility at Hyderabad.

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11 <sup>th</sup> October, 2019	Half Day (Four Hours)	Plant Visit of the Directors at OFC Plant located at L 35-37, Industrial Area, Phase-II, Verna Electronics City, Salcete, Goa-403722.
21 <sup>st</sup> October, 2019	Half Hour	Update on the financial position of the Company, brief about enhanced overall credit facilities from the State Bank Of India Consortium and re-assessed revised / enhanced credit limits.
26 <sup>th</sup> November, 2019	-	<p>Circulated Executive Summary on new provisions in the Companies Act, 2013 and rules thereto as notified by the MCA, pertaining to registration of individuals as Independent Directors (IDs) on the online database maintained by Indian Institute of Corporate Affairs (IICA), Gurugram, of MCA.</p> <p>Process of registration in the database of IDs at IICA portal, qualifying of examination conducted by IICA for eligibility to be registered and appointment as ID.</p>
20 <sup>th</sup> January, 2020	Half Hour	<ul style="list-style-type: none"><li>▪ Information on the Senior Management Personnel of the Company.</li><li>▪ Brief about the performance evaluation, rating and annual appraisal criteria of the Company.</li><li>▪ Briefing of the revision and impacts of the amendments to the various Codes/Policies adopted under the SEBI Regulations.</li></ul>
<b>Total</b>	<b>Nine &amp; Half Hours</b>	

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**Number of hours spent by the Independent Directors in the familiarization programmes on cumulative basis till date:**

**Twenty Eight Hours Forty Five Minutes, from FY 2015-16 till FY 2019-20.**

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**DETAILS OF FAMILIARIZATION PROGRAMMES IMPARTED TO  
INDEPENDENT DIRECTORS DURING THE FINANCIAL YEAR 2020-21:**

<b>Date on which Programmes attended by Independent Directors</b>	<b>Time spent by Independent Directors in such Programmes (Approx.)</b>	<b>Purpose of Programme</b>
4 <sup>th</sup> May, 2020	-	Advisory on compliance of various statutory provisions of applicable laws/ annual disclosures, which every Director is required to make to the Company.
05 <sup>th</sup> June, 2020	One and Half Hour	<ul style="list-style-type: none"> <li>➤ Updates on AOP &amp; Budgets for FY 2021 and Financial Performance for FY 2020;</li> <li>➤ Identification of Names of Directors having various core skills/ Expertise/ Competencies of the Board of Directors etc. required in the context of Business of the Company, in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</li> <li>➤ Updates of various CSR Activities undertaken by the Company.</li> </ul>
17 <sup>th</sup> August, 2020	Half Hour	<p>Updates on the ongoing business activities by the Managing Director, including:</p> <ul style="list-style-type: none"> <li>• Projects under implementation,</li> <li>• External business environment &amp; market conditions,</li> <li>• R &amp; D Activities;</li> <li>• Order book and</li> <li>• Status of FTTH Facility being set-up at Hyderabad.</li> </ul>
28 <sup>th</sup> September, 2020	Forty Five Minutes	<ul style="list-style-type: none"> <li>▪ 33<sup>rd</sup> e-Annual General Meeting of the Company.</li> <li>▪ Interaction with the shareholders and their queries/ feedback.</li> </ul>
10 <sup>th</sup> October, 2020	One and Half Hour	<ul style="list-style-type: none"> <li>➤ Updates on the ongoing business activities by the Managing Director, including: <ul style="list-style-type: none"> <li>• Performance review vis-à-vis Covid Pandemic;</li> <li>• External business environment &amp; market conditions;</li> <li>• Progress status of FTTH Facility being set-up at Hyderabad;</li> <li>• Capacity addition plans of HTL Limited, a subsidiary at Chennai;</li> <li>• Order Book;</li> <li>• New R &amp; D Initiatives.</li> </ul> </li> <li>➤ Information on the Senior Management Personnel of the Company.</li> <li>➤ Brief about the performance evaluation, rating and annual appraisal criteria of the Company.</li> <li>➤ Presentation by the HR Head on the Long Term Incentive Program for Senior Management Personnel of the Company, covering the following:-</li> </ul>



		<ul style="list-style-type: none"> <li>▪ Key Organisation Goal;</li> <li>▪ Strategy;</li> <li>▪ Steps undertaken;</li> <li>▪ Compensation and Reward Policy;</li> <li>▪ Components of the Philosophy;</li> </ul>
19 <sup>th</sup> & 20 <sup>th</sup> November, 2020	Sixteen Hours	IICA Online Program on Familiarization of Independent & Women Directors on Board attended by one of the Independent Directors.
14 <sup>th</sup> January, 2021	Half Hour	<p>Updates on the ongoing business activities by the Managing Director, including:</p> <ul style="list-style-type: none"> <li>• Status of operations at various Plants;</li> <li>• Performance review vis-à-vis Covid Pandemic;</li> <li>• commencement of the Optical Fiber Cable (OFC) Facility (for FTTH cables) at Hyderabad;</li> <li>• Updates on completion of 1 lakh units' shipment of a wireless networking portfolio comprising of Wi-Fi Access Points and Point to Point Unlicensed Band Radios;</li> <li>• HR Initiatives and R&amp;D capabilities.</li> </ul>
01 <sup>st</sup> March, 2021	One Hour	Presentation on various amendments made in CSR provisions.
<b>Total</b>	<b>Twenty One Hours &amp; Forty Five Minutes</b>	

**Number of hours spent by the Independent Directors in the familiarization programmes on cumulative basis till date:**

**Fifty Hours and Thirty Minutes, from FY 2015-16 till FY 2020-21.**