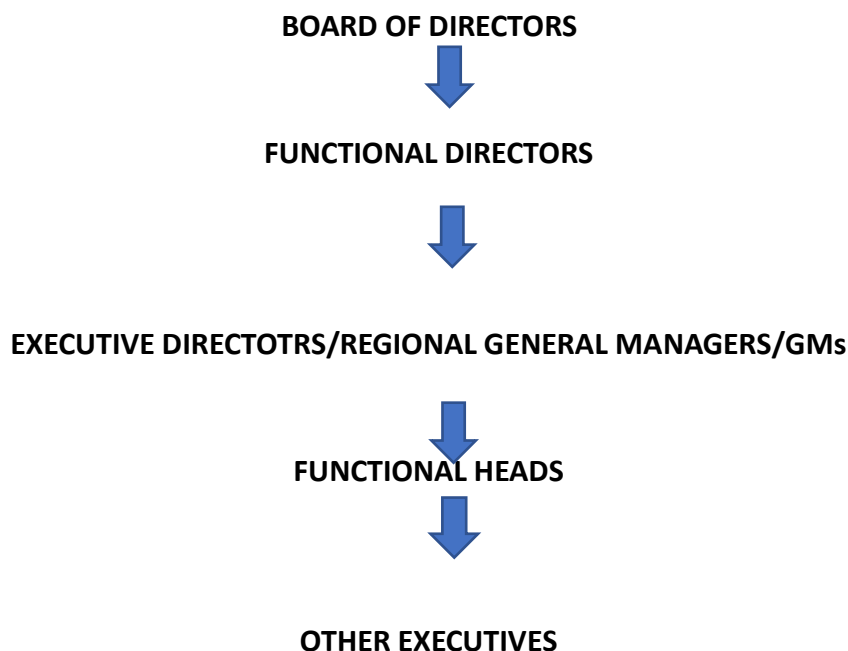


CHAPTER III: PROCEDURES FOLLOWED IN THE DECISION-MAKING PROCESS, INCLUDING CHANNELS OF SUPERVISION AND ACCOUNTABILITY



The company is carrying out its business activities to pursue the object laid under the provisions of its Memorandum of Association. The affairs of the company are managed in terms of Article of Association of the company.

Overall management of the Company is vested with the Board of Directors of the Company. The Board of Directors is the highest decision-making body within the Company. As per the provisions of the Companies Act, 2013 certain matters require the approval of the shareholders of the Company in General Meeting. Similarly, in terms of the guidelines of Department of Public Enterprises certain matters require the approval of the Government of India. RailTel being a Public Sector Enterprises (PSE), the Board of Directors of the Company is also accountable to Government of India. The Board of Directors regulate the affairs of the company.

The Board of Director's have delegated the powers to CMD to manage, control and supervise day to day affairs of the company as per organisation need and the CMD, pursuant to his powers, sub delegates the authority to various executives and managers depending upon the function or role to be performed. All the employees including Director's as required to function within the scope of delegated authority

All the employees are required to function subject to the powers so delegated and the applicable laws, rules, norms, codes, etc. Board of Directors and senior Management are subject to a Code of Conduct (CoC is on the Website at weblink (<https://www.railtelindia.com/images/pdf/Code%20of%20Business%20Conduct%20and%20Ethics%20for%20Board%20Members%20and%20Senior%20Management.pdf>) pursuant to which they furnish a certificate to compliance every year.