



POLICY ON SUCCESSION PLANNING

(Adopted by the Board of Directors on 21st October 2022)

1. Background:

- Succession planning is a process of ascertaining the need for filling positions at the Board, senior management and other key positions. It involves identification for the said roles, assessment of their potential and developing next generation of leaders as potential successors for key leadership roles in an organization. The process of development primarily concentrates on coaching, mentoring and training the identified employees to assume higher responsibilities when the need arises. The Company has always endeavored to nurture, train and increase the skill sets of employees at all levels, with the key objective of ensuring smooth succession without impeding the performance in current roles and responsibilities.
- The Company recognizes that Succession Planning is a continuous process rather than a onetime event and hence, intends to put in place this Policy that aligns talent management with the said objective and endeavors to mitigate the critical risks such as vacancy, readiness and transition risk.
- In terms of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company is required to oversee the succession planning and shall satisfy themselves that plans are in place for orderly succession for appointments to the Board and to the senior management. In view of the same, the Company has formulated and adopted this Succession Planning Policy which was approved by the Board at its meeting on October 21, 2022.

2. Applicability:

- The Policy focuses mainly on the Succession Planning at the Board and Key Managerial Personnel.
- 'Executive Board' shall mean and include Managing Directors, Executive Directors, Whole-time Directors of the Company appointed by the Board/ Shareholders.
- 'Key Managerial Personnel shall mean and include the following:
 - Chief Financial Officer,
 - Company Secretary and Compliance Officer; and
 - Any other person at the discretion of the Board of Directors and the Nomination and Remuneration Committee ('NRC').

3. Objectives:

- To ensure that the business of the Company is not affected on account of interruptions caused due to voluntary retirement or resignation or death or permanent incapacitation or sudden exit of any Member of the Board or Key Managerial Personnel or any other employee covered under this Policy.
- To identify and create a talent pool of high potential personnel, who can be considered for appointment at the Board and senior management positions and to groom them to assume such roles in the Company, whenever the need arises.

- To ensure timely and high quality replacements for those personnel who are currently holding positions at Board and senior management levels.

4. **Implementation Process:**

The Nomination and Remuneration Committee of the Board of Directors, shall ensure timely replacement for positions of any Director or Key Managerial Personnel of the Company, in the following manner:

(i) *In case of replacement of the Managing Director:* the Executive Director of the Board shall be appointed as his replacement. In such an event, an Independent Director of the Board shall be appointed as the Chairman of the Board of Directors for at least a period of one year from the date of such replacement. If the Nomination and Remuneration Committee, in its review, is not satisfied with the performance of the newly appointed Managing Director, it shall voluntarily in consultation with the Chairman of the Board and the Independent Directors, undertake a process of due diligence to appoint a suitable candidate as an Executive Director or a Managing Director, on an interim basis or on permanent basis, based upon qualification, expertise, track record and integrity;

(ii) *In case of replacement of Executive Directors or Key Managerial Personnel:* the Nomination and Remuneration Committee in consultation with the Chairman and other Executive Directors, shall recommend the name(s) of the candidate(s) (whether internal or external) who have the requisite qualifications and attributes for being considered for such position(s).

(iii) *In the event of any unexpected vacancy in the Executive Board:* Nomination and Remuneration Committee shall meet and appoint from a select pool of persons to take charge of the said position either on an interim basis or on permanent basis.

5. **Confidentiality:**

- All persons responsible for execution of the Succession Planning Policy shall ensure confidentiality of the discussions and decisions with regard to the prospective candidate, except that the information may be shared, if required, with the concerned candidate in order to prepare him for such elevation.

6. **Policy review**

- This Policy may be amended, modified or supplemented from time to time to ensure compliance with any modification, amendment or supplementation to the Listing Regulations or as may be otherwise prescribed by the Board from time to time.
