Policy on Orderly Succession Planning for the Board of Directors and Senior Management

POLICY ON ORDERLY SUCCESSION PLANNING FOR THE

BOARD OF DIRECTORS AND SENIOR MANAGEMENT

BACKGROUND

In terms of the provisions of regulation 17(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 *("Listing Regulations")*, the Board of Directors *("the Board")* of the listed entity shall satisfy itself that plans are in place for orderly succession for appointment to the Board of Directors and Senior Management..

The term "Senior Management" means officers/ personnel of the listed entity who are members of its core management team excluding board of directors and normally this shall comprise all members of management one level below the executive directors, including all functional heads.

OBJECTIVE

The succession planning is an essential component to the survival and growth of any business. Succession planning is a tool for an organization to ensure its continued effective performance though leadership continuity. The objective of this policy to ensure the orderly identification and selection of new directors or senior management in the event of any vacancy, whether such vacancy exists by reason of an anticipated retirement, an unanticipated departure, the expansion of the size of the Company or otherwise.

INTERPRETATION

The words and expressions used and not defined in this policy but defined in the Companies Act, 2013 or rules made there under or the Securities and Exchange Board of India Act, 1992 or regulation made there under or Depositories Act, 1996 shall have the same meanings respectively assigned to them in those acts, rules and regulations.

APPLICABILITY

This policy shall be applicable on the following:

a. Whole Time Directors and the Board.
b. Senior Management including Key Managerial Personnel (KMPs).
c. Any other position in the Company at the discretion of the Managing Director in consultation with the Board.

POLICY

a. **Succession Plan for the Board**

The Nomination & Remuneration Committee (NRC) shall identify the suitable person from among the existing top management or from the outside to fill up the vacancy at the Board Level. The NRC shall apply a due diligence process to determine suitability of the person who is being considered for appointment or reappointment as Director of the Company based on his/her education qualification, experience and track record. The Board framed a Nomination & Remuneration Policy in relation to appointment/ reappointment of Directors & Senior Management in accordance with the provision of Companies Act, 2013 and Listing Regulations. Hence, the appointment/ reappointment of Directors shall be governed by the provisions of Nomination & Remuneration Policy of the Company.

b. **Succession Plan for the Senior Management**

i. The NRC shall periodically review and consider the list of Senior Management personnel due for retirement within the year. The NRC shall also consider the new vacancies that may arise because of expansion of business and up-gradation of department(s).

ii. For the above purpose, the NRC shall consider all relevant criteria like experience, qualification, age and leadership quality and recommend the appointment of incumbent to the Management.

iii. The NRC may consider appointing other suitable external candidates at senior management level based on job roles and competency, in order to provide a continuous flow of talented people to meet the organizational needs.

iv. Where it is decided to appoint an external candidate, timely and planned steps shall be taken for selection of a suitable candidate so that the appointment is made well before the retirement/ relieving of the concerned officer to ensure the smooth transition.

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

vi. In case of any unexpected occurrence in respect of any member in the core management team, the next person as per the organization chart of the Company shall take interim charge of the position, pending a regular appointment in terms of the succession plan.

vii. The appointment of Key Managerial Personnel such as Chief Financial Officer (CFO), Company Secretary (CS) and other Compliance Professionals like Internal Auditor (if employee) shall be made in the accordance with the provisions of the Companies Act, 2013 read with the Listing Regulations.

AMENDMENT

Any change in the Policy shall be approved by the Board of the Company. The Board shall have the right to withdraw and/ or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding.

In case any provisions of the Policy are contrary to or inconsistent with the provisions of the Companies Act, 2013, rules framed thereunder and Listing Regulations ("Statutory Provisions"), the provisions of Statutory Provisions shall prevail.

DISSEMINATION OF THE POLICY

The policy shall be hosted on the website of the Company i.e. https://www.aimtron.in

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Effective Date: 01/11/2023

Date of Approval by Board of Directors: 01/11/2023