

## **SUCCESSION POLICY**

### **Introduction:**

Regulation 17(4) & Schedule II(D)(A)(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 require Heranba Industries Limited(The Company) to put in place this Policy and display the same on its Website. Keeping in view of that the Company has to draw this policy for panning of succession of directors and Senior Managerial persons for uninterrupted business functions at different areas of operations.

### **Background and Objectives**

Succession 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 through leadership continuity. A good succession planning program aims to identify high growth individuals, train them and feed the pipelines with talents.

The Company recognizes importance of the process of Succession Planning, which provides continuity and smooth functioning. Moreover, there are few positions in the Company, which are key to its continued growth and hence , it is important, these positions are manned by skilled and best possible incumbents and that such positions whenever fall vacant are filled well in time to avoid any leadership gaps.

### **Applicability**

This Policy for succession planning is applicable to following personnel.

- a. Whole-time Directors and other Directors;
- b. Senior Managerial Positions:
  - i. Key Managerial Personnel
  - ii. General Manager and above

### **Succession Plan for Board of Directors**

As far as Succession Plan for the Board of Directors is concerned the Nomination Committee of the Board, shall apply due diligence process to determine competency of person(s) being considered for appointment or re-appointment as a Director of the Company. This shall be based on his educational qualification, experience and record of accomplishment and every such person shall meet 'fit and proper' criteria, as the Company may stipulate from time to time.

Accordingly, any appointment or re-appointment of a Director shall be subject to prior approval by Nomination Committee of the Company.

### **Criteria for determining qualifications, positive attributes of Directors, KMP and Senior Management Personnel and also independence of Independent Directors:**

1. The Nomination and Remuneration Committee shall identify and ascertain the integrity, qualifications, expertise and experience of the person for appointment as Director, KMP or Senior Management Personnel and recommend to the Board his / her appointment.
2. A person should possess adequate qualifications, expertise and experience for the position he/she is considered for appointment as a Director. The Committee has discretion to decide whether qualifications, expertise and experience possessed by a person are sufficient /satisfactory for the concerned position and are in accordance with the provisions of the Act and Regulation 16(1)(b) of the Listing Regulations.
3. The Committee shall ensure that a person proposed to be appointed as an Independent Director satisfies the criteria laid down under the Act read with Listing Regulations.
4. The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of the members by a special resolution.
5. The appointment and tenure of Directors, Independent Directors and KMPs shall be in accordance with the provisions of the Act and rules thereunder.

### **Induction of Directors:**

1. On appointment, the directors shall receive a Letter of Appointment setting out the terms of appointment, duties and responsibilities. Each newly appointed director will be taken through a formal induction programme.
2. The induction process should be designed in such a way so as to familiarize them with the Company, their rights and responsibilities in the Company, nature of industry in which the Company operates, and business model of the company.
3. It shall be ensured that the Directors are updated as and when required of their roles, responsibilities and liabilities.
4. The Company may organize site visits for Directors from time to time

### **Succession Plan for Senior Managerial Personnel**

The Nomination and Remuneration Committee of Heranba Industries Limited. shall consider the list of senior managerial personnel due for retirement / attrition within the year. The Committee shall also consider the new vacancies that may arise because of business needs / up-gradation of Department(s) or expansion of level of business. Considering the above, the Committee shall assess the availability of suitable candidates for the Company's future succession, growth and development. Further, based on the recommendation of Whole-time Directors, all Key Managerial Persons, Head of Departments and others concerned,

The Nomination and Remuneration Committee,

1. shall evaluate the incumbent after considering all relevant criteria like experience, age, health, leadership quality etc. and recommend to the Board of Directors whether the concerned individual
  - i. be granted an extension in term / service or
  - ii. be replaced with an identified internal or external candidates.
2. shall Identify the competency requirements of Directors / Key position Employee, assess potential candidates, and develop required competency through planned development

and learning initiatives. The Committee may utilize the services of professional search firms to assist in identifying and evaluating potential candidates.

3. may recommend to the Board to appoint other suitable external candidate(s) as special recruitment in senior managerial level based on job roles and competency in order to provide a continuous flow of talented people to meet the organizational needs.

The recommendation of the Nomination and Remuneration Committee shall be placed to the Board for final approval. While making its recommendation, the Nomination and Remuneration Committee shall consult with the Chairman/ Managing Director, as may be relevant and all key factors including the available talent within the organization and the need to ensure availability of continuous service with growth of the Company shall be carefully considered.

The Managing Director and 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 & review the process of skill development and identify the training requirements.

4. Appointment of Key Managerial Personnel such as Company Secretary, Chief Financial Officer and other Compliance Professionals shall be made in compliance with and conforming applicable provisions of relevant laws.

### **Review of the Policy**

In case of any amendment(s), clarification(s), circular(s) etc issued by relevant authorities, not consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail and this Policy shall stand amended to that extent.

The Board of Directors of the Company has the power to replace and or amend this Policy on recommendation by the Nomination and Remuneration Committee from time to time as and when needed.