



INDO-TECH TRANSFORMERS LIMITED

POLICY ON SUCCESSION PLANNING FOR
THE BOARD OF DIRECTORS AND SENIOR MANAGEMENT

1. BACKGROUND AND SIGNIFICANCE:

The Securities and Exchange Board of India has mandated the need for a succession policy pursuant to Regulation 17(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations"), in order to ensure that interests of investors of a listed company does not suffer on account of sudden or unplanned gaps in management of the company. Therefore, the board of directors ("Board") of all listed companies are required to develop an action plan for successful transition of key executives in accordance with the Listing Regulations.

Pursuant to the Listing Regulations Indo-Tech Transformers Limited (the "ITTL or Company") is required to put in place a plan for orderly succession for the Board and senior management.

For this purpose, **senior management** shall mean officers / personnel of the Company who are members of its core management team excluding board of directors and normally this shall comprise of all members of management one level below the chief executive officer / managing director / whole time director / manager (including chief executive officer / manager, in case they are not part of the board) and shall specifically include functional heads, by whatever name called and the persons identified and designated as key managerial personnel, other than the board of directors, by the listed entity.

Key positions in the Company, which are important for the Company's current and future growth, are assigned to qualified and competent professionals. Succession planning is crucial to the growth and sustainability of any business and a tool for an organization to ensure its continued effective performance through leadership and management continuity through timely fulfillment of key vacancies. In view of the above, the Company has formulated the following Policy on Succession Planning for the Board and Senior Management of the Company ("Policy").

2. OBJECTIVES:

The objectives of the Policy are, inter alia, as under:

- To identify and nominate suitable candidates for the Board's approval to fill vacancies which may arise in the Board from time to time.
- To identify the competency requirements of critical and key positions, assess potential candidates and develop required competency through planned development and learning initiatives.
- To identify the key job incumbents in senior management positions and recommend whether the concerned individual be granted an extension in term/service or be replaced

with an identified internal or external candidate or recruit other suitable candidate(s); and

- To ensure the systematic and long-term development of individuals in the senior management level to replace as and when the need arises due to deaths, disabilities, retirements, separations and other occurrences.

3. APPLICABILITY OF THE POLICY

This Policy applies to:

- The **Board of Directors**, including Independent Directors
- The **Senior Management** of the Company

4. SUCCESSION PLAN FOR THE BOARD AND SENIOR MANAGEMENT

4.1 Authority

Succession planning for the Board shall be exclusively governed by the Nomination and Remuneration Committee (NRC) of the Board.

4.2 Role of the Nomination and Remuneration Committee

In compliance with Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI LODR, the NRC shall:

- Identify and recommend candidates for appointment, re-appointment, or replacement of Directors
- Ensure appropriate balance of skills, experience, expertise, diversity, and independence on the Board
- Plan succession for the Chairperson, Independent Directors, and other Directors
- Evaluate performance of Directors while considering succession needs

4.3 Approval

Recommendations of the NRC shall be placed before the Board and, where required, before shareholders for approval.

5. Succession Planning for Senior Management

5.1 Authority

Succession planning for Senior Management shall be the responsibility of the Company's Management, led by the Chief Executive Officer.

5.2 Role of Management

Management shall:

- Identify key senior leadership roles critical to business continuity
- Develop internal talent and identify potential successors
- Implement training, mentoring, and leadership development initiatives
- Ensure preparedness for planned or unplanned leadership transitions

5.3 Board Oversight

The Board or the NRC may periodically review senior management succession plans to ensure alignment with the Company's long-term strategy, without encroaching upon management's operational responsibilities.

6. REVIEW OF THE POLICY

The Policy shall be reviewed periodically by the Board, or such individuals or committees of individuals authorised to do so by the Board and any change in the Policy shall be approved by the Board of the Company. However, all such amendments will be subject to applicable laws, rules, and regulations, from time to time.

7. DISCLOSURE

This Succession Policy shall be disclosed as required under applicable laws and made available on the Company's website.