



Succession Plan for the Board and Senior Management

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1. INTRODUCTION

In accordance with the Listing Regulations, the Board of the Company has adopted this Policy for the Board and senior management.

2. DEFINITIONS

- (i). **“Act”** shall mean the Companies Act, 2013 and rules made thereunder, as amended from time to time.
- (ii). **“Board”** shall mean the board of directors of the Company.
- (iii). **“Company”** shall mean Alok Industries Limited.
- (iv). **“Listing Regulations”** shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.
- (v). **“Nomination and Remuneration Committee”** shall mean the committee of the Board constituted, or reconstituted, as the case may be, in accordance with Section 178 of the Act and the Listing Regulations.
- (vi). **“Policy”** shall mean this policy on succession planning.
- (vii). **“Senior Management”** would mean personnel of the company who are members of its core management team excluding Board of Directors comprising:
 - 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)
 - Company Secretary and Chief Financial Officer.
- (viii). **“Stock Exchange”** shall mean a recognised stock exchange on which the securities of the Company are listed.

3. PROCESS

- a. **Board Level Appointment:** The Nomination and Remuneration Committee shall apply a due diligence process to determine the suitability of every person who is being considered for being appointed or re-appointed as a Director of the company based on his educational qualification, experience & track record and accordingly any appointment or re-appointment of a Director shall be subject to prior approval by Nomination & Remuneration Committee of the Company.

The Company has also framed a Nomination & Remuneration Policy to guide the Board in relation to appointment/removal of Directors and to devise criteria for performance evaluation of Independent Directors and the Board and to ensure adequate diversity in the Board to make good use of the varied skills, regional and industry experience, background, gender and other qualities of the Directors. Accordingly, the appointment/re-appointment/removal and tenure of the Directors including the CEO and Executive Directors of the Company shall be governed by the provisions of Nomination & Remuneration Policy of the Company and shall be in accordance with the Act read with the Listing Regulations.

- b. **Senior Management Appointment:** The Nomination and Remuneration Committee shall review periodically and consider the list of senior managerial personnel due for retirement/attrition within the year. The Nomination and Remuneration Committee shall also consider the new vacancies that may arise because of business needs/up-gradation of Department(s). Considering the above, the Committee shall assess the availability of suitable candidates for the Company's future growth and development. Further, based on the recommendation of the CEO, Executive Director(s), KMP's, Head of the concerned Department, Head- Human Resources and other concerned, the Nomination and Remuneration Committee:
1. shall evaluate the incumbent after considering all relevant criteria like experience, age, leadership quality etc. and recommend to the Board whether the concerned individual be granted an extension in term/service or be replaced with an identified internal or external candidate.
 2. Shall identify the competency requirements of Board/key positions, 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 of Directors 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.
 4. Appointment of Key Managerial Personnel shall be made in compliance with and conforming applicable provisions of relevant laws.

Any appointment, whether on the Board or at the Senior Management shall be in accordance with the Company's mission, vision, values, goals and objectives.

4. POLICY REVIEW AND AMENDMENTS

Any subsequent amendment / modification in the Listing Regulations or the Act or any other governing Act/Rules/Regulations or re-enactment, impacting the provisions of this Policy, shall automatically apply to this Policy and the relevant provision(s) of this Policy shall be deemed to be modified and/or amended to that extent, even if not incorporated in this Policy.
