

**POLICY ON SUCCESSION PLANNING FOR THE BOARD AND SENIOR MANAGEMENT
OF
SICAL LOGISTICS LIMITED**

Date of approval of Board : September 03, 2024

INTRODUCTION

The Securities and Exchange Board of India has mandated the need for a succession policy under Regulation 17(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”). This is one of the most significant attempts to ensure that investors do not suffer due to sudden or unplanned gaps in leadership. It is a mandate for boards of all listed companies to develop an action plan for successful transition of key executives. Pursuant to the Listing Regulations, Sical Logistics Limited (“**Company**”) is required to put in place a plan for orderly succession for appointment to the Board of Directors and Senior Management.

Accordingly, this Policy for the appointment of directors on the Board and Senior Management has been framed by the Nomination and Remuneration Committee to give effect to the provisions of the Listing Regulations.

DEFINITIONS

For the purpose of this Policy, the following terms shall have the meanings assigned to them hereunder:

“**Act**” means the Companies Act, 2013 and the rules made there under, as amended from time to time.

“**Board of Directors**” or “**Board**” means the board of directors of the Company, as constituted from time to time, in terms of the Act and the Listing Regulations.

“**Company**” shall mean Sical Logistics Limited.

“**Key Managerial Personnel**” means key managerial personnel as defined under the Act and includes:

- i. Managing director, or chief executive officer or manager and in their absence, a whole-time director;
- ii. Company secretary; and
- iii. Chief financial officer.

“**Nomination and Remuneration Committee**” or “**NRC**” or “**Committee**” means nomination and remuneration committee of Board of Directors of the Company for the time being in force.

“**Policy**” means this policy on succession planning for orderly succession to the Board and the Senior Management including any amendments, if any made from time to time.

“**Senior Management**” means personnel of the Company who are members of its core management team excluding Board of Directors comprising of all members of management one level below the chief executive officer or managing director or whole time director or manager and including the functional heads of the Company.

OBJECTIVE

Succession planning is required to ensure continuity and smooth functioning of the Company and to ensure that investors / stakeholders do not suffer due to sudden or unplanned gaps in leadership. The objective of this Policy is to make a plan for orderly succession for appointment to the Board and Senior Management. Perpetual succession is one of the facets of a corporate entity wherein the resources may come and go but the company will survive forever. This envisages that staff will not work with an organization indefinitely and this necessitates the formation and existence of orderly succession planning in an organization.

Devising and strategizing proactive succession planning methodologies therefore, forms one of the important functions of the human resource department for smooth transition with least disruption to the organization. Succession planning is a necessary tool for an organization to ensure its continued effective performance through leadership continuity. The Company in order to avoid any leadership gap in the Board and Senior Management has, therefore, devised a Policy on succession planning for orderly succession to the Board and the Senior Management.

SUCCESSION PLAN FOR BOARD AND SENIOR MANAGEMENT

a. Assessment of candidates

The Committee, shall apply a due diligence process to determine the suitability of every person who is being considered for appointment or re-appointment as a director or Senior Management of the Company based on their educational qualification, experience & track record, and accordingly any appointment or re-appointment of a director shall be subject to prior approval / recommendation by the Committee.

b. Procedure

- i. If the Committee anticipates that a director slot/Senior Management position will become vacant within a year (whether by reason of an announced intent to retire or otherwise), or if such position suddenly becomes vacant (whether by death or otherwise), the Committee shall as soon as reasonably practicable recommend to the Board, sufficient number of candidates for selection.
- ii. While identifying candidates for nomination as director or for Senior Management position, the Committee may consult whatever sources it deems appropriate, including, but not limited to, referrals from existing directors or senior management, recommendations from third-party search firms etc.
- iii. The Committee shall have the authority to engage whatever advisors (including attorneys and search firms) it believes appropriate in its efforts to identify and evaluation potential candidates.
- iv. The Committee shall also periodically review the list of high performer employees within the Company that may be potential candidates for elevation to the position of Senior Management position.

c. Emergency Succession

If a director slot/Senior Management position suddenly becomes vacant by reason of death or other unanticipated occurrence, the Committee shall convene a special meeting as early as possible to implement the process described herein.

POLICY REVIEW

Where the terms of this Policy differ from any existing or newly enacted law, rule, regulation or standard governing the

Company, the law, rule, regulation or standard will take precedence over this Policy and procedures until such time as this Policy is changed to conform to the law, rule, regulation or standard.

AMENDMENTS

The Company may amend the Policy as and when it deems necessary either pursuant to any change in law or otherwise. The Company shall be free to devise and implement any supplementary or other policies and guidelines in respect hereof for better implementation of this Policy.

REVIEW AND MONITORING

The Committee shall review and monitor from time to time the implementation of this Policy to ensure its effectiveness and may also recommend changes, if any, to the Board for ensuring effective succession planning.

DISSEMINATION OF THE POLICY

The approved Policy shall be uploaded under a separate section on the website of the Company at www.sical.in