

**SUCCESSION POLICY FOR THE BOARD & SENIOR  
MANAGEMENT**

<b>Summary of changes</b>	<b>Board approval on</b>
Initial	04/09/2023
Update	17/06/2025

## SUCCESSION POLICY FOR THE BOARD & SENIOR MANAGEMENT

### 1. **BACKGROUND:**

Under Regulation 17(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “LODR Regulations”), the board of directors of a listed entity is required to satisfy itself that plans are in place for orderly succession for appointment to the board of directors and senior management. The Company is yet to be listed on stock exchanges still the Steamhouse India Limited (the “Company”) has adopted this succession policy (this “Policy”). The Nomination & Remuneration Committee shall be responsible for implementing this Policy and its related procedures.

### 2. **OBJECTIVE**

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

- a. To identify and nominate suitable candidates for the Board’s approval to fill vacancies which may arise in the Board from time to time;
- b. To identify the competency requirements of critical and key positions, assess potential candidates and develop required competency through planned development and learning initiatives;
- c. 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
- d. 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, and other unexpected occurrence.

### 3. **APPLICABILITY OF THE POLICY**

The Policy shall be applicable for succession planning of the managing director/whole-time/ executive directors, non-executive directors, independent directors and other members of the Board and senior management.

Explanation: “senior management” shall mean the officers and personnel of the Company who are members of its core management team, excluding the Board, and shall also comprise all the members of the management one level below the chief executive officer or managing director or whole time director or manager (including chief executive officer and manager, in case they are not part of the Board) and shall specifically include the functional heads, by whatever name called and the company secretary and the chief financial officer.

### 4. **DEFINITIONS**

- i. “Nomination and Remuneration Committee” or “Committee” means the Committee of the Board constituted/re-constituted, from time to time, under the provisions of Regulation 19 of the LODR Regulations, and Section 178 of the Companies Act, 2013, as amended.
- ii. “Board of Directors” or “Board” means the board of directors of the Company as constituted/re-constituted, from time to time.
- iii. “Company” means **STEAMHOUSE INDIA LIMITED**.
- iv. “Companies Act” means the Companies Act, 2013 and the rules framed there under, each as amended.
- v. “Policy” means this succession policy.
- vi. “KMP” or “Key Managerial Personnel” means:

- a) the chief executive officer or the managing director or the manager in their absence, a whole-time director;
  - b) the company secretary;
  - c) the chief financial officer; and
  - d) such other officer as may be prescribed under the Companies Act.
- vii. “LODR Regulations” means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
- viii. “Senior Management” means personnel of the Company who are members of its core management team, excluding the directors on the Board. This shall include all members of management one level below the executive directors, including all functional heads.
- ix. “Stock Exchange(s)” means BSE Limited and National Stock Exchange of India Limited.

## **5. PROCEDURE FOR SUCCESSION**

### **i. Succession Plan for the Board and the KMPs**

The Committee shall identify suitable persons from among the existing top management personnel or from outside the Company to fill up the vacancy at the Board and KMP level. The Committee shall apply a diligence process to determine the suitability of every person who is being considered for appointment or re-appointment as a director or KMP of the Company based on his/her educational qualifications, experience and track record.

The appointment, re-appointment or removal of the person at the Board and KMP level shall be recommended by the Committee and approved by the Board. Such appointment, re-appointment or removal shall be in accordance with the applicable provisions of the Companies Act, the Listing Regulations and other laws as applicable to the Company.

### **ii. Succession Plan for the Senior Management:**

The Committee shall periodically review and consider the list of Senior Management due for retirement or resignation within the year. The Committee shall also consider new vacancies that may arise because of business needs or up-gradation of department(s). Accordingly, the Committee shall assess the availability of suitable candidates for the Company’s future growth and development.

The vacancy or fresh appointments at the Senior Management level shall be in line with the internal policy(ies) adopted by the management, keeping in view the organization’s mission, vision, values, goals and objectives.

The Board may authorize the Committee to frame an internal policy for identifying and developing an internal pool of talent for future leadership role in different department(s)/division(s) in accordance with the requirement of such department(s)/division(s).

The Chairperson & Managing Director, the Executive Directors and the Head – Human Resources shall also, from time to time, identify & recommend high-potential employees who merit faster career progression and formulate, administer, monitor and review the process of skill development and identify training requirements in respect of such employees.

The appointment of Senior Management shall be in accordance with the applicable provisions of the Companies Act, the Listing Regulations and other laws as applicable to the Company.

## **6. EMERGENCY SUCCESSION OR TEMPORARY CHANGE**

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

For a temporary change in executive leadership (i.e., illness or leave of absence for long time), the immediate junior officer, reporting to such executive, shall take charge in place of his/her senior until the senior executive re-joins the office or if he/she is not competent in the view of the Chairperson and Managing Director or the Committee, then such other person who is competent to take the charge as may be decided by the Managing Director or the Committee will take charge until the senior executive re-joins the office.

## **7. REVIEW AND MONITORING**

The Board shall review and monitor the implementation of this Policy on an annual basis to ensure its effectiveness and for ensuing effective succession planning.

## **8. AMENDMENTS TO THE POLICY**

The Board shall have the power to clarify any doubts or rectify any anomalies that may exist in connection with the effective execution of this Policy. The Board reserves the right to amend this Policy from time to time based on changing requirements as prescribed by or any other appropriate statutory authority.

## **9. DISCLOSURE OF THE POLICY**

This Policy shall be disclosed in the annual report of the Company and posted on the website of the Company, if required under the Companies Act, 2013 and rules thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and any other regulatory requirements.

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**For STEAMHOUSE INDIA LIMITED**  
  
**Director / Autho.**