

**POLICY ON SUCCESSION PLANNING
FOR
ORDERLY SUCCESSION
TO THE
BOARD AND THE SENIOR MANAGEMENT
OF
AIROX TECHNOLOGIES LIMITED**

1. PREAMBLE

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 (the “**SEBI Listing Regulations**”). It is a significant attempt 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.

The board of directors of the Company adopted the Policy vide its Board meeting held on 20th May, 2022. The Policy shall come into force with effect from the date Regulation 17(4) of the SEBI Listing Regulations takes effect with respect to the Company.

2. DEFINITIONS

- i) “**Company**” shall mean **AIROX TECHNOLOGIES LIMITED**
- ii) “**Board of Directors**” or “**Board**” means the Board of Directors of the Company in terms of Regulation 2(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the LODR regulations) as constituted from time to time.
- iii) “**Key Managerial Personnel**” (KMP) refers to key managerial personnel as defined under the Companies Act, 2013 and includes:
 - Managing Director (MD), or Chief Executive Officer (CEO); or Manager; or Whole time Director (WTD)
 - Chief Financial Officer (CFO); and
 - Company Secretary (CS).
- iv) “**Listed Entity**” means any entity which has listed its securities on Recognized Stock Exchange(s), in accordance with the listing agreement entered into with the stock exchange(s).
- v) “**Listing Regulations**” shall mean an agreement entered into between the Company and the recognized stock exchange(s) wherein the securities of the Company are listed pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- vi) “**Nomination and Remuneration Committee**” (NRC) or “**Committee**” means Nomination and Remuneration Committee of Board of Directors of the Company for the time being in force.
- vii) “**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.
- viii) “**Senior Management**” mean 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 executive directors including the functional heads.

Objectives Policy on Succession Planning for Orderly Succession to the Board and the Senior Management

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 little 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.

3. PROCEDURE FOR SUCCESSION

A. For Board and KMP:

- a. The Nomination & Remuneration Committee of the Board, shall apply a due diligence process to determine the suitability of any person internally or from external resources who is being considered for being appointed or re-appointed as a Director of the Company or as a KMP based on his/her educational qualification, experience & track record or re-appointment of a Director shall be recommended by Nomination & Remuneration Committee of the Company.
- b. 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

B. Senior Management Level Appointment:

- a. 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.
- b. 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.
- c. Every member of the senior management team shall also endeavor to add capability in-house and mentor officials with potential working under him to handle his responsibility

in his absence by exposing him to all aspects of work being handled by him.

- d. There commendation of the management shall be placed before the Nomination and Remuneration Committee for recommendation to the Board. While making its recommendation, the Nomination & Remuneration Committee shall consult with the management about all the factors including the available talent within the organization and the need to ensure continuous working and growth of the Bank shall be carefully considered.
- e. 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.

4. EMERGENCY SUCCESSION OR TEMPORARY CHANGE

If a Director's office/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.

5. REVIEW AND MONITORING

Board of Directors shall oversee succession planning and shall satisfy itself that plans are in place for orderly succession for appointment to the board of directors and senior management.

6. 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 the SEBI/Stock Exchange(s) or any other appropriate statutory authority.

7. CONFLICT IN POLICY

In the event of any conflict between the Companies Act or the SEBI regulations or any other statutory enactments ("**Regulations**") and the provisions of this Policy, the Regulations shall prevail over this Policy.