



# **POLICY ON SUCCESSION PLANNING OF BOARD AND SENIOR MANAGEMENT**

**VERSION 1**

**Approved by Board of Directors on 30<sup>th</sup> June, 2025**

## **1. INTRODUCTION:**

The Securities and Exchange Board of India (SEBI) has mandated a succession policy, as per Regulation 17(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). This significant directive aims to protect investors from potential adverse impacts stemming from sudden or unforeseen leadership vacancies. Consequently, it is now obligatory for the boards of all listed companies to formulate a comprehensive action plan for the seamless transition of key executives.

As per the Act and the Listing Regulations, the Company's Board of Directors ("**Board**") is required to frame and abide a policy on Succession Planning for the Board and Senior Management (the "**Policy**").

## **2. EFFECTIVE DATE:**

This Policy will come into effect from the date of its adoption by the Board.

## **3. OBJECTIVES AND PURPOSE:**

This policy aims to ensure the continuous presence of a statutorily required number of leaders, as the absence of leadership can significantly impact business operations. Certain positions are crucial for the company's present and future growth. Therefore, it is vital that these roles are filled promptly with skilled and capable individuals to prevent any negative repercussions. Effective and efficient succession planning offers several key benefits:

- 3.1 It is fundamental to the survival and growth of any business.
- 3.2 It serves as a vital tool for organizations to ensure continuous, effective, and smooth performance through uninterrupted leadership.
- 3.3 It encourages senior management to identify high-potential individuals within the company, develop them, and cultivate a robust talent chain.

## **4. DEFINITIONS AND INTERPRETATION:**

Except where the context otherwise requires, the following capitalized words and expressions shall have the meaning as specified hereunder:

- a. "**Act**" shall mean the Companies Act, 2013 or any previous Company Law and the rules framed thereunder, notified by the Ministry of Corporate Affairs, Government of India, as amended from time to time;
- b. "**Board**" shall mean the Board of Directors of the Company;

- c. **"Company"** shall mean Mann Fleet Partners Limited, incorporated under the provisions of the Act;
- d. **"Directors"** shall mean all the members of the Board of Directors of the Company, including the Independent Directors;
- e. **"Listing Regulations"** shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time; and
- f. **"Nomination and Remuneration Committee"** shall mean the Nomination and Remuneration Committee constituted by the Board in accordance with the provisions of the Companies Act 2013.

#### **5. CRITICALITY AND BENEFIT OF THIS POLICY:**

Maintaining minimum statutorily required number of leaders and absence of leadership gap are critical to business. There are positions in the Company that are essential to its current and future growth. It is, hence, important that these positions are duly filled up well in time with skilled and the best possible incumbents to avoid any negative impact. An effective and efficient succession planning:

- 1. is an essential component for the survival and growth of any business;
- 2. acts as a tool for an organization to ensure its continued, effective, and smooth performance through leadership continuity; and
- 3. induces the Senior Management to identify high growth individuals within the Company, train them and feed the pipelines with talents

#### **6. APPLICABILITY:**

The Policy shall be applicable for the succession planning of the following personnel:

##### **1. On the Board and Key Managerial Personnel ("KMP"):**

- a) Directors,
- b) Managing Director,
- c) Chief Executive Officer ("CEO"),
- d) Chief Financial Officer ("CFO"), and
- e) Company Secretary and Compliance Officer ("CS")

##### **2. On the Senior Management:**

- a) Presidents – Marketing, Sales, Business Strategy, Operations and IT, Chief Risk Officer ("CRO"), and Chief of HR & Management Services ("CHR")
- b) Any other positions within the Company at the discretion of the Managing Director & CEO in consultation with the Board

## **7. OBJECTIVE:**

The objectives of our succession planning program include, but are not limited to, the following:

- 7.1 **Identifying and nominating suitable candidates** for Board, Key Managerial Personnel (KMP), and Senior Management Personnel (SMP) levels to fill vacancies as they arise, in accordance with applicable laws.
- 7.2 **Determining the competency requirements** for critical and key positions, assessing potential candidates, and fostering the necessary skills through planned development and learning initiatives.
- 7.3 **Evaluating current incumbents** in senior managerial roles and recommending whether their term/service should be extended, or if an identified internal or external candidate should replace them, or if new suitable candidates should be recruited.
- 7.4 **Ensuring the systematic and long-term development** of individuals within senior management to guarantee seamless transitions in the event of death, disability, retirement, or other unforeseen circumstances.

## **8. SUCCESSION PLAN FOR THE BOARD AND THE SENIOR MANAGEMENT:**

### **1. Review and Planning**

The Nomination and Remuneration Committee shall periodically review and determine the possible vacancy of one or more Director slots/ senior management positions within the next twelve months and accordingly report its finding to the Board.

### **2. Procedure**

- a) If the Nomination and Remuneration Committee anticipates that a Director slot/ senior management position shall become vacant within the next twelve months (whether by reason of an announced intent to retire or otherwise), the Nomination and Remuneration Committee shall recommend the Board to have sufficient number of candidates for selection.
- b) Initially, the Nomination and Remuneration Committee shall review the list of high performer employees within the Company that may be potential candidates for elevation through Internal Job Posting ("**IJP**") to the position of senior management position.
- c) If eligible candidates are not found within the company, then the Nomination and Remuneration Committee may consult whatever sources it deems appropriate, including, but not limited to, referrals from the existing Directors or Senior Management, recommendations from third-party search firms etc.
- d) The Nomination and Remuneration Committee shall have the authority to engage whatever advisors (including attorneys and search firms) it believes appropriate in its efforts to identify and evaluating potential candidates.

**9. EMERGENCY SUCCESSION:**

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

**10. ASSESSMENT OF CANDIDATES:**

1. The Nomination and Remuneration Committee shall prepare a list of potential candidates to be initially assessed.
2. The nomination will be shared with the Board prior to the initial round of interviews.
3. One or more members of the Committee shall be part of the initial interview.
4. When the Nomination and Remuneration Committee identifies individuals that it observes meet the criteria mentioned in the Nomination and Remuneration Policy of the Company, it shall recommend them to the Board for final selection

**11. POLICY REVIEW AND AMENDMENT APPROVAL:**

The policy will be reviewed by the Nomination and Remuneration Committee and approved by the Board at least annually or as and when required.

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s), etc. shall prevail upon the provisions in this Policy and this Policy shall stand amended accordingly.