

**Intellius Recode Limited**

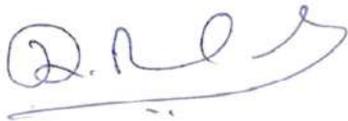
**Policy on Succession Planning  
CG/POL-Succession/Ver-1.0**

DOCUMENT REVIEW HISTORY

| Version | Modification    | Prepared By    | Reviewed By          | Date        |
|---------|-----------------|----------------|----------------------|-------------|
| 1.0     | Policy Creation | Achuthan Raman | Prasanna Ramaswamy S | 27 Nov 2025 |
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Board Approval Date: 28<sup>th</sup> Nov 2025

For and on behalf of Board of Intellius Recode Private Limited



Name: Prasanna Ramaswamy  
Designation: Director

## 1. BACKGROUND AND SIGNIFICANCE

The Securities and Exchange Board of India ("SEBI") has mandated the need for a succession policy pursuant to Regulation 17(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations"), in order to ensure that interests of investors of a listed company does not suffer on account of sudden or unplanned gaps in management of the Company. Therefore, the board of directors of all listed companies are required to develop an action plan for successful transition of key executives in accordance with the Listing Regulations. Pursuant to the Listing Regulations, Intellius Recode Private Limited (the "Company") is required to put in place a plan for orderly succession for the board of directors ("Board") and senior management. For this purpose, senior management shall mean officers/personnel of the listed entity who are members of its core management team excluding board of directors and normally this shall comprise of all members of management one level below the whole-time directors, including all functional heads.

Whereas under Section 178 of the Companies Act, 2013 ("Companies Act"), the Company is required to constitute a Nomination and Remuneration Committee and development of a succession plan for the Board and senior management is an object of the Nomination and Remuneration Committee.

The Company understands & appreciates the importance of succession planning to ensure continuity in its smooth functioning. Key positions in the Company, which are important for the Company's current and future growth are assigned to qualified and competent professionals. It is imperative to fill up vacancies in such positions well in time to ensure continuity in leadership and management of the Company.

In view of the above, the Company has formulated the following policy regarding succession planning for the Board and senior management of the Company (the "Policy").

## 2. OBJECTIVES:

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

- a) To identify and nominate suitable candidates for the Board's (including Nomination and Remuneration/Compensation Committee) 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. DEFINITIONS

- a) **Board** means Board of Directors of the Company.
- b) **Directors** means all members of the Board of Directors of the Company.
- c) **Senior Management Personnel** or **SMP** shall mean the officers and personnel of the listed entity who are members of its core management team, excluding the Board of Directors, 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 of Directors) and shall specifically include the functional heads, by whatever name called and the persons identified and designated as key managerial personnel, other than the board of directors, by the listed entity.
- d) **Succession Plan** means the succession plan formulated by the Company.

## 4. 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 or any other positions within the Company at the discretion of the Board of Director of the Company.

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.

## **5. SUCCESSION PLAN FOR THE BOARD AND SENIOR MANAGEMENT**

The Nomination and Remuneration Committee of the Board (the "NRC") shall review the leadership and management needs of the Company from time to time if there is reason to believe that one or more Director's slots/ SMPs position shall become vacant within the next twelve months and accordingly report its finding to the Board.

The NRC shall assess the suitability of a person who is being considered for appointment as a director of the Company, based on his/her educational qualification, experience, expertise and track record and shall recommend to the Board, the terms and conditions of his/her appointment, including remuneration.

NRC periodically review and consider the list of senior managerial personnel due for retirement/ attrition within the year. The Committee shall also consider the new vacancies that may arise because of business needs. The NRC may, at its discretion, recommend to the Board, appointment of suitable candidate(s) in senior management level with a view to ensure a continuous availability of managerial talent at senior levels to meet the organizational needs. The recommendations of the NRC shall be placed before the Board for approval.

The senior management team shall always strive to develop in-house capabilities by enriching work exposure.

The Committee shall periodically review and determine if there is reason to believe that one or more director's slots/ senior management's position shall become vacant within the next twelve months and accordingly report its finding to the Board.

### **a) Assessment of candidates:**

The Committee shall make an initial assessment of potential candidates for the vacancy. It shall select from such pool, candidates for an initial interview by one or more members of the Committee. When the Committee identifies individuals that it believes meet the criteria mentioned in the Nomination and Remuneration Policy of the Company, it shall recommend them to the Board for selection.

### **b) Procedure:**

i. If the Committee anticipates that a Director/ senior management position shall become vacant within the next twelve months (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 senior management, 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 evaluate 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's slot /senior management's 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.

## **6. REVIEW OF THE POLICY**

The Policy shall be reviewed periodically by the Board or such individuals or committees of individuals authorised to do so, by the Board and any change in the Policy shall be approved by the Board of the Company. However, all such amendments will be subject to applicable laws, rules and regulations, from time to time.

## **7. AMENDMENTS:**

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