

LS Industries Limited

Succession Policy for appointment to the Board and Senior Management

1 Objective:

In terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (*the "Regulations"*) the Board of Directors (*the "Board"*) of LS Limited (*the "Company"*) has adopted this policy, to make plan for orderly succession for appointment to the Board of Directors and Senior Management. The objective of this Policy is to ensure the orderly identification and selection of new Directors or Senior Management in the event of any vacancy, whether such vacancy exists by reason of an anticipated retirement, an unanticipated departure, the expansion of the size of the Company, or otherwise.

2 Applicability

This Policy is effective from 1st December, 2015.

3 Process:

- (a) **Board Level Appointment:** The Board of Directors of the Company and/or Nomination and Remuneration Committee of the Board shall identify the suitable person(s) who are qualified to become Directors or from the outside to fill up the vacancy at the Board level. The appointment of person(s) at the Board level shall be in accordance with the procedure as laid down in Nomination & Remuneration Policy of the Company along with applicable provisions of Companies Act 2013 and pursuant to SEBI guidelines/regulations, as amended from time to time.
- (b) **Senior Management Level Appointment:** The vacancies at Senior Management level shall be filled up on the basis of recommendations of Nomination and Remuneration Committee of the Board. The said committee shall follow the same procedure as laid down in Nomination & Remuneration Policy of Company. Efforts may be made to fill majority of positions created by Senior Management vacancies or changes in organizational responsibilities from within the organization by making the appropriate Competency match between the concerned position and the individual.

Explanation: Senior Management means officers of listed company who are members of core management team excluding Board of Directors and this shall comprise all members of management one level below the executive directors, including functional heads having designation of Vice President & above.

4 Steps to execute smooth Succession Planning:

Succession planning would be carried out across different Divisions/ Departments of the Company, wherever required at appropriate intervals. Following steps may be followed to execute smooth Succession Planning:

- i To Identify Key/ Critical positions in each Division/Departments throughout the Company and its various units.
- ii Proper determination of required job competencies for selected key positions along with determination of likelihood of these positions getting vacant in future.
- iii Analyzing and matching the required competencies between the selected positions & Employees who closely match the required competencies.
- iv Employee with closest match to competency requirements of position will be the first successor to the position.
- v The second successor will be the one with the second closest competency match to the position requirements and so on.
- vi In case of critical position getting vacant and no internal successor is identified, recourse may be taken to hire external talent to ensure smooth functioning in terms of organizational objective.

5 Monitoring & Review

The Board of Directors may review and/or amend this policy either in whole or in part, at any time consistent with requirements of applicable laws, rules and regulations or changes due to business environment.
