



MEDI-CAPS LIMITED

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POLICY ON SUCCESSION PLAN FOR ORDERLY SUCCESSION FOR APPOINTMENT OF THE BOARD OF DIRECTORS AND SENIOR MANAGEMENT

(PURSUANT TO REGULATION 17(4) OF SEBI (LODR) REGULATION 2015

❖ **INTRODUCTION**

Pursuant to Regulation 17(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, provides that the Board of Directors of every listed company shall satisfy itself that plans are in place for orderly succession for appointments to the Board of Directors and Senior Management. Therefore, the Board of Directors (“the Board”) of Medi-Caps Limited (“the Company”) has adopted this Policy upon the recommendation of the Nomination and Remuneration Committee.

The Nomination & Remuneration (the ‘Committee’) shall be responsible for implementing this Policy and its related procedures.

❖ **OBJECTIVE**

The objectives of the succession planning programmed shall, inter-alia, include the following:

1. To ensure the company is prepared with a plan to support operations and service continuity when the Board, KMP’s and Senior Management Personnel or key business leader leave their position.
2. To prepare a supply of suitably qualified and motivated employees for higher roles and responsibilities.
3. To identify and nominate the suitable candidates for the Board’s approval to fill the vacancy which arises in the Board of the Company from time to time.
4. To ensure the systematic and long-term development of individuals in the senior management level to replace when the need arises due to deaths, disabilities, retirements, and other unexpected occurrence.
5. To ensure a plan for orderly succession for appointment to the Board and to the Senior Management.

❖ **DEFINITIONS:**

1. “Board of directors” or “Board” means the Board of MEDI-CAPS LIMITED, as constituted or reconstituted from time to time.
2. “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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 178 of the Companies Act, 2013, as is in force from time to time.
3. “Company” means “MEDI-CAPS LIMITED”

4. “Companies Act” means the Companies Act, 2013 and the rules framed there under, each as amended

5. “Policy” means this succession policy.

6. “LODR Regulations” means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

7. “KMP” or “Key Managerial Personnel” means:

- a) 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, 2013.

8. “Employee” means employee of the Company whether employed in India or outside India including employees in the Senior Management Team of the Company

9. “HR” means the Human Resource Department of the Company.

10. “Senior Management” means personnel of the Company 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 executive directors that includes CEO/ CFO/CS/ President and Head of Departments (HODs).

❖ **PROCEDURE:**

1) SUCCESSION PLAN FOR THE BOARD AND THE KMPS:

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.

2) SUCCESSION PLAN FOR SENIOR MANAGEMENT:

The vacancy at Senior Management i.e. all members of management one level below the executive directors, including all functional heads (CEO/CFO/CS/General Manager) shall be filled up by the MD in line with the internal policy adopted by the management, keeping in view the organization’s mission, vision, values, goals and objectives. The

appointment of Senior Management shall be in accordance with the applicable provisions of the Companies Act 2013, the Listing Regulations and other laws as applicable to the Company.

3) EMERGENCY SUCCESSION

If a Director's office /Senior Management 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, subject to the necessity involved OR take a decision through resolution passed by circulation. For a temporary change in directorship (i.e., illness, leave of absence for long time, or other unanticipated occurrence) the board or committee may appoint an alternate director as per the procedure defined under Companies Act, SEBI (LODR) Regulation, 2015 and other laws as applicable to the Company time to time.

For a temporary change in senior management (i.e., illness or leave of absence for long time), the immediate junior officer, reporting to such senior management shall take charge in place of his/her senior until the senior management 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 management rejoins the office.

4) REVIEW AND MONITORING

The Board of Directors shall oversee succession planning to ensure its effectiveness and shall satisfy itself that plans are in place for orderly succession for appointment to the board of directors and senior management or recommend changes, if any, for ensuing effective succession planning.

The Nomination and Remuneration Committee shall review and monitor from time to time the implementation of this Policy to ensure its effectiveness.

5) 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, subject to the approval and recommendation of the Nomination and Remuneration Committee.

6) DISCLOSURES

The Company shall disclose this Policy on its website and a web link thereto shall be provided in the Annual Report.
