



Policy on Succession Planning for the Board and Senior Management

Amara Raja Energy & Mobility Limited

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Registered office: Renigunta – Cuddapah Road, Karakambadi, Tirupati – 517520, Andhra Pradesh

Corporate Office: Terminal A, 1-18/1/AMR/NR, Nanakramguda, Gachibowli, Hyderabad – 500032

Tel: 91 (40) 23139000 Fax: 91 (40) 23139001

E-mail id: investorservices@amararaja.com

Website: <https://www.amararajaeandm.com>

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1. Introduction

Amara Raja Energy & Mobility Limited (“Company”), including its wholly owned subsidiaries, is committed to a strong governance framework that promotes sustainable growth, leadership continuity, and long-term value creation for all stakeholders. The Company believes that a structured succession planning process is essential to ensure continuity in leadership and seamless transition of responsibilities at the Board and Senior Management levels with minimal disruption to business operations.

Accordingly, the Company has formulated this Policy on Succession Planning for the Board and Senior Management (“Policy”) to facilitate an orderly and effective succession process aligned with the Company’s strategic objectives and governance practices. This Policy is also in line with the requirements of Regulation 17(4) read with Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended from time to time.

2. Objectives

The objectives of this Policy, *inter alia*, are as follows:

- a. To ensure continuity of leadership and availability of qualified talent for the Board and Senior Management positions in alignment with the Company’s long-term strategy and governance framework.
- b. To establish a structured and transparent process for succession planning for the Board and Senior Management, including planned and unforeseen transitions.
- c. To identify and develop individuals internally with the necessary skills, experience, values, and leadership capabilities to assume critical roles within the Company.
- d. To periodically assess the competency requirements for key leadership positions and implement appropriate development, mentoring, and learning initiatives for Leadership Pipeline.
- e. To ensure timely replacement and smooth transition of leadership positions arising due to retirement, resignation, expansion, incapacity, or any unexpected event, with minimal disruption to business operations.

3. Applicability

This Policy shall apply to succession planning for the following positions of Company and its wholly owned subsidiaries:

- a. Members of the Board of Directors, including Executive, Non-Executive and Independent Directors; and
- b. Senior Management Personnel (SMP) and Key Managerial Personnel (KMP);
- c. Such other Critical Leadership Positions as may be identified by the Company or the Board from time to time.

The Policy shall be applicable to both planned and unplanned succession events arising due to retirement, resignation, expansion of business, removal, death, incapacity, or any other unforeseen circumstances.

4. Definitions

For the purpose of this Policy, the following terms shall have the meanings assigned to them below:

- a. **“Board”** means the Board of Directors of Amara Raja Energy & Mobility Limited.
- b. **“Company”** means Amara Raja Energy & Mobility Limited.
- c. **“Committee”** means the Nomination and Remuneration Committee (“NRC”) of the Board of the Company.

- d. **“Senior Management” / “Senior Management Personnel”** “senior management” shall mean the officers and personnel of the Company 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 Executive Directors or Managing Director (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 (KMP), other than the board of directors, by the Company.

Accordingly, the Company has classified its Chief Marketing Officers (CMOs), Chief Business Officers (CBOs), Chief Operating Officers (COO), Business Function heads and its KMPs (i.e. core management team) as Senior Management Personnel.

- e. **“Succession Planning”** means a systematic and structured process of identifying, assessing, developing, and preparing individuals to assume key leadership and critical positions within the Company to ensure continuity of business and leadership.
- f. **“Critical Leadership Positions”** means any position identified by the Board, NRC, or Senior Management Personnel as critical to the operations, strategy, governance, or long-term sustainability of the Company.
- g. **“Leadership Pipeline”** means the pool of identified internal and/or external talent with the potential, capability, and readiness to assume key leadership roles within the Company.
- h. **“Policy”** means this Policy on Succession Planning for the Board and Senior Management, as amended from time to time.
- i. **“Key Managerial Personnel” or “KMP”** shall have the meaning assigned under Section 2(51) of the Companies Act, 2013, and rules made thereunder.

The words and expressions used and not defined in this policy but defined in the Act or SEBI Listing Regulations shall have the meanings respectively assigned to them in the Act/Rules and Regulations.

5. Succession Planning Framework for the Board and Senior Management

The Nomination and Remuneration Committee (“NRC”) shall oversee and periodically review the succession planning framework for the Board and Senior Management of the Company and provide recommendations to the Board, as considered appropriate.

The Chief People Officer shall provide the necessary support and assistance to the NRC for implementation of this Policy.

a. Succession Planning for the Board

The Company’s Board shall collectively comprise individuals with diverse experience and expertise in areas such as business management, finance, technology, manufacturing/business, strategy, risk management, governance, sustainability, and other areas relevant to the Company’s operations and long-term growth.

The NRC shall periodically review the composition, size, diversity, skills, experience, and expertise required for the Board, in line with the Company’s business, strategic priorities, governance requirements, and long-term objectives. The NRC shall recommend suitable candidates, including re-appointment of existing Directors, at least one quarter prior to the expiry of their respective tenure.

The NRC shall identify and recommend suitable candidates for appointment or re-appointment to the Board,

taking into consideration, *inter alia*:

1. Merit, integrity, skills, experience, industry knowledge, independence, ethical standards, professional competence, strategic thinking, governance perspective and overall suitability for effective Board functioning;
2. Ability to devote sufficient time and attention to discharge duties and responsibilities as a Director and to contribute effectively in Board deliberations and decision-making; and
3. Adherence to the Company's Code of Conduct and commitment to the highest standards of corporate governance and ethical practices.

Based on the recommendations of the NRC, the Board shall evaluate and approve the appointment or re-appointment of Directors in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations. The Company shall obtain the necessary approvals for such appointments in compliance with applicable laws.

The NRC shall endeavour to identify suitable successors for Independent Directors sufficiently in advance (at least one quarter in advance) of completion of their tenure or occurrence of a vacancy. Any vacancy in the position of an Independent Director shall be filled within the timelines prescribed under applicable laws.

The appointment, re-appointment, or removal of Independent Directors shall be subject to the approval of the Board, shareholders, and other applicable regulatory requirements in accordance with the Companies Act, 2013 and SEBI Listing Regulations.

For re-appointment of Directors, the NRC may also consider factors including performance evaluation, participation and contribution in Board and Committee meetings, governance standards, and ability to devote sufficient time to the affairs of the Company.

Succession for Executive Directors may be considered from internal leadership talent or external candidates, based on the skills, experience, leadership capabilities, and business requirements identified by the NRC and the Board. The Board may, wherever considered appropriate, decide not to fill a vacancy.

If a Director becomes subject to any disqualification under applicable laws or is found to be in non-compliance with the Company's policies or governance standards, the NRC may recommend removal of such Director to the Board, in accordance with the applicable provisions of law.

b. Succession Planning for Senior Management, Key Managerial Personnel and Critical Leadership Positions

The Company shall maintain an ongoing process for identification and development of talent for critical leadership positions, including Senior Management Personnel and Key Managerial Personnel ("KMP"), to support business continuity and sustainable growth.

The process shall include an annual identification of critical leadership and key business roles, assessment of internal talent against current and future capability requirements, and development of potential successors through targeted learning, mentoring, job rotation, stretch assignments, and leadership exposure.

Management shall periodically review successor readiness, identify gaps and risks in the leadership pipeline, and implement appropriate development or external hiring strategies where required, based on competencies, experience, leadership potential, and role requirements. The succession plan shall be reviewed regularly by senior management and presented periodically to the Board.

The NRC, in consultation with the Managing Director, Executive Directors, Chief People Officer, and other relevant stakeholders, shall periodically review succession requirements for the leadership positions, taking into consideration factors such as business needs, organizational structure, planned transitions, retirements, resignations, expansion plans, or any unforeseen circumstances. Further, the NRC shall identify suitable

candidates (external or internal) for such leadership positions atleast a quarter in advance of their tenure completion.

In the event of any temporary or sudden vacancy in a critical leadership position, the Company may designate an interim responsibility arrangement, in line with the organizational structure and business requirements, until a suitable appointment is made.

Appointments of Directors, Senior Management Personnel, and KMP shall be carried out in accordance with the applicable provisions of the Companies Act, 2013, SEBI Listing Regulations, and other applicable laws, as amended from time to time.