

**POLICY FOR SUCCESSION PLAN FOR BOARD AND SENIOR
MANAGEMENT**

OF

ORKLA INDIA LIMITED¹



Version	Approved By	Date of Approval
1.0	Board of Directors	September 02, 2025

¹Formerly known as “Orkla India Private Limited” and “MTR Foods Private Limited”

1. INTRODUCTION

The Securities and Exchange Board of India (SEBI), under Regulation 17(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (the “**SEBI Listing Regulations**”), mandates every listed entity to frame a formal succession plan for its Board and Senior Management to ensure continuity of leadership and safeguard the interests of the investors & all relevant stakeholders.

This policy has been developed not only to comply with statutory requirements but to reflect Orkla India’s commitment to leadership continuity, talent preparedness, and sustained organizational performance. Succession Planning at Orkla India is embedded in our broader Talent Philosophy, steered through the **Leadership & Organizational Process (LOP)** and the **Talent Board** platform — which together ensure future-ready talent pipelines, internal mobility, and capability development for business continuity.

This Policy shall be effective from the date of listing of the equity shares of the Company on the stock exchange(s).

2. DEFINITIONS

For the purposes of this Policy, unless the context otherwise requires, the following terms shall have the meaning assigned to them:

- 2.1. “**Act**” means the Companies Act, 2013, and the rules made thereunder, as amended from time to time.
- 2.2. “**Company**” or “**Orkla India**” refers to Orkla India Limited.
- 2.3. “**Board**” refers to the Board of Directors of Orkla India, as constituted from time to time as per the relevant laws.
- 2.4. “**Nomination and Remuneration Committee (NRC)**” means the Committee of the Board constituted under the provisions of Section 178 of the Act and SEBI Listing Regulations.
- 2.5. “**Key Managerial Personnel**” means key managerial personnel as defined in sub-section (51) of section 2 of the Companies Act, 2013
- 2.6. “**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 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 Company.
- 2.7. “**LOP**” refers to Orkla India’s Leadership & Organizational Process, which is a structured, annual talent review and succession planning exercise anchored by the Talent Board.
- 2.8. “**Talent Board**” refers to the apex talent governance body at Orkla India responsible for reviewing leadership pipelines, talent movement, and succession readiness across the organization.
- 2.9. “**Succession Plan**” refers to a systematic process of identifying, assessing, and developing potential successors to key leadership positions to ensure business continuity and talent readiness.

3. OBJECTIVE

The objective of this Succession Planning Policy is to ensure proactive identification, development, and readiness of internal talent to assume critical leadership roles, thereby safeguarding business continuity and organizational stability in the event of planned or unplanned vacancies.

The specific objectives are as follows:

- 3.1. Ensure Leadership Continuity: Minimize business disruption by creating a robust succession pipeline for Key Managerial Personnel, Senior Management, and other business-critical roles by identifying and nominating suitable candidates for the approval of the Board of Directors of the Company (“**Board**”) to fill any vacancy(ies) which may arise in the Board, from time to time.
- 3.2. Strengthen Internal Talent Development: Leverage the LOP (Leadership & Organizational Process) to systematically identify high-potential talent and build development plans to prepare them for future leadership roles.
- 3.3. Enable Talent Mobility: Promote internal mobility and career progression, aligned with Orkla India’s employer value proposition of “A Home to Grow”, by creating visible career pathways for high-performing & high-potential talent.
- 3.4. Institutionalize Succession Governance: Establish structured governance mechanisms such as the Talent Board and Nomination & Remuneration Committee (NRC) to oversee the succession planning process, review progress, and approve succession plans.
- 3.5. Foster a Culture of Readiness: Embed succession planning as a business responsibility, with functional leaders owning the development of successor pipelines and maintaining updated succession slates as part of their LOP deliverables.
- 3.6. Identify the competency requirements of critical and key positions in the Company, assess potential candidates and develop required competency through planned development and learning initiatives.
- 3.7. To identify the key job incumbents in Senior Management and recommend whether the concerned individual: (a) be granted an extension in term/ service; or (b) be replaced with an identified internal or external candidate or recruit other suitable candidate(s).
- 3.8. To ensure the systematic and long-term development of individuals in the Senior Management level and to replace when the need arises due to resignations, death, disabilities, retirements, and other unexpected occurrence.
- 3.9. Align with Regulatory & Governance Norms: Fulfill the regulatory expectations as outlined by SEBI Listing Regulations and the Act by ensuring that succession plans are in place for Key Managerial Personnel and Senior Management.

4. SCOPE & APPLICABILITY

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

- All members of the Board
- Key Managerial Personnel
- Senior Management

- Any other positions within the Company at the discretion of the Chief Executive Officer in consultation with the Board.

5. SUCCESSION PLANNING GUIDELINES & PRINCIPLES

The policy is underpinned by the following key principles and is anchored in the organization's existing Talent & Leadership processes — namely, the Leadership & Organisational Process (LOP) and Talent Board mechanism.

a. Succession plan for the Board:

The Nomination and Remuneration Committee of the Board (the “**Committee**”) shall determine the suitability of every person who is being considered for appointment or re-appointment as a director based on his / her educational qualification, experience, track record and contribution to the Board, as applicable, and every such person shall meet the ‘fit and proper’ criteria as may be stipulated by the Committee, from time to time, and accordingly any appointment or re-appointment of a director shall be subject to prior approval / recommendation by the Committee.

The Company has also framed a Nomination and Remuneration Policy and a Policy on Diversity of the Board to guide the Board in relation to the appointment / re-appointment / removal of the directors to ensure adequate diversity in the board to make good use of the varied skills, regional and industry experience, background, gender, and other qualities of the directors. Accordingly, the appointment / re-appointment / removal and tenure of Directors shall be governed by the provisions of the Nomination and Remuneration Policy.

b. Succession plan for the Senior Management:

The human resource department of the Company (the “**HR**”) shall periodically review and consider the list of Senior Management due for retirement / attrition within the year. HR shall also consider the new vacancies that may arise because of business needs / up-gradation of department(s) / regional office(s). Considering the above, HR shall assess the availability, internally and / or externally as the case may be, of suitable candidates for the Company’s future growth and development.

Further, based on the recommendation of the managing director and/or the chief executive officer, the HR:

- a. shall evaluate the incumbent after considering all relevant criteria like experience, age, health, leadership quality etc., and recommend whether the concerned individual (i) be granted an extension in term / service; or (ii) be replaced with an identified internal or external candidates;
- b. shall identify the competency requirements of the key positions, assess potential candidates and develop required competency through planned development and learning initiatives. HR may utilise the services of professional search firms to assist in identifying and evaluating potential candidates;
- c. may recommend to appoint other suitable external candidate(s) as special recruitment in Senior Management based on the profiles and competency in order to provide a continuous flow of talented people to meet the organisational needs;

- d. the prevailing promotion / transfer policy or related policy of the Company shall be designed in such a way that the existing / proposed Senior Management shall get all-round exposure in various domains to facilitate career progression, prepare them for administrative responsibilities and to discharge their functions effectively in senior positions;
- e. every member of the Senior Management shall always endeavour to add capability in-house and mentor officials with potential working under him / her to handle his responsibility in his / her absence by exposing him/ her to all aspects of work being handled by him/ her; and
- f. in addition to the above, the appointment of key managerial personnel as defined under Section 2(51) of the Companies Act shall be made in compliance with the applicable provisions of the Companies Act, read with the SEBI Listing Regulations.

Key Principles of Succession Planning

- **Continuity of Business Leadership:** Succession Planning is treated as a critical business continuity tool to ensure seamless transition for roles that are essential for strategic, operational, or compliance reasons.
- **Internal First Approach:** Consistent with Orkla India's "Employer Value Proposition" of "A Home to Grow," the policy strongly emphasizes developing and promoting internal talent before exploring external options.
- **Future-Readiness and Strategic Alignment:** Succession pipelines are created in alignment with the evolving strategic priorities of the organization.
- **Structured Talent Assessment:** Talent is evaluated based on performance, potential, values alignment, and critical experiences using defined tools and frameworks.
- **Time-Bound Successor Pools:** Successors are identified across 3 readiness bands: Ready Now | Ready in 1–2 Years | Ready in 3–5 Years
- **Individual Development Planning (IDPs):** Once successors are identified, customized development journeys are created to bridge readiness gaps through mentorship, coaching, rotations, and leadership programs.
- **Confidentiality with Governance Discipline:** While the process maintains strict confidentiality, it is managed with rigor, traceability, and clear roles and responsibilities.
- **Annual Review and Dynamic Updating:** The succession pipeline is reviewed once a year and dynamically updated to reflect organizational and individual changes.

6. SUCCESSION PLANNING PROCESS:

Orkla India has embedded succession planning into its broader talent management framework through the **Leadership & Organisational Process ('LOP')** and **Talent Board** reviews:

LOP which is conducted annually, provides a structured platform for:

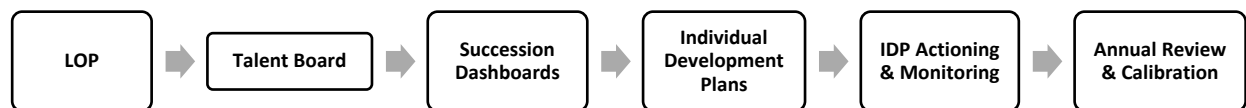
- (i) BU Imperatives & Strategic Focus Areas
- (ii) Assessing talent performance and potential
- (iii) Identifying successors for critical roles
- (iv) Highlighting development needs

Talent Board: A cross-functional, senior-level body that:

- (i) Reviews and ratifies proposed successors
- (ii) Assesses leadership depth and readiness
- (iii) Ensures fairness, consistency, and alignment across Business Units
- (iv) Tracks execution of development plans for successors
- (v) Approves any promotion recommendation within the top 2 management levels of the company.

Together, the LOP and Talent Board ensure succession planning is a business-anchored, governance-led process that is integrated into Orkla India's talent philosophy and long-term growth strategy.

The below diagram gives an outline of the Succession Planning process at Orkla India.



This policy will be reviewed periodically, and the Company reserves the right to amend the policy as & when required.

Any subsequent amendment or modification in the Companies Act, SEBI Listing Regulations, or any other applicable statutory enactments in this regard shall automatically apply to this Policy.
