POLICY FOR SUCCESSION PLANNING FOR APPOINTMENT OF THE BOARD OF DIRECTORS AND THE SENIOR MANAGEMENT PERSONNEL

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1. Introduction

The Securities and Exchange Board of India (SEBI) revised the Code of Corporate Governance for Listed Companies significantly to bring it in line with the Companies Act 2013. As per regulation 17(4) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("SEBI Listing Regulations"), the board of directors of the listed entity shall satisfy itself that plans are in place for orderly succession for appointment to the board of directors and senior management ("Succession Planning"). This is a significant attempt to ensure that investors do not suffer due to sudden or unplanned gaps in leadership. It is a mandate for boards of all listed companies to develop an action plan for successful transition of key executives.

Perpetual succession is one of the facets of a corporate entity wherein the resources may come and go but the company will survive forever. This envisages that staff will not work with an organization indefinitely and this necessitates the formation and existence of orderly Succession Planning in an organization. Devising and strategizing proactive Succession Planning methodologies therefore, forms one of the important functions of the Human Resource Department for smooth transition with little disruption to the organization. Succession Planning is a necessary tool for an organization to ensure its continued effective performance through leadership continuity.

The Company, in order to avoid any leadership gap in the Board and Senior Management, has therefore devised a Policy on Succession Planning for the Board and Senior Management (hereinafter called the "Policy").

The Nomination & Remuneration Committee [the '**Committee**'] shall be responsible for implementing this Policy and its related procedures.

2. Definitions

"**Board of Directors**" or "**Board**" means the Board of Directors of the Company in terms of Regulation 2(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) as constituted from time to time.

"Nomination and Remuneration Committee" shall mean a Committee of Board of Directors of the Company, constituted in accordance with the provisions of Section 178

of the Companies Act, 2013 and the SEBI Listing Regulations.

"Companies Act" means the Companies Act, 2013 and the rules framed there under, each as amended.

"**Company**" shall mean Tracxn Technologies Limited

"**Key Managerial Personnel**" shall mean key managerial personnel ("**KMP**") as defined in sub- section (51) of Section 2 of the Companies Act, 2013.

"Senior Management Personnel" 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 Company.

"**Listed Entity**" means any entity which has listed its securities on recognized stock exchange(s), in accordance with the listing agreement entered into with the stock exchange(s).

"**Policy**" means this Policy on Succession Planning for the Board and Senior Management including any amendments, if any made from time to time. The Program aims to provide insights into the Company to enable the Independent Directors to understand their roles, rights, responsibilities in the Company and get updated on the Business & Operations of the Company and contribute significantly to the Company.

Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, the SEBI Listing Regulations or any other applicable law or regulation to the extent applicable to the Company.

3. Objective

The objectives of the Succession Planning policy shall, *inter-alia*, include the following:

a) To identify and create a talent pool of high potential personnel, who can be considered for appointment at the Board and Senior Management positions and to groom them to assume such roles in the Company, whenever the need arises.

b) To ensure timely and high-quality replacements for those personnel who are currently holding positions at Board and Senior Management levels.

c) To identify the competency requirements of critical and key positions, assess potential candidates and develop required competency through planned development and learning initiatives.

d) To identify the key job incumbents in Senior Managerial 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).

e) To ensure the systematic and long-term development of individuals in the senior management level to replace the individuals when the need arises due to deaths, disabilities, retirements and other unexpected occurrences.

4. Applicability

The Policy shall be applicable for succession planning of the members of the Board, Senior Management, and any other positions within the Company at the discretion of the managing director and/or the chief executive officer in consultation with the Board.

5. Succession Plan for the Board, Key Managerial and Other Senior Management Personnel

The Nomination and Remuneration Committee of the Company shall oversee and review succession plans from time to time and recommend the same to the Board.

i) Succession Plan for the Board

The Nomination and Remuneration Committee shall proactively review the succession requirements for the Board and carry out the due diligence process to determine the suitability of every person who is being considered for being appointed or re-appointed as a Director of the Company based on their educational qualification, relevant experience, track record, reputation etc.

The proposed candidate shall be evaluated by the Nomination and Remuneration Committee to determine the eligibility and proper criteria as per the Companies Act 2013, and if any, and thereafter such candidate shall be recommended to the Board for its consideration and approval.

The Company has also framed a Nomination and Remuneration Policy for Directors and other Senior Management 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 for Directors and Senior Management.

ii) Succession Plan for Key Managerial and Other Senior Management Personnel

Based on the inputs received from the Human Resource Department, the Nomination and Remuneration Committee shall periodically review any vacancy / probable vacancy in the position of Senior Management Personnel which may arise on account of retirement, resignation, death, removal, transfer, business expansion, incapacity whether temporary or permanent or otherwise.

For Key Managerial Personnel, the Nomination and Remuneration Committee shall in consultation with the Board evaluate the suitability of any person based on factors viz., educational qualification, experience, age, health, leadership qualities, suitability to external market requirement / expectation etc., and recommend his/ her candidature to the Board well before such vacancy arises to facilitate smooth transition.

The Nomination and Remuneration Committee, along with the head of the Human Resource Department:

a. shall periodically review and consider the list of KMP/ Other Personnel due for retirement / vacancies arising out of attrition during the year.

b. shall also consider the new vacancies that may arise due to the business needs/restructuring of functions/departments.

c. shall review the possibility of extending the service of such KMPs/Other Personnel on the basis of their health, age and the person's willingness to continue for an extended term. In case, if an extension is possible, such cases to be forwarded to the NRC and the Board for its consideration and approval.

d. shall evaluate suitable internal and external candidates for vacancies based on factors such as job role, experience, leadership qualities, competencies, track record etc.

e. shall from time to time identify high potential employees who may be suitable for progression to positions of greater responsibility and facilitate appropriate skill and training.

In the event of any unexpected occurrence in respect of any member in the core management team, the next person as per the organization chart and hierarchy shall take interim charge of the position, pending a regular appointment in terms of the succession plan subject to the necessary authorisation and applicable laws.

In addition to the above, the appointment of Key Managerial Personnel/ Other Personnel shall be made in compliance with all applicable provisions of the Companies Act, 2013 (including the rules made there under), SEBI Listing Regulations

6. Conflict in Policy

In the event of any conflict between the Companies Act or the SEBI Listing regulations or any other statutory enactments ("Regulations") and the provisions of this Policy, the Regulations shall prevail over this Policy.

7. Confidentality

All persons responsible for execution of the Succession Planning Policy shall ensure confidentiality of the discussions and decisions with regard to the prospective candidate, except that the information may be shared, if required, with the concerned candidate in order to prepare him for such elevation.

8. Review and Approval of the Policy

This Policy will be reviewed internally by the management or such individuals or committees of individuals as may be authorised by the Board of Directors, as and when required. Any changes / amendments to this Policy will require Board's approval.

In case of non-adherence to the Policy, the same shall be reported to the Nomination and Remuneration Committee and necessary action may be taken in this regard.

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s), etc. shall prevail upon the provisions in this Policy and this Policy shall stand amended accordingly.

9. Disclosures in the Board's Report

The disclosures as required under the relevant provisions of the Companies Act, 2013, the rules made thereunder and the SEBI Listing Regulations shall be made as per the extant provisions.

Version History

Version	*Approval Date*	*Description*
Version 1	*12th Aug 2021*	*Adopted by Board of Directors*

Note: *This policy is reviewed and approved by the Board of Directors at their meeting held on 04th Nov 2026.*