



**POLICY ON SUCCESSION PLANNING FOR THE BOARD AND SENIOR
MANAGEMENT**

OF

Online Instruments (India) Limited
(Formerly known as Online Instruments (India) Private Limited)

LOGIC

Online Instruments (India) Limited

Formerly Online Instruments (India) Private Limited
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1. BACKGROUND AND SIGNIFICANCE

The Securities and Exchange Board of India has mandated the need for a succession policy pursuant to Regulation 17(4) and Schedule II(D)(A)(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("**Listing Regulations**"), in order to ensure that interest of investors of a listed company does not suffer on account of sudden or unplanned gaps in management of the company. Therefore, the board of directors of all listed companies are required to develop an action plan for successful transition of key executives in accordance with the Listing Regulations. Pursuant to the Listing Regulations, Online Instruments (India) Limited ("**Company**") is required to put in place a plan for orderly succession for the board of directors ("**Board**") and senior management. For this purpose, senior management shall mean officers/personnel of the listed entity 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 whole-time directors, including all functional heads.

Succession planning is crucial to the survival and growth of any business and a tool for an organization to ensure its continued effective performance through leadership and management continuity.

The Company appreciates the importance of succession planning to ensure continuity in its smooth functioning. Key positions in the Company, which are important for the Company's current and future growth, are assigned to qualified and competent professionals. It is imperative to fill up vacancies in such positions well in time to ensure continuity in leadership and management of the Company.

In view of the above, the Company has formulated the following policy regarding succession planning for the Board and senior management of the Company ("**Policy**"). The board of directors of the Company adopted the Policy vide its Board meeting held on **March 10, 2026**.

2. OBJECTIVES:

Succession planning is the process of determining the need for filling positions at the Board, senior management, and other key positions.

The objectives of the Policy are, *inter alia*, as under:

- a) To identify and nominate suitable candidates for the Board's approval to fill vacancies which may arise in the Board and in Senior Management from time to time;
- b) To identify the competency requirements of critical and key positions, assess potential candidates and develop required competency through planned

development and learning initiatives;

- c) To identify the key job incumbents in senior management 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); and
- d) To ensure the systematic and long-term development of individuals in the senior management level to replace as and when the need arises due to deaths, disabilities, retirements, and other unexpected occurrence
- e) To ensure that the business of the Company is not affected on account of interruptions caused due to resignation, superannuation, or exit due to any other reason of any Board member or member of senior management

3. DEFINITIONS

“**Nomination and Remuneration Committee**” or “**Committee**” means the committee of the Board constituted/ re-constituted under the provisions of the Companies Act, 2013.

“**Senior Management**” means personnel of the Company who are members of its core management team exclusive Board of Directors. Generally, this would comprise all members of management one level below the executive directors, including all functional heads.

4. APPLICABILITY OF THE POLICY

The Policy shall be applicable for succession planning of the managing director/whole-time/executive directors, non-executive directors, independent directors and other members of the Board and Senior Management.

5. SUCCESSION PLAN FOR THE BOARD AND SENIOR MANAGEMENT

1. Procedure

- i) If the Nomination and Remuneration Committee anticipate that a Director slot/Senior Management position shall become vacant within the next twelve months (whether by reason of an announced intent to retire or otherwise), or if such position suddenly becomes vacant (whether by death or otherwise), the Committee shall as soon as reasonably practicable recommend to the Board, sufficient number of candidates for selection.
- ii) While identifying candidates for nomination as Director or Senior Management, the Committee may consult whatever sources it deems appropriate, including, but not limited to, referrals from existing Directors or Senior Management, recommendations from third-party search firms etc.

- iii) The Committee shall have the authority to engage whatever advisors (including attorneys and search firms) it believes appropriate in its efforts to identify and evaluation potential candidates.
- iv) The Committee shall also periodically review the list of high performer employees within the Company that may be potential candidates for elevation to the position of Senior Management position.

2. Assessment of candidates

The Committee shall make an initial assessment of potential candidates for the vacancy. It shall select from such pool, candidates for an initial interview by one or more members of the Committee. No candidate shall be recommended to the Board for selection without such candidate having been interviewed by all the members of the Committee. When the Committee identifies individuals that it believes meet the criteria mentioned in the nomination and remuneration policy of the Company, it shall recommend them to the Board for selection.

3. Emergency Succession

If a Director's slot/ Senior Management's 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.

6. REVIEW OF THE POLICY

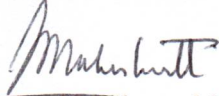
The Policy shall be reviewed periodically by the Board, or such individuals or committees of individuals authorised to do so, by the Board and any change in the Policy shall be approved by the Board of the Company. However, all such amendments will be subject to applicable laws, rules and regulations, from time to time.

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.

7. DISCLOSURES

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

For Online Instruments (India) Limited
(Formerly Online Instruments (India) Private Limited)



Shivanand Mallappa Mahashetti
Managing Director
DIN: 01180544

For Online Instruments (India) Limited

Authorised Signatory