

**POLICY ON SUCCESSION
PLANNING FOR THE BOARD
AND
SENIOR MANAGEMENT
OF
SJP ULTRASONICS LIMITED
(FORMERLY KNOWN AS SJP ULTRASONICS PRIVATE LIMITED)**

INTRODUCTION

The Company in order to avoid any leadership gap in the Board and Senior Management and also to comply the mandatory requirement of the Securities and Exchange Board of India (SEBI) regulations, for a succession planning policy has devised a Policy on Succession Planning for the Board and Senior Management (hereinafter called the "Policy"). 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.

The Policy has been approved by the Board of Directors on July 29, 2024.

OBJECTIVES OF THE SUCCESSION PLANNING POLICY

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

- To identify and nominate suitable candidates for the Board's approval to fill the vacancies which arise in the Board of Directors from time to time.
- To identify the competency requirements of critical and key positions, assess potential candidates and develop required competency through planned development and learning initiatives and appropriate lateral recruitments.

APPLICABILITY

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

- Board of Directors
- Whole-time Director (s)
- Chief Financial Officer (CFO)
- Company Secretary (CS)
- Chief Operation Officer (COO)
- Other Key Managerial Personnel's (KMPs)
- Other Senior Management Perosnals (SMPs)

SUCCESSION PLAN FOR BOARD OF DIRECTORS

As far as Succession Plan for the Board of Directors is concerned the Nomination and Remuneration Committee of the Board, shall apply due diligence process to determine competency of person(s) being considered for appointment or re-appointment as a Director of the Company. This shall be based on his educational qualification, experience and record of accomplishment and every such person shall meet 'fit and

proper' criteria. Accordingly, any appointment or re-appointment of a Director shall be subject to prior approval by Nomination Committee of the Company.

The Company has framed a 'Nomination and Remuneration Policy' to guide the Board in relation to appointment/re-appointment/removal of Directors, to devise criteria for performance evaluation of Independent Directors and the Board has to ensure adequate diversity in the Board members to get the best of the varied skills on the industry with experience, background and other qualities of the Director.

Accordingly, the appointment / re-appointment / removal and tenure of the Directors including the Chairman / Managing Director / Whole-time Directors of the company shall be governed by the provisions of 'Nomination and Remuneration Policy' of the Company approved by the Board.

SUCCESSION PLAN FOR SENIOR MANAGERIAL PERSONNEL (SMPs)

The Nomination and Remuneration Committee of the Company shall consider the list of senior managerial personnel due for retirement / attrition within the year. The Committee shall also consider the new vacancies that may arise because of business needs / up-gradation of Department(s) or expansion of level of business. Considering the above, the Committee shall assess the availability of suitable candidates for the Company's future succession, growth and development and make appropriate decision on bringing new incumbent.

The Nomination and Remuneration Committee shall evaluate any new incumbent after considering all relevant criteria like experience, age, health, leadership quality etc. The Committee may utilize the services of professional search firms to assist in identifying and evaluating potential candidates.

REPORTING

Respective department is responsible for reporting as per applicable regulations. The reporting should be as per the format/ template prescribed in applicable regulation, if available, else as per the format/ template approved by the Committee (as applicable).

RECORD KEEPING

All documents shall be preserved for a period as specified in the applicable regulations and as per Board approved Record Maintenance and Document Retention Policy.

REVIEW OF THE POLICY

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

The Board of Directors of the Company has the power to replace and or amend this Policy on recommendation by the Nomination and Remuneration Committee from time to time as and when needed.