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**Orient Green  
Power Company  
Limited**

# Policy on succession planning for the Board and Senior Management



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**Introduction:**

Succession Planning is the process by which organizations build and develop a talent pool to ensure the mission and vision are carried forward to the future. Succession Planning assumes even higher significance particularly when personnel forming part of the leadership team approach retirement age or exit suddenly leaving behind a human capital gap.

Furthermore, Regulation 17(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, stipulates that “The Board of Directors of every listed company shall satisfy itself that plans are in place for orderly succession for appointments to the Board of Directors and Senior Management”.

As per the Nomination and Remuneration Policy adopted by the Company, the Nomination and Remuneration Committee is responsible for developing a succession plan for the Board and Senior Management and submit it to the Board for its approval. Further, per the Listing Regulations, overseeing succession planning is one of the key functions of the Board of Directors.

Accordingly, the objective of this policy is to make a plan for orderly succession for appointment to the Board and the Senior Management to achieve strategic objectives while being future ready and in compliance with relevant laws and regulations.



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**Definitions:**

“Company” means Orient Green Power Company Limited.

“Board” means Board of Directors of the Company as may be constituted/re-constituted from time to time.

“Committee” means the “Nomination and Remuneration Committee” of the Board constituted/re-constituted from time to time, under the provisions of Regulation 19 of the Listing Regulations, and Section 178 of the Companies Act, 2013, as amended.

“OGPL Group” means Orient Green Power Company Limited and all of its subsidiaries and step down subsidiaries both domestic and international.

“Independent Director” means a Director referred to in Section 149 (6) of the Companies Act, 2013.

“Key Managerial Personnel” as per Section 2 (51) and Section 203 of Companies Act 2013 means:

- (i) the Chief Executive Officer or the managing director or the manager;
- (ii) the company secretary;
- (iii) the whole-time director;
- (iv) the Chief Financial Officer; and
- (v) such other officer as may be prescribed
- (vi) such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board; and
- (vii) such other officer as may be prescribed;



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The Key Managerial Personnel of the Company include

- (i) the Chief Executive Officer, the managing director and the whole-time director;
- (ii) the company secretary;
- (iii) the Chief Financial Officer;

“Listing Regulations” means SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

“Senior management” as per Regulation 16(1) (d) of the SEBI (LODR) Regulations 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 listed entity and they are as follows:

- Chief Financial Officer;
- Chief Operating Officer
- Group Financial Controller;
- Company Secretary;



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“Policy” means this Policy on Succession Planning for the Board and Senior Management including any amendments, if any made from time to time.

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

**Objectives of the Succession Planning Policy:**

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

- a) To identify and nominate suitable candidates for the Board’s approval to fill the vacancies which arises in the Board of Directors 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 Managerial positions and recommend whether the concerned individual (i) be granted an extension in term/service or (b) be replaced with an identified internal or external candidate or recruit other suitable candidate(s).
- d) To nurture and develop a talent pool of employees within the OGPL group to assume responsibility for leadership and senior management positions.



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## **Applicability**

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

- Board of Directors; and
- Key Managerial Personnel and Senior Management Personnel
- Managing Director, Whole-time Director and
- Chief Financial Officer;
- Chief Operating Officer
- Group Financial Controller;
- Company Secretary;

Any other positions within the Company at the discretion of the Managing Director & CEO, in consultation with the Human Resources Department, Nomination and Remuneration Committee and the Board.

The policy shall be applicable to the company and the OGPL Group.

## **Responsibility and Ownership**

The Human Resources Department at regular intervals as deemed fit shall monitor the need for succession in consultation with the Managing Director & CEO and keep the Nomination and Remuneration committee informed of the succession needs with suitable recommendations. The committee, basis the recommendations, shall recommend to the Board suitable measures which inter alia includes tenor extension, replacement and any other measure as deemed fit.



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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. The Human Resource Department shall assist the Nomination and Remuneration Committee in this regard.

### **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 his educational qualification, relevant experience, track record, reputation etc.

The Nomination and Remuneration Committee shall also identify the competency requirements of Board/key positions, assess potential candidates and develop required competency through planned development and learning initiatives. The Nomination and Remuneration Committee may utilize the services of professional search firms to assist in identifying and evaluating potential candidates.

The potential candidates shall be evaluated by the Nomination and Remuneration Committee to determine the eligibility and fit and proper criteria as per the Companies Act 2013, and other applicable guidelines if any, and thereafter such candidature shall be recommended to the Board for its consideration and approval.



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### Succession Plan for Key and Senior Management Personnel

Considering the current OGPL Group employee retirement age being 60 years and with few of the senior management personnel approaching retirement age, for the purpose of smooth succession, based on the inputs received from the Human Resource Department the following is proposed for senior management personnel attaining retirement age:

Designation	Name	Current Age	Proposition
Managing Director, Whole-Time Director and CEO	Mr. T Shivaraman	60	To extend retirement until age of 70 years from present 60 years (shareholders approval for tenor until March 29, 2030 already obtained and shall be obtained for further period in 2030).
Chief Operating Officer	Mr. R Kannan	60	To extend retirement until age of 70 years from present 60 years.
Group Financial Controller	Mr. V Jayanarayanan	72	To extend the retirement age for such period based on recommendation of MD until knowledge transfer to CFO for assumption of

			responsibilities. Post knowledge transfer and term completion, to engage as consultant for specific projects / services basis the expertise.
Chief Financial Officer	Ms. J Kotteswari	57	No Action Proposed
Company Secretary	Mr. Srinivasa Ramanujan	40	No Action Proposed

In the extended years, the senior management personnel, in coordination with Human Resources Department shall identify candidates internally or recruit externally, nurture and train them to assume the leadership roles. The Human Resources Department shall keep the Nomination and Remuneration Committee informed of the probable candidates including their development. Any recommendations of Nomination and Remuneration Committee for the purpose of succession planning shall be implemented by the Human Resources Department and the senior management personnel shall assist in the implementation.

Apart from the above, the Human Resource Department shall remain vigilant and 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 and keep the Nomination and Remuneration Committee informed of the same.



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The appointment of Key Managerial Personnel & Senior Management Personnel shall be considered based on factors viz., educational qualification, experience, age, health, leadership qualities, suitability to external market requirement / expectation etc.. by the Nomination and Remuneration Committee and recommended to the Board well before such vacancy arises to facilitate smooth transition and thereafter approved by the Board / shareholders wherever applicable.

In the event of any unexpected vacancy occurring in respect of any member in the senior management team, the next person as per the organization chart and hierarchy / a person as may be recommended by MD, shall take interim charge of the position, pending a regular appointment in terms of the succession plan.

In addition to the above, the appointments shall be made in compliance with all applicable provisions of the Companying Regulation Act, 1949, Companies Act, 2013 (including the rules made there under), Listing Regulations and RBI Guidelines etc.

### **Review of the Policy**

The policy shall be in force until rescinded. The policy shall be reviewed once in every 3 years or at such intervals as deemed fit including any exigency. Any change in the Policy shall be approved by the Board of Directors of the Company. The Board of Directors shall have the right to withdraw and / or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding.



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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 amendments(s), clarification(s), circular(s) etc. shall prevail upon the provisions of this policy and the policy shall stand amended accordingly.

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*-Policy framed on 04.02.2026.*