



**SUCCESSION POLICY FOR BOARD OF DIRECTORS AND
SENIOR MANAGEMENT
OF
HIMALAYAN BIO ORGANIC FOODS LIMITED**

1. GENERAL

Pursuant to Regulation 17(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“Listing Regulations”), listed entities are required to have a succession planning framework to ensure continuity in leadership and management and to protect investor interests. Accordingly, the board of directors (“Board”) is required to put in place a structured process for the timely transition of key roles.

In compliance with the Listing Regulations, **Himalayan Bio Organic Foods Limited** (the “Company”) has established a succession planning framework for the Board and senior management. For the purposes of this Policy, “senior management” shall mean the officers and personnel of the Company who are members of the 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.

Accordingly, the Company has adopted this Policy on Succession Planning for the Board and Senior Management (the “Policy”), which shall be effective from **14th February 2026**.

2. OBJECTIVES

The objectives of this Policy include the following:

- To identify and recommend suitable individuals for the Board’s consideration and approval to fill vacancies on the Board as and when they arise.
- To determine the skills and competency requirements for critical and key positions, evaluate potential successors, and facilitate capability building through structured development and training initiatives.
- To identify incumbents in senior management roles and, where necessary, recommend continuation of their tenure or transition through replacement by identified internal or external candidates.
- To promote a structured and forward-looking approach to developing talent at the senior management level, ensuring continuity in leadership in the event of retirement, resignation, incapacity, death, or other unforeseen circumstances.
- Such other objectives as specified under applicable laws.

3. APPLICABILITY OF THE POLICY

This Policy shall apply to succession planning for the managing director, whole-time directors, non-executive and independent directors, and other members of the Board, as well as the Key Managerial Personals and senior management of the Company.

4. SUCCESSION PLAN FOR THE BOARD AND SENIOR MANAGEMENT

The Nomination and Remuneration Committee of the Board (“NRC”) shall, at regular intervals, evaluate the leadership structure and management requirements of the Company. In this process, the NRC shall examine the suitability of individuals proposed for appointment to the Board, having regard to their academic background, professional experience, functional expertise, and past performance, and shall place before the Board its recommendations on the proposed appointment, including applicable terms and remuneration.

The NRC shall further review the Company’s present and future leadership requirements and, where considered necessary, recommend suitable persons for appointment to senior management positions to ensure continuity of leadership and availability of managerial capability in line with business needs.

The recommendations of the NRC shall be submitted to the Board for consideration and approval. The Company shall also focus on strengthening internal leadership capability by encouraging the development of a sustainable

talent pipeline through enhanced role exposure and succession readiness initiatives.

5. INTERPRETATIONS

Any words used in this Policy but not defined herein shall have the same meaning attributed to it under the Companies Act, 2013 or Rules made there under, SEBI Act or rules and regulations made thereunder.

6. DISCLOSURE

This Policy shall be placed on the Company's website and a web link thereto shall be provided in the annual report of the Company.

7. REVIEW AND AMENDMENTS

The Policy has been approved by the Board of Directors of the Company. The Board and/or its Committee may, as and when it deems appropriate, review this Policy. This Policy is being formulated keeping in mind the applicable laws, rules, regulations, and standards in India. If there is an amendment in such laws, rules, regulations, and standards, then this Policy shall be deemed to have been amended to the extent of such amendment.

The management of the Company is authorized to amend the Policy to give effect to any changes / amendments notified by Ministry of Corporate Affairs, Securities and Exchange Board of India or any appropriate authority from time to time.
