KIAN-M EXPORT LIMITED

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

1. BACKGROUND

*The Securities and Exchange Board of India has mandated the need for a succession policy pursuant to Regulation 17(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "***SEBI LODR Regulations***"). It is an 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.*

Succession planning is an essential component to the survival and growth of any business. Succession planning is a tool for an organization to ensure its continued effective performance through leadership continuity. A good succession-planning program aims to identify high growth individuals, train them and feed the pipelines with talents.

*Kian-M Export Limited (the "***Company***") recognizes the importance of the process to succession planning to provide for continuity in the smooth functioning of the organisation. There are certain positions in the Company that are key to its current and future growth. It is, therefore, important that these positions are assigned to duly skilled and best possible incumbents. It is critical to fill up such positions well in time to avoid any leadership gap. The Company has therefore put in place a Policy on Succession Planning for the Board and Senior Management (the "***Policy***").*

The board of directors of the Company adopted the Policy vide its Board meeting held on4th June, 2026. The Policy shall come into force with effect from the date Regulation 17(4) of the SEBI Listing Regulations takes effect with respect to the Company.

2. 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.

3. DEFINITIONS

(a)
*"***Board***" shall mean the board of Directors of the Company.*

(b) *"***Company***" shall mean Kian-M Export Limited*

(c) *"***Directors***" shall mean all members of the Board.*

(d) *"***Nomination and Remuneration Committee***" or "***NRC***" shall mean the Nomination and Remuneration Committee of the Company.*

(e) *"**Policy**" shall mean this Policy on Succession Planning for the Board of Directors and Senior Management Personnel.*

(f) *"**SEBI Listing Regulations**" shall mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.*

(g) *"**Senior Management Personnel**" or "**SMP**" shall mean officers / personnel of the Company who are members of its core management team excluding the Board and shall also comprise all the members of management one level below the Chief Executive Officer and Managing director / Whole Time Director (including Chief Executive Officer, in case he is not part of the Board) 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.*

4. PRINCIPLES AND OBJECTIVES

The main principles and objectives of this Policy are as under:

(a) *To ensure that the Company has a succession plan to support operations and service continuity when senior business leaders vacate their positions.*

(b) *To prepare a supply of suitably qualified and motivated employees for higher roles and responsibilities.*

(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 SMP and recommend whether the concerned individual (i) be granted an extension in term/service; or (ii) be replaced with an identified internal or external candidate or recruit other suitable candidate(s) as per the service rules of the Company.*

(e) *To ensure systematic and long-term development of individuals in the SMP level to replace when the need arises due to death, disability, retirement or any other unexpected occurrence.*

5. SUCCESSION PLANNING FOR APPOINTMENT OF DIRECTORS AND SMPS

The NRC shall review the leadership needs of the Company from time to time.

(a) *Board: The Committee, shall determine the suitability of every person who is being considered for being appointed or re-appointed as a director based on his/ her educational qualification, experience, track record and contribution to the Board, as applicable, and every such person shall meet the 'fit and proper' criteria, as may be stipulated, from time to time, and accordingly any appointment or re- appointment of a director shall be subject to prior approval/ recommendation by the Committee.*

The Company has also framed a Remuneration Policy for Directors, Key Managerial Personnel and Other Employees and Policy on the Diversity of the Board to guide the Board in relation to the appointment/ re-appointment/ removal of the directors and to devise criteria for performance evaluation of independent directors and the Board 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 shall be governed by the provisions of the Remuneration Policy for Directors, Key Managerial Personnel and Other Employees.

*(b) SMP: The human resource department of the Company (the "**HR**") shall periodically review and consider the list of senior managerial personnel due for retirement/ attrition within the year. The HR shall also consider the new vacancies that may arise because of business needs/ up-gradation of department(s)/ regional office(s). Considering the above, the HR shall assess the availability of suitable candidates for the Company's future growth and development.*

Further, based on the recommendation of the managing director and/or the chief executive officer, the HR:

a. shall evaluate the incumbent after considering all relevant criteria like experience, age, health, leadership quality etc., and recommend whether the concerned individual (i) be granted an extension in term/ service; or (ii) be replaced with an identified internal or external candidates;

b. shall identify the competency requirements of the key positions, assess potential candidates and develop required competency through planned development and learning initiatives. HR may utilise the services of professional search firms to assist in identifying and evaluating potential candidates;

c. may recommend to appoint other suitable external candidate(s) as special recruitment in senior managerial positions based on the profiles and competency in order to provide a continuous flow of talented people to meet the organisational needs;

d. the prevailing promotion/ transfer policy or related policy of the Company shall be designed in such a way that the existing/ proposed senior managerial personnel shall get all-round exposure in various domains to facilitate career progression, prepare them for administrative responsibilities and to discharge their functions effectively in senior positions;

e. every member of the senior management shall always endeavour to add capability in-house and mentor officials with potential working under him/ her to handle his responsibility in his/ her absence by exposing him/ her to all aspects of work being handled by him/ her; and

f. in addition to the above, the appointment of key managerial personnel as defined under Section 2(51) of the Companies Act shall be made in compliance with the applicable provisions of the Companies Act, read with the SEBI LODR Regulations.

6. DISCLOSURE IN THE BOARD'S REPORT

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

7. AMENDMENT

Any change in the Policy shall be approved by the Board. The Board 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. Any subsequent amendment/modification in the Companies Act, 2013 or the rules framed thereunder or the SEBI Listing Regulations and/or any other laws in this regard shall automatically apply to this Policy.

8. COMPLIANCE

The NRC would be responsible for supervision of the Policy. Any queries regarding this Policy may be referred to the NRC, who oversees administering, enforcing and updating this, Policy.

9. CONFLICT IN POLICY

In the event of any conflict between the Companies Act, 2013 or the SEBI regulations or any other statutory enactments ("Regulations") and the provisions of this Policy, the Regulations shall prevail over this Policy.

10. INTERPRETATION

In any circumstance where the terms of this Policy are inconsistent with any existing or newly enacted law, rule, regulation or standard governing the Company, the said law, rule, regulation or standard will take precedence over this Policy.

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