CHAITANYA PROJECTS CONSULTANCY LIMITED

POLICY ON SUCCESSION PLANNING

Date of Approval by The Board
of Directors: July 31 2026.

Version: I

The Board of Directors **("Board")** of the Company recognizes that an effective succession planning process is essential to ensure leadership continuity, preserve institutional knowledge, and support the long-term sustainability and success of the Company. This Policy has been formulated in accordance with Regulation 17(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, as amended from time to time.

The Policy establishes a framework for the orderly succession of the Board of Directors and Senior Management Personnel to ensure uninterrupted leadership, effective governance, and continued achievement of the Company's strategic objectives.

The Nomination and Remuneration Committee (the "Committee") shall be responsible for the implementation, administration, and periodic review of this Policy and the procedures framed thereunder.

OBJECTIVE:

The objectives of this Policy are to:

- ensure continuity of leadership at the Board and Senior Management levels;
- identify and develop potential successors for key leadership positions;
- maintain an appropriate balance of skills, experience, diversity, and expertise within the Board and Senior Management;
- minimize disruption arising from planned or unplanned vacancies; and
- support the Company's long-term growth, stability, and corporate governance framework.

DEFINITIONS:

"Nomination and Remuneration Committee" or "Committee" or **"NRC"** means the Committee of the Board constituted/re-constituted, from time to time, under the provisions of Regulation 19 of the SEBI LODR Regulations and Section 178 of the Companies Act, 2013, as amended from time to time.

"Board of Directors" or "Board" means the board of directors of the Company as constituted/re-constituted, from time to time. "Company" means Lahoti Overseas Limited. "Companies Act" means the Companies Act, 2013 and the rules framed there under, each as amended.

"Policy" means this "Policy on Succession Plan for Appointment to the Board of Directors and Senior Management.

"SEBI LODR Regulations" means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

"Senior Management" as per SEBI LODR Regulations, means officers and personnel of the listed entity who are members of its core management team excluding board of directors and shall comprise all members of management one level below the chief executive officer/managing director/whole time director (including chief executive officer and manager, in case they are not part of Board of Directors) and shall specifically include the functional heads, by whatever name called and the company secretary and chief financial officer.

LAW & APPLICABILITY:

This Policy shall apply to:

a. the Board of Directors of the Company; and

b. the Senior Management Personnel of the Company, as defined under the SEBI LODR Regulations and such other key managerial or leadership positions as may be identified by the Board or the Nomination and Remuneration Committee.

SUCCESSION PLANNING FOR THE BOARD:

The Nomination and Remuneration Committee shall periodically review the composition of the Board and identify the competencies, experience, independence, diversity, and other attributes required for effective governance.

While recommending appointments or re-appointments of Directors, the NRC shall consider, among other factors:

- integrity and ethical standards;
- qualifications, knowledge and professional expertise;
- industry and functional experience;
- independence, where applicable;
- diversity in terms of gender, age, educational background, ethnicity and experience;
- availability and commitment; and
- compliance with applicable statutory and regulatory requirements.

The Board shall ensure that an appropriate succession plan is maintained for Directors retiring by rotation, resignation, removal, disqualification, death, or any other vacancy

SUCCESSION PLANNING FOR SENIOR MANAGEMENT

The Managing Director/Chief Executive Officer, in consultation with the Nomination and Remuneration Committee, shall identify critical positions within Senior Management and maintain an appropriate succession plan for such positions.

The succession planning process shall include:

- identification of key leadership roles;
- assessment of leadership capabilities and potential successors;
- development through training, mentoring, coaching, job rotation and leadership development initiatives;
- periodic review of readiness of identified successors; and
- external recruitment, where suitable internal candidates are not available.

EMERGENCY SUCCESSION OR TEMPORARY CHANGE

In the event that the office of a Director or a member of the Senior Management becomes vacant due to death, resignation, incapacity, or any other unforeseen circumstance, the Committee and/or the Executive Directors, as the case may be, shall convene a special meeting at the earliest practicable opportunity to initiate and implement the succession process in accordance with this Policy, having due regard to the urgency and operational requirements of the Company.

In the case of a temporary vacancy in an executive leadership position arising from illness, extended leave of absence, or any other temporary inability to discharge duties, the immediate subordinate reporting to such executive shall, subject to his/her suitability and competence, assume the responsibilities of the position on an interim basis until the incumbent resumes office.

Where, in the opinion of the Chairperson and Managing Director or the Committee, such immediate subordinate is not suitable or competent to discharge the responsibilities of the position, the Chairperson and Managing Director or the Committee, as applicable, may designate any other suitably qualified and competent individual to act in such capacity until the incumbent resumes office or a permanent appointment is made, as the case may be.

REVIEW OF SUCCESSION PLAN:

The Nomination and Remuneration Committee shall periodically review the succession plans for the Board and Senior Management and recommend appropriate changes to the Board whenever considered necessary.

CONFIDENTIALITY:

Information relating to succession planning, leadership assessments, and potential successors shall be treated as confidential and shall be disclosed only on a need-to-know basis or as required under applicable laws.

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AMENDMENTS:

The Board may amend, modify or revise this Policy from time to time to ensure compliance with applicable laws, regulations, and corporate governance practices.

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