POLICY FOR ORDERLY SUCCESSION FOR APPOINTMENTS TO THE BOARD AND SENIOR MANAGEMENT

ANAWIL WIRE AND ENGINEERING LIMITED

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[Pursuant to Reg. 17(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015]

Introduction:

Regulation 17(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides 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. 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.

Definitions:

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

2. "Company" means **ANAWIL WIRE AND ENGINEERING LIMITED**.

3. "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.

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

5. "Key Managerial Personnel" means:

    - Chief Executive Officer or Managing Director or Manager;
    - Whole-time Director;
    - Chief Financial Officer;
    - Company Secretary; and
    - Any other person as defined under the Companies Act, 2013.

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

7. "Senior Management" means personnel of the Company who are members of its core management team excluding the Board of Directors. This includes all members of management one level below the Whole-time Directors, including all Heads of Departments(HODs).

Unless the context otherwise requires, words and expressions used in this Policy and not defined herein but defined in the Companies Act, 2013 and Listing Regulations, as may be amended from time to time, shall have the meaning respectively assigned to them therein.

Process:

The Nomination and Remuneration Committee of the Company shall identify the suitable person to fill up

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the vacancy at the Board level or to be appointed as a part of the Senior Management team, through internal or external sources. The appointment of the person at the Board level shall be in accordance with the applicable provisions of the Companies Act, 2013 read with the Listing Regulations, as may be amended from time to time.

The appointment shall be made keeping in view the relevant skills, experience and knowledge possessed by the incumbent, as well as the Company's mission, vision, values, goals and objectives.

The appointment shall be considered and recommended by the Committee, and thereafter approved by the Board.

Emergency Succession:

If a Director's office/Senior Management's position suddenly becomes vacant by reason of death or other unanticipated occurrence, the Executive Directors/Management team shall convene a special meeting as early as possible to implement the process described hereinabove, subject to the necessity involved.

Review and Monitoring:

The Board of Directors shall oversee succession planning and shall satisfy itself that plans are in place for orderly succession for appointment to the board of directors and senior management.

Amendments to the Policy:

The Board shall have the power to clarify any doubts or rectify any anomalies that may exist in connection with the effective execution of this Policy. The Board reserves the right to amend this Policy from time to time based on changing requirements as prescribed by the SEBI/Stock Exchange(s) or any other appropriate statutory authority, subject to the approval and recommendation of the Nomination and Remuneration Committee.

Effective Date:

This Policy is effective from the date of approval of the same by the Board of Directors of the Company.

Disclosures

The Company shall disclose the Policy on its website.

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For ANAWIL WIRE AND ENGINEERING LIMITED

DIRECTOR

ANAWIL WIRE AND ENGINEERING LIMITED