



SHRI KRISHANA OVERSEAS PLC ("the Company")

NOMINATIONS AND APPOINTMENT POLICY

1. Regulatory Provisions & Purpose

- 1.1 The Capital Markets Public Offers Listing and Disclosures Regulations (2023) ("the Regulations") and the CMA Code of Corporate Governance for Issuers of Securities to the Public, 2015 ("the Code") requires the Board to publish procedures for nominations and appointment of new Board members.
- 1.2 The purpose of this policy is to provide the principles, criteria and procedures for the appointment to the board of directors.
- 1.3 It also helps ensure that the Board comprises of individuals who possess the necessary skills, qualities and experience to collectively contribute to effective board governance for the betterment of the Company.

2. Applicability

The Policy shall:

- 2.1 Apply to board of directors and Management of the Company.
- 2.2 Be subject to the provisions of the Company's Articles of Association, The Companies Act 2015, the Capital Markets Authority Act, the Regulations, the Code and any other relevant laws or regulatory provisions.

3. Guiding Principles

Candidates for appointment to the Board shall:

- 3.1.1 Have a reputation for integrity, honesty and service and adherence to high ethical standards;
- 3.1.2 Demonstrate business acumen, experience and ability to exercise sound judgement in matters that relate to the current and long-term objectives of the Company and should be willing and able to contribute positively to the decision-making process of the Company;
- 3.1.3 Have a commitment to understand the Company and its industry and to regularly attend and participate in meetings of the Board and its Committees as well as trainings organised by the Company;
- 3.1.4 Be able to engage meaningfully in Board deliberations and challenge when they have a serious concern;
- 3.1.5 Not have conflicts of interest that would impair their ability to represent the interests of all the Company's shareholders and stakeholders and to fulfil the responsibilities of a director. A candidate shall immediately bring



to the attention of the Board Chairperson or Company Secretary any actual or potential conflict of interest;

3.1.6 Not be discriminated against on the basis of race, religion, nationality, sex, age, disability or any other basis prescribed by law. The value of diversity on the Board should be considered;

3.1.7 Not be disqualified to act as a director. The candidate shall therefore not fall into any of the following categories:

- i. Be a body corporate or juristic person
- ii. Not be an emancipated minor or under a similar legal disability or curatorship
- iii. Not be a person removed from an office of trust on grounds of misconduct
- iv. Not be a person convicted of fraud, theft, forgery, perjury or other offence involving dishonesty.

4. Procedure

4.1 The Board shall delegate its authority to the Human Resources and Remuneration Committee ("the Committee") to periodically assess the skills required to competently discharge the Boards' duties, having regard to the strategic direction of the Company;

4.2 The assessment of prospective directors shall also be done for the purposes of filling any casual vacancies on the Board;

4.3 A report on the outcome of that assessment shall be provided to the rest of the Board;

4.4 All Board members are required to assist with the identification and nomination of potential candidates;

4.5 The Committee shall, as and when it considers appropriate, but in any event on each occasion on which an existing director retires, assess the skills represented on the Board by the remaining nonexecutive directors and determine whether they meet the required skills identified, and if not determine how to rectify the situation;

4.6 The Committee, having regard to the skills required and the skills represented shall implement a process for the identification of suitable candidates for appointment to the Board of Directors;

4.7 In determining the process for the identification of suitable candidates, the Committee may procure an appropriately qualified independent third party acting on a brief prepared by the Committee, which identifies the skills sought and undertakes a search;

4.8 The Committee shall:



- a) screen the candidates;
 - b) ensure that the proper checks on the candidates are done to ensure that the candidates are not disqualified from acting as directors;
 - c) ensure that the candidates' backgrounds have been investigated in compliance with the Listing Requirements of the Capital Markets Authority;
 - d) make recommendations on appointments to the Board having due regard to the issues of diversity and the appropriate balance of executive, non-executive and independent directors as prescribed by the Board's Diversity Policy;
 - e) ensure that the candidate is free of any conflict of interest between duties that he/she will owe to the Company and his/her private interest;
 - f) categorise the capacity of directors as executive, non-executive and independent.
 - g) ensure that the candidate who will be appointed as an independent director passes all the independence tests as set out in the Code;
 - h) ensure that only candidates who have, in the judgement of the Chairman of the Board sufficient time to effectively fulfil the role of a Board member will be appointed as non-executive directors to the Board; and
 - i) make recommendations to the Chairman of the Board on candidates it considers appropriate with a report confirming the above.
- 4.9 Once the Committee has considered candidate profiles, interviews by the Chairman of the Committee and members of the Committee shall be arranged;
- 4.10 Once the process is complete, the Committee shall recommend a candidate, whose details and resume shall be circulated to the Board for approval;
- 4.11 Once a candidate is appointed, a formal procedure is activated by the Company Secretary who ensures that:
- a) prior notification is made to the CMA and NSE and that an announcement is made in the daily newspapers and the publication is uploaded on the website of the Company;
 - b) that appropriate returns are filed with the Companies Registry;
 - c) Oversee that the director (s) receives a formal letter of appointment setting out his/her roles and responsibilities, time commitments required to serve on the board
 - d) a robust induction programme commences for the new director;
 - e) that the new director resigns and subjects him/herself to re-election at the next Annual General Meeting following the appointment in accordance with the Articles of Association.



5. Board Tenure

- a. Non-executive Directors shall be subject to the Board's rotation policy as stipulated in the Articles of Association of the Company
- b. Independent Board members will be appointed for a cumulative term not exceeding six (6) years or such other terms as may be prescribed by the governing laws and procedures. If they are to serve for a period exceeding six (6) years of a continuous period, the director will be re-designated to be a nonexecutive director.

6. Removal of A Director

The Company may remove any Director from office if:

- 6.1.1 Director retires in accordance with the Articles of Association and the Board upon recommendation by the Nominations and Governance Committee requests the Director not to offer himself/herself up for reelection; or
- 6.1.2 If the Director is not re-elected at an Annual General Meeting of the Company at which he/she has retired and offered him/herself for reelection in accordance with the Articles of Association; or
- 6.1.3 If the Director is required to vacate office for any reason pursuant to the provisions of the Articles of Association; or e) If the Director is removed from office or otherwise required to vacate office under provisions of any applicable law.
- 6.1.4 If the Director submits his/her letter of resignation to the Chairman of the Board or the Company secretary.

Any Director who is removed from office for any reason continues to be subject to the duty to avoid conflicts of interest or the exploitation of any property, information or opportunity that he/she became aware of while a Director of the Company; and, not to accept benefits from third parties on things done or omitted to be done before ceasing to be a Director of the Company.

7. Approval and Review of Policy

7.1 This Policy was reviewed by the Board on ...25/09/2025.....

7.2 The Board will review the Policy periodically to ensure it continues to support the achievement of the Company's strategic objectives.



S. Satish

CHAIRMAN

Z. Srinidhi

MANAGING DIRECTOR/CEO

Dated:25/09/2025