GUJARAT VICTORY FORGINGS LIMITED

POLICY ON SUCCESSION PLANNING OF BOARD AND SENIOR MANAGEMENT

[ADOPTED BY BOARD ON 12TH MARCH, 2026]

DESCRIPTION OF DOCUMENT: *This document provides a brief description of the Policy on Succession Planning of Board and Senior Management at Gujarat Victory Forgings Limited.*

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POLICY ON SUCCESSION PLANNING OF BOARD AND SENIOR MANAGEMENT

1. Introduction

The Board of Gujarat Victory Forgings Limited (the **"Company**") has adopted the policy on Succession Planning for the Board and Senior Management (the "**Policy**") in accordance with Regulation 17(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR**"). The Board based on the recommendation of the Nomination and Remuneration Committee may amend this Policy from time to time with respect to matters covered under this Policy or otherwise.

2. Effective Date

This Policy will come into effect from the date of its adoption by the Board.

3. Objectives and Purpose

The purpose of this Policy is to lay down a structured and time-bound process for identifying and developing potential successors for the Board of Directors and Senior Management of the Company, in accordance with Regulation 17(4) of the SEBI Listing Regulations and Section 178(4) of the Companies Act, 2013, so as to ensure leadership continuity and minimise any disruption to the Company's operations and strategic direction. This Policy is intended to assist the Nomination and Remuneration Committee and the Board in:

1. identifying, on an ongoing basis, the leadership and competency requirements of the Board and Senior Management positions in the Company;

2. building a pipeline of suitably qualified internal and external candidates who may be considered for appointment to such positions as and when a vacancy arises or is anticipated; and

3. ensuring a smooth and timely transition of Board and Senior Management responsibilities, thereby safeguarding the interests of the Company and its stakeholders.

4. Definitions and Interpretation

Except where the context otherwise requires, the following capitalized words and expressions shall have the meaning as specified hereunder:

a. "**Act**" shall mean the Companies Act, 2013 and rules framed thereunder, notified by the Ministry of Corporate Affairs, Government of India, as amended from time to time;

b. "**Board**" shall mean the Board of Directors of the Company;

c. "**Company**" shall mean Gujarat Victory Forgings Limited, incorporated under the provisions of the Act;

d. "**Directors**" shall mean all the members of the Board of Directors of the Company, including the Independent Directors;

e. "**Listing Regulations**" shall mean the Securities and Exchange Board of India (Listing Obligations and

Disclosure Requirements) Regulations, 2015, as amended from time to time; and

f. "**Nomination and Remuneration Committee**" shall mean the Nomination and remuneration committee constituted by the Board in accordance with the provisions of the Companies Act 2013.

5. Criticality and benefit of this Policy

Maintaining minimum statutorily required number of leaders and absence of leadership gap are critical to business. There are positions in the Company that are essential to its current and future growth. It is, hence, important that these positions are duly filled up well in time with skilled and the best possible incumbents to avoid any negative impact. An effective and efficient succession planning:

1. It is an essential component for the survival and growth of any business;
2. Acts as a tool for an organization to ensure its continued, effective, and smooth performance through leadership continuity; and
3. Induces the Senior Management to identify high growth individuals within the Company, train them and feed the pipelines with talents.

6. Applicability

The Policy shall be applicable for the succession planning of the following personnel:

1. In the Board and Key Managerial Personnel ("KMP"):
   a) Directors,
   b) Managing Director,
   c) Chief Executive Officer ("CEO"),
   d) Chief Financial Officer ("CFO"), and
   e) Company Secretary and Compliance Officer ("**CS**")
2. In the Senior Management:
   a) Production Manager and Manager – Accounts, being the officers presently designated by the Board as Senior Management Personnel pursuant to the Board resolution dated 12th March, 2026
   b) Any other positions within the Company at the discretion of the Managing Director in consultation with the Board

7. Objective

The objectives of the succession planning program shall include but not limited to:

1. Identify and nominate suitable candidates for the Board's approval to fill the vacancies which arises in the Board of the Company from time to time in accordance with the applicable law;
2. Identify the competency requirements of critical and key positions, assess potential candidates and develop

required competency through planned development and learning initiatives;

3. Identify the key job incumbents in senior managerial positions 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); and

4. Ensure the systematic and long-term development of individuals in the senior management level to replace when the need arises due to deaths, disabilities, retirements, and other unexpected occurrences.

8. Succession Plan for the Board and the Senior Management

1. Review and Planning:

   The Nomination and Remuneration Committee shall periodically review and determine the possible vacancy of one or more Director slots/ senior management positions within the next twelve months and accordingly report its finding to the Board.

2. Procedure:

   a) If the Nomination and Remuneration Committee anticipates that a Director slot/ senior management position shall become vacant within the next twelve months (whether by reason of an announced intent to retire or otherwise), the Nomination and Remuneration Committee shall recommend the Board to have sufficient number of candidates for selection.

   b) Initially, the Nomination and Remuneration Committee shall review the list of high performer employees within the Company that may be potential candidates for elevation through Internal Job Posting ("**IJP**") to the position of senior management position.

   c) If eligible candidates are not found within the company, then the Nomination and Remuneration Committee may consult whatever sources it deems appropriate, including, but not limited to, referrals from the existing Directors or senior management, recommendations from third-party search firms etc.

   d) The Nomination and Remuneration Committee shall have the authority to engage whatever advisors (including attorneys and search firms) it believes appropriate in its efforts to identity and evaluating potential candidates.

9. Emergency Succession

If the Director's slot/senior management's position suddenly becomes vacant by reason of death or other unanticipated occurrence, the Nomination and Remuneration Committee shall convene a special meeting as early as possible to implement the process described herein.

10. Assessment of candidates

1. The Nomination and Remuneration Committee shall prepare a list of potential candidates to be initially assessed.

2. The nomination will be shared with the Board prior to the initial round of interviews.

3. One or more members of the Committee shall be part of the initial interview.

4. When the Nomination and Remuneration Committee identifies individuals that it observes meet the criteria mentioned in the Nomination and Remuneration Policy of the Company, it shall recommend them to the Board for final selection

11. Policy review and Amendment approval

The policy will be reviewed by the Nomination and Remuneration Committee and approved by the Board at least annually or as and when required.

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s), etc. shall prevail upon the provisions in this Policy and this Policy shall stand amended accordingly.

12. Dissemination of the policy

The approved Policy shall be uploaded under a separate section on the website of the Company www.gvfpl.com.

Date of the approval by the Board: **12th March, 2026**

For and on behalf of Board
Gujarat Victory Forgings Limited
(Formerly Known as Gujarat Victory Forgings Private Limited)





Rahul Vijendra Agrawal
Chairman & Managing Director
DIN: 02523976