HD FIRE PROTECT LIMITED

(Formerly known as HD Fire Protect Private Limited)

POLICY ON SUCCESSION PLANNING FOR THE BOARD AND SENIOR MANAGEMENT

(Approved by the Board of Directors on 11th December 2025)

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, as amended (the "**SEBI Listing Regulations**"). It is a significant 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 efficient operation 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.

HD Fire Protect Limited (the "**Company**") recognizes the importance of the process to succession planning to provide for continuity in the smooth functioning of the Company. 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 any vacancy(ies) in such position(s) 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 ("**Board**") adopted the Policy vide its meeting held on Thursday, 11th December 2025. 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.

OBJECTIVES

a. To identify and nominate suitable candidates for the approval of the Board to fill any vacancy(ies) which may arise in the Board, from time to time;

b. To identify the competency requirements of critical and key positions in the Company, assess potential candidates and develop required competency through planned development and learning initiatives;

c. To identify the key job incumbents in Senior Management (*defined below)* and recommend whether the concerned individual: (a) be granted an extension in term / service; or (b) be replaced with an identified internal or external candidate or recruit other suitable candidate(s); and

d. To ensure the systematic and long-term development of individuals in the Senior Management level and to replace when the need arises due to resignations, death, disabilities, retirements, and other unexpected occurrences.

APPLICABILITY OF THE POLICY

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 in consultation with the Board.

Explanation: The term "Senior Management" shall mean the officers and personnel of the Company who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board) and shall specifically include the functional heads, by whatever name called and the Company Secretary and the Chief Financial Officer.

SUCCESSION PLAN FOR THE BOARD AND SENIOR MANAGEMENT

The Nomination and Remuneration Committee of the Board (the "**Committee**") shall review the leadership needs of the Company, from time to time.

Succession plan for the Board:

The Committee shall determine the suitability of every person who is being considered for appointment or re-appointment 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 by the Committee, 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 Nomination and Remuneration Policy and has formulated a policy on diversity of the Board to guide the Board in relation to the appointment / re-appointment / removal of the Directors 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 Directors shall be governed by the provisions of the Nomination and Remuneration Policy.

Succession plan for Senior Management:

The Human Resource department of the Company (the "**HR**") shall periodically review and consider the list of members of the Senior Management due for retirement / attrition within the year. HR shall also consider the new vacancies that may arise because of business needs / upgradation of department(s) / regional office(s). Considering the above, HR shall assess the availability, internally and / or externally as the case may be, of suitable candidates for the Company's future growth and development.

Further, based on the recommendation of the Managing Director/Whole-time Director, the HR:

i. 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 candidate;

ii. 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;

iii. may recommend appointing other suitable external candidate(s) as special recruitment in Senior Management based on the profiles and competency in order to provide a continuous flow of talented people to meet the organisational needs;

iv. the prevailing promotion / transfer policy or related policy of the Company shall be designed in such a way that the existing / proposed Senior Management 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;

v. every member of the Senior Management shall always endeavour to add capability in-house and mentor officials with potential working under them to handle their responsibility in their absence by exposing them to all aspects of work being handled by the member of the Senior Management; and

vi. in addition to the above, the appointment of key managerial personnel as defined under Section 2(51) of the Companies Act, 2013 shall be made in compliance with the applicable provisions of the Companies Act, 2013 read with the SEBI Listing Regulations.

EMERGENCY SUCCESSION OR TEMPORARY CHANGE

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

For a temporary change in executive leadership (i.e., illness or leave of absence for long time), the immediate junior officer, reporting to such executive, shall take charge in place of his/ her senior until the senior executive re-joins the office or if he/ she is not competent in view of the Committee, then such other person who is competent to take the charge as may be decided by the Committee will take charge until the senior executive re-joins the office.

CONFLICT IN POLICY

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

AMENDMENTS

Any subsequent amendment / modification in the Companies Act, 2013, SEBI Listing Regulations and / or other applicable laws, 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 of this Policy and this Policy shall stand amended accordingly.

CONFIDENTIALITY

All persons responsible for execution of this Policy shall ensure confidentiality of the discussions and decisions with regard to the prospective candidate, except that the information may be shared, if required, with the concerned candidate in order to prepare him/ her for such elevation.

REVIEW OF POLICY

The Board has the power to review this Policy, from time to time, on the recommendation of the Committee.

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