

**SUCCESSION PLAN FOR**  
**APPOINTMENT TO THE BOARD AND SENIOR MANAGEMENT**

[Pursuant to Regulation 17(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

**1. INTRODUCTION:**

According to Regulation 17(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of every listed company shall satisfy itself that plans are in place for orderly succession for appointments to the Board and to senior management.

**2. OBJECTIVE:**

The objective of this Policy is to ensure the orderly identification and selection of new Directors or Senior Management in the event of any vacancy, whether such vacancy exists by reason of an anticipated retirement, an unanticipated retirement, the expansion of the size of the Company, or otherwise.

**3. DEFINITIONS:**

- (i) “Nomination and Remuneration Committee” or “Committee” means the Committee of the Board constituted/re-constituted under the provisions of Regulation 19 of the SEBI (LODR) Regulations, 2015 read with Section 178 of the Companies Act, 2013 as in force from time to time.
- (ii) “Board of Directors” or “Board” means the Board of Directors of Oriental Aromatics Limited (Formerly known as Camphor & Allied Products Limited) as constituted/re-constituted from time to time.
- (iii) “Company” means Oriental Aromatics Limited (Formerly known as Camphor & Allied Products Limited)
- (iv) “Policy” or “this Policy” means Succession Policy.
- (v) “Senior Management” means personnel of the Company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management one level below the executive directors, including all functional heads.

#### **4. PROCESS:**

##### **a) BOARD LEVEL APPOINTMENT:**

The Nomination and Remuneration Committee of the Company shall identify the suitable person from among the existing top management or from the outside to fill up the vacancy at the Board level. The appointment of the person at the Board level shall be in accordance with the applicable provisions of the Companies Act, 2013 read with terms of Corporate Governance as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be amended from time to time.

##### **b) SENIOR MANAGEMENT LEVEL APPOINTMENT:**

The vacancy at Senior Management i.e. all members of management one level below the executive directors, including all functional heads (CEO/CFO/CS/General Manager etc.) shall be filled up by the Managing Director or any other person so authorised by the Board from time to time in line with the internal policy adopted by the management, keeping in view the organisation's mission, vision, values,

#### **5. REVIEW AND MONITORING:**

a) The Board shall review the succession policy periodically and if required, shall make suitable changes in the policy keeping in view the regulatory changes or changes due to business environment.

b) Managing Director or any other person so authorised by the Board from time to time, shall be empowered to update the policy in line with regulatory requirement and make suitable changes in the existing policy subject to approval of Nomination and Ruminaton Committee.

#### **6. DISCLOSURES:**

The Company shall disclose this Policy on its website.

Approved by the Board of Directors of the Company on 12th February, 2016.

**By order of the Board**

Dharmil A. Bodani  
(Managing Director)  
DIN No.: 00618333