

ELIN ELECTRONICS LIMITED

POLICY ON PLANS FOR ORDERLY SUCCESSION FOR APPOINTMENT TO THE BOARD AND TO SENIOR MANAGEMENT

BACKGROUND:

The Securities and Exchange Board of India (SEBI) has mandated the need for a succession policy pursuant to Regulation 17(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). This is one of the most significant attempts to ensure that investors do not suffer due to sudden or unplanned gaps in leadership. Pursuant to the Listing Regulations, Elin Electronics Limited ("the Company") is required to put in place a plan for orderly succession for appointment to the board of directors and senior management.

Whereas under Section 178 of the Companies Act, 2013 ("Companies Act"), the Company is required to constitute a Nomination and Remuneration Committee and development of a succession plan for the Board and senior management is an object of the Nomination and Remuneration Committee.

Accordingly, this succession plan ("Succession Plan") for the appointment of the Directors on the Board and Key Managerial Personnel has been prepared to give effect to the provisions of the Listing Regulations.

DEFINITIONS:

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

2. "Company" means New Delhi Television 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 from time to time.

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 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.

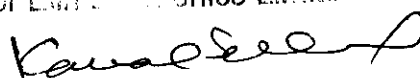
EMERGENCY SUCCESSION:

If a Director slot/Senior Management 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 hereinabove.

REVIEW AND MONITORING:

The Nomination and Remuneration Committee shall review and monitor from time to time the implementation of this Policy to ensure its effectiveness and may also recommend changes, if any, to the Board for ensuing effective succession planning.

For Ethos Electronics Limited.



Authorised Signatory/Director