

## **Policy on Criteria for Appointment of Senior Management**

### **1. Introduction**

The purpose of this policy is to outline the criteria and procedures for the appointment of senior management personnel at M/s Premier Energy and Infrastructure Limited. This policy ensures that appointments are made based on merit, qualifications, and experience in alignment with the Company's goals and values. The appointment process will be managed by the Nomination and Remuneration Committee (NRC) in accordance with the relevant provisions of the Companies Act, 2013, and other applicable laws.

### **2. Definition of Senior Management**

For the purposes of this policy, **Senior Management** refers to the members of the Company's core management team, excluding the Board of Directors. It includes all individuals who are one level below the Board of Directors and may include functional heads and other key management personnel.

### **3. Criteria for Appointment**

The following criteria will be used by the NRC for the appointment of senior management personnel:

#### **3.1. Personal Traits**

- **Ethics and Integrity:** The candidate must exhibit the highest standards of personal and professional ethics and integrity.
- **Alignment with Company Values:** The individual should share and actively demonstrate the core values embodied in the Company's guiding principles.
- **Age Requirements:** The candidate must meet the age criteria as defined by the Company's policies for senior management appointments.

#### **3.2. Competencies**

- **Specialized Knowledge:** The candidate should possess specialized knowledge and relevant business acumen related to the position they are being considered for.
- **Leadership Skills:** The individual must demonstrate effective leadership abilities to manage teams and drive business growth.
- **Innovation and Problem-Solving:** The candidate should exhibit innovation, creativity, and an ability to solve complex problems.
- **Judgment and Experience:** The individual should display sound judgment derived from their experience and expertise in management, technical, financial, or corporate matters.
- **Forward Thinking:** The candidate must be capable of anticipating future needs, identifying opportunities, and preparing for potential threats.
- **Managerial Skills:** The candidate should possess excellent communication skills, cultural sensitivity, flexibility, and the ability to engage and motivate people. Strategic thinking and team collaboration are essential.

- **Influence and Decision-Making:** The individual should have the ability to influence others and drive decisions that are in the best interests of the Company.

### 3.3. Experience and Background

- The candidate should have extensive experience in their respective field, such as engineering, finance, marketing, corporate affairs, technology, law, or human resource management. This should be supported by superior credentials and industry recognition.
- The individual must have a proven track record of success in leadership positions and demonstrate a strong ability to contribute to the strategic goals of the Company.

### 3.4. Fit and Proper Criteria

- **Informed Decision-Making:** The candidate should act based on informed decisions, in good faith, with due diligence and care, always prioritizing the best interests of the Company and its stakeholders.
- **Objective Judgment:** The individual should be able to exercise independent, objective judgment on corporate affairs without undue influence from external sources.
- **Commitment to Continuous Learning:** The candidate should be willing to undergo appropriate induction processes and continually update their skills and knowledge related to the Company's operations.
- **Long-Term Commitment:** The individual must demonstrate a commitment to representing the long-term interests of shareholders and balancing the interests of other stakeholders.
- **Code of Conduct:** The candidate should adhere to the Company's code of conduct and maintain confidentiality regarding business matters.
- **Conflict of Interest:** The individual should not have any personal or business relationships that could create a conflict of interest with the responsibilities of the senior management position.

### 4. Procedure for Appointment

- **Identification of Candidates:** The NRC will identify suitable candidates for senior management positions, either internally or externally, based on the criteria outlined in this policy.
- **Review and Recommendation:** The NRC will evaluate the candidates' qualifications, experience, competencies, and alignment with the Company's values. The NRC will then make a recommendation to the Board of Directors for final approval.
- **Approval by the Board:** The Board will review the NRC's recommendation and, if satisfactory, approve the appointment of the senior management personnel.

### 5. Positive Attributes for Senior Management

The senior management candidates are expected to possess the following positive attributes:

- High ethical standards, integrity, and transparency.
- Knowledge of the Company's business, operations, and market environment.

- Ability to demonstrate sound judgment in areas such as management, technical, financial, governance, and regulatory matters.
- Strategic foresight to anticipate future needs, opportunities, and challenges.
- Strong managerial abilities, including effective communication, flexibility, team collaboration, and decision-making under pressure.

## **6. Independence Criteria for Directors (if applicable)**

In cases where the appointment involves a director, the Board will ensure that the director meets the independence criteria set out under applicable laws. The Board will assess the facts and circumstances surrounding the individual's background to determine whether the director is independent of management, in line with relevant guidelines.

## **7. Review and Amendments**

This policy will be reviewed periodically by the NRC to ensure that it remains relevant and aligned with the Company's evolving needs and regulatory requirements. Any amendments to the policy will be approved by the Board.

## **8. Conclusion**

This policy aims to ensure a transparent, fair, and effective process for the appointment of senior management personnel, ensuring that appointments are made based on the individual's qualifications, experience, and alignment with the Company's values and strategic objectives.