

RSB RETAIL INDIA LIMITED
(Formerly known as R S Brothers Retail
India Limited)

POLICY ON SUCCESSION PLANNING FOR THE BOARD AND
SENIOR MANAGEMENT

POLICY ON SUCCESSION PLANNING FOR THE BOARD AND SENIOR MANAGEMENT

1. Introduction:

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. It is a mandate for boards of all listed companies to develop an action plan for successful transition of key executives.

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

The Company has therefore put in place a Policy on Succession Planning for the Board and Senior Management (here in after called the "**Policy**").

Objective:

The objective of the succession planning program shall, inter-alia, include the following:

- a) To identify and nominate suitable candidates for the Board's approval (including Nomination and Remuneration Committee) to fill the vacancies which arises in the Board of the Company from time to time.
- b) To prepare a supply of suitably qualified and motivated employees for higher roles and responsibilities.
- c) To identify the competency requirements of critical and key positions, assess potential candidates and develop required competency through planned development and learning initiatives.
- d) To identify the key job incumbents in Senior Managerial positions and recommend whether the concerned individual be granted an extension in term/service or be replaced with an identified internal or external candidate or recruit other suitable candidate(s).
- e) To 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 occurrence.

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2. Applicability:

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

- i. Board of Directors;
- ii. Senior Management: - shall mean officers/personnel of the Company who are members of its core management team excluding Board of Directors and normally this shall comprise of all members of management one level below the executive Directors, including all functional heads.
- iii. Any other positions within the Company at the discretion of the Managing Director in consultation with the Board.

3. Policy Requirements:

The Nomination & Remuneration Committee of the Company shall review the leadership needs of the Company from time to time.

a. Succession Plan for the Board:

The Nomination & Remuneration Committee of the Board, shall apply a due diligence process to determine the suitability of every person who is being considered for appointment or re-appointment as a Director of the Company based on their educational qualification, experience & track record, and every such person shall meet the 'fit and proper' criteria, and accordingly any appointment or re-appointment of a Director shall be subject to prior approval / recommendation by Nomination & Remuneration Committee of the Company.

b. Succession Plan for the Senior Managerial Personnel:

The Nomination & Remuneration Committee shall periodically review and consider the list of senior managerial personnel due for retirement / attrition within the year. The Committee shall also consider the new vacancies that may arise because of business needs / up-gradation of Department (s) / Regional Office(s). Considering the above, the Committee shall assess the availability of suitable candidates for the Company's future growth and development. Further, based on the recommendation of the Managing Director, the Nomination & Remuneration Committee: -

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- I. Shall evaluate the incumbent after considering all relevant criteria like experience, age, health, leadership quality etc. and recommend to the Board 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 Board / key positions, assess potential candidates and develop required competency through planned development and learning initiatives. The Committee may utilize the services of professional search firms to assist in identifying and evaluating potential candidates.
- III. may recommend to the Board to appoint other suitable external candidate(s) as special recruitment in senior managerial level based on job roles and competency in order to provide a continuous flow of talented people to meet the organizational needs.
 - The prevailing promotion/transfer policy of Company shall be designed in such a way that the existing/proposed senior managerial personnel 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.
 - Where it is decided to appoint an external candidate, timely and planned steps shall be taken for selection of a suitable candidate so that the appointment is made well before the retirement / relieving of the concerned officer to ensure the smooth transition.
 - The recommendation of the Nomination & Remuneration Committee shall be placed to the Board for approval. While making its recommendation, the Nomination & Remuneration Committee shall consult with the Managing Director, as may be relevant and all factors including the available talent within the organization and the need to ensure continuous working and growth of the Company shall be carefully considered.
 - The Managing Director shall from time to time identify high-potential employees who merit faster career progression to position of higher responsibility and formulate, administer, monitor & review the process of skill development and identify the training requirements.
 - Every member of the senior management team shall always endeavor to add capability in-house and mentor officials with potential working under him to handle his responsibility in his absence by exposing him to all aspects of work being handled by him.

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- In the event of any unexpected occurrence in respect of any member in the core management team, the next person as per the organization chart (as far as practicable) shall take interim charge of the position, pending a regular appointment in terms of the succession plan.
- In addition to the above, the appointment of Key Managerial Personnel (KMP) to be made in compliance with all applicable provisions of the Companies Act, 2013 (including the rules made there under), Listing Agreement and applicable regulations.

4. Reporting:

Respective department is responsible for reporting as per applicable regulations. The reporting should be as per the format/ template prescribed in applicable regulation, if available, else as per the format / template approved by the Committee (as applicable).

Review and approval of the policy:

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

In case of non-adherence to the policy, the same shall be reported to the Nomination and Remuneration Committee and necessary action may be taken in this regard.

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.

5. Version History

Version	Date of approval of Nomination and Remuneration Committee and Board of Directors
1.0	March 19, 2025