

**POLICY ON SUCCESSION PLANNING FOR THE
BOARD AND SENIOR MANAGEMENT**

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

R K SWAMY LIMITED

(Formerly Known as 'R.K.SWAMY BBDO Private Limited and R K Swamy Private Limited)

(Duly approved by board of Directors of the company through meeting held on February 3, 2024)

PREAMBLE:

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 board members and key executives.

R K Swamy Limited (the “**Company**”) recognises the importance of 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 of Directors of the Company (the “**Board**”) and Senior Management (the “**Policy**”).

The Policy will come into effect from the date of commencement of trading and listing of the equity shares of the Company on a recognised stock exchange(s) in India.

OBJECTIVES:

The objectives of the Policy are, inter alia, as under:

- a) To identify and nominate suitable candidates to Nomination and Remuneration Committee for its recommendation to the Board to fill the vacancies which may arise in the Board, from time to time;
- b) To identify the competency requirements of critical and key positions, assess potential candidates and develop required competency through planned development and learning initiatives;
- c) To identify and create a talent pool of high potential personnel, who can be considered for appointment at the Board and Senior Management positions and to groom them to assume such roles in the Company, whenever the need arises;
- d) To identify the key job incumbents in senior managerial positions 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);
- e) To ensure the systematic and long-term development of individuals in the senior management level and to replace as and when the need arises due to deaths, disabilities, retirements, and other unexpected occurrence; and
- f) To ensure that the business of the Company is not affected on account of interruptions caused due to superannuation or voluntary retirement or resignation or death or permanent incapacitation or sudden exit of any member of the Board or Senior Management covered under this Policy.

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 and/or the chief executive officer in consultation with the Board.

Explanation: The term “Senior Management” shall mean officers / personnel of the Company who are members of its core management team excluding the Board, and shall also comprise all the members of the management one level below the Chief Executive Officer or the Managing Director or the whole-time director of the Company, and shall specifically include the functional

heads, by whatever name called and the Company Secretary and Chief Financial officer of the Company, and as may be defined under applicable laws from time to time.

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.

a) 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 Remuneration & Diversity Policy for Directors and other Senior Management to guide the Board in relation to the appointment/ re-appointment/ removal of the directors and to devise criteria for performance evaluation of independent directors and the Board 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 & Diversity Policy.

b) Succession plan for the Senior Management:

The human resource department of the Company (the “**HR**”) shall periodically review and consider the list of senior managerial personnel due for retirement/ attrition within the year. HR shall also consider the new vacancies that may arise because of business needs/ up-gradation 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 and/or the chief executive officer, the HR:

- 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;
- 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;
- may recommend to appoint other suitable external candidate(s) as special recruitment in senior managerial positions based on the profiles and competency in order to provide a continuous flow of talented people to meet the organisational needs;
- the prevailing promotion/ transfer policy or related policy of the 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;

- every member of the Senior Management shall always endeavour to add capability in-house and mentor officials with potential working under him/ her to handle his responsibility in his/ her absence by exposing him/ her to all aspects of work being handled by him/ her; and
- be guided by the Nomination and Remuneration Policy as applicable to the Senior Management.
- in addition to the above, the appointment of key managerial personnel as defined under Section 2(51) of the Companies Act shall be made in compliance with the applicable provisions of the Companies Act, read with the SEBI Listing Regulations.

REVIEW OF POLICY

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

CONFLICT IN POLICY

In the event of any conflict between the Companies Act or the SEBI 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, the SEBI Listing Regulations and/or other applicable laws in this regard shall automatically apply to the Policy.

The Key Managerial Personnel or the person authorised by the Board may review and update this Policy from time to time. Any material changes to this Policy shall require prior approval of the Board.