RISHIROOP LIMITED

POLICY ON SUCCESSION PLANNING

1. INTRODUCTION

Rishiroop Limited recognizes that business continuity, leadership stability and an orderly transition of leadership are critical for the long term growth, sustainability and investor confidence of a company.

Rishiroop Limited has adopted this Policy which shall be called 'Policy on Succession Planning'.

This policy has been devised in accordance with the Regulation 17(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, where the Company is required to frame a policy for succession for appointment to the Board of Directors and Senior Management.

Further SEBI (LODR) Regulations, 2015 has also entrusted the Board of Directors of the Company with the responsibility of selecting, compensating, monitoring and when necessary, replacing key managerial personnel and overseeing succession planning.

PURPOSE

Succession Planning is a strategy for identifying and developing future leaders. It aims to address the inevitable changes that occur when the directors and other members of senior leadership of the company step down from or vacate their office either orderly or on emergency basis.

The Policy on Succession Planning helps to provide guidance on identifying and sourcing potential board members and senior management to ensure continuity in the operations of the Company without causing an obstruction in the ongoing functioning.

APPLICABILITY OF THE POLICY:

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

(a) Managing Director/Whole-time/ Executive Directors;
(b) Non-Executive Directors;
(c) Independent Directors;
(d) Key Managerial Personnel i.e. Chief Financial Officer and Company Secretary;
(e) and other members of senior management.

SUCCESSION PLAN FOR THE BOARD AND SENIOR MANAGEMENT:

The Nomination and Remuneration Committee of the Board (the "NRC") is entrusted with the responsibility of preparing, executing and implementing the Policy on Succession Planning effectively throughout the organization.

Role of NRC in Succession Planning:

1. NRC shall periodically review the leadership and management needs of the Company, identify talent pipeline and recommend candidates to the Board.

2. According to SEBI (LODR) Regulations, 2015, the Nomination and Remuneration Committee plays a crucial role under Succession Planning which includes:

    a. identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal;

    b. assess the suitability of a person who is being considered for appointment as a director of the Company, based on his / her educational qualification, experience, expertise, and track record;

    c. assessing the emerging business and leadership requirements of the Company and at its discretion, recommend to the Board, appointment of suitable candidate(s) in key senior management positions with a view to ensure a continuous availability of managerial talent at senior levels to meet the organizational needs.

d. formulation of the criteria for determining qualifications, positive attributes and independence of a director;

e. recommending to the board about remuneration/sitting fees to be paid to the directors, Key Managerial personnel and other employees under senior management;

f. defining a skill matrix that acts as a benchmark to ensure that the board or directors and senior management personnel possess balance of skills, expertise, experience, diversity and industrial knowledge.

   The Skill Matrix would cover the following core parameters:
   - Business Strategy
   - Industry experience
   - General Management
   - Accounting/Auditing
   - Corporate Finance
   - Legal/Secretarial/compliance
   - Marketing
   - Human Resource
   - Risk Management
   - Information Technology

3. in accordance with Schedule V of the SEBI (LODR) Regulations, the Company shall publish the aforesaid list of core skills/expertise identified by the Board, along with a matrix indicating which specific skills each individual Director possesses, within its Annual Corporate Governance Report;

4. Formulation of criteria for evaluating the performance of the board of directors, Key Managerial Personnel and Senior Management employees and based on such evaluation decide whether to continue or discontinue with the appointment of such director, KMP or Senior Management;

5. The recommendations of the NRC shall be placed before the Board for their consideration and approval.

6. The senior management team shall always strive to develop a strong leadership pipeline by enriching work exposure to in-house talent.

REVIEW AND AMENDMENT

The Policy on Succession Planning shall be reviewed by the Board of Directors periodically and any changes or amendments issued by the regulatory authorities by way of notifications, circulars, orders, guidelines, etc. shall be updated from time to time.

Last updated on: August 7, 2026

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