RATHOD JEWELLERY MANUFACTURING LIMITED
(formerly known as Rathod Jewellery Manufacturing Private Limited)

SUCCESSION PLAN

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

CIN: U36910PN2012PLC142922
Registered Office: Plot No. F-12/1, MIDC Shiroli, Kolhapur, Hatkanangle, Maharashtra, India – 416122.

1. PREFACE

Regulation 17(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (hereinafter referred to as **"SEBI Listing Regulations"**) stipulates that the Board of Directors of the Company shall satisfy itself that plans are in place for orderly succession for appointment to the Board of Directors and the Senior Management.

Whereas under Section 178 of the Companies Act, 2013, as amended, (**"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.

The Succession Planning of Rathod Jewellery Manufacturing Limited ("**the Company**") (formerly known as Rathod Jewellery Manufacturing Private Limited) is an important component often addressed as part of strategic planning. It is critical to the success of the organization and should provide for a process that recognizes, develops, and retains top leadership talent. Boards often create a succession plan outlining the process for retaining, developing, and/or appointing the Board of Directors and Senior Management personnel of organization.

2. SCOPE

The Succession Planning includes creating an objective in strategic and development plan for each key position in the Company and developing internal process to develop and retain the best people.

3. APPLICABILITY

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

1. Whole-time Directors and other Directors of the Board;
2. Senior Management including Key Managerial Personnel, and specifically including the Company Secretary and Compliance Officer
3. Any other position within the Company at the discretion of the Managing Director & CEO in consultation with the Board.

4. OBJECTIVE

The objectives of the succession planning programme shall, inter alia, include the following:

a) To identify and nominate candidates for the Board's approval (including Nomination and Remuneration Committee) and identify the competency requirements of critical and key positions, assess potential candidates and develop required competency through planned development and learning initiatives.
b) To identify the key job requirements in Senior Management positions 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 or recruit other suitable candidates as per human resource policy of the Company.
c) To ensure the systematic and long-term development of individuals in the senior management level to replace when the need arises due to death, disabilities, retirements and other unforeseen occurrences and unexpected events.
d) Succession planning can also mean creating an objective in a strategic plan around succession plans for all senior staff positions. If the organization is interested in developing an internal process to ensure that it develops and retains the best people, it may outline a development plan for each key position in the organization.
e) To identify the competency requirements of critical and key positions, assess potential candidates and develop required competency through planned development and learning initiatives;
f) Decide on two successors for the selected position. Employee with closest match to competency requirements of position will be the first successor to the position. The second successor will be the one with the second closest competency match to the position requirements and so on; and
g) To track overall progress.

5. INTERPRETATION

The words and expressions used and not defined in this policy but defined in the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, or the rules and regulations made thereunder, including the SEBI Listing Regulations, shall have the same meanings respectively assigned to them in those acts, rules, and regulations, each as amended from time to time.

6. DEFINITION:

"Board of directors" or **"Board"** means the Board of Rathod Jewellery Manufacturing Limited as constituted or reconstituted from time to time.

"Company" means Rathod Jewellery Manufacturing Limited. (formerly known as Rathod Jewellery Manufacturing Private Limited)

"Nomination and Remuneration Committee" or "NRC" means the committee of the Board constituted in accordance with Section 178 of the Companies Act, 2013 ("Act") read with Regulation 19 of the SEBI Listing Regulations.

"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 all members of management one level below the chief executive officer/managing director/whole time director/manager (including company secretary, chief financial officer, and functional heads), as per Regulation 16 of SEBI LODR Regulations, 2015.

"**Key Managerial Personnel**" or "**KMP**" shall have the meaning assigned to it under Section 2(51) of the Companies Act, 2013.

7. SUCCESSION PLAN

(a) Succession Plan for the Board

The appointment of the person at the Board level shall be made in accordance with the applicable provisions of the Companies Act, 2013 read with the SEBI Listing Regulations as may be amended from time to time.

The NRC shall identify suitable person from among the existing top management or from outside to fill up the vacancy at the Board level. The NRC shall apply a due diligence process to determine suitability of the person who is being considered for appointment or reappointment as director of the Company based on his/her educational qualification, experience, and track record.

Every such person shall be required to meet the 'fit and proper' criteria as may be determined by the NRC, and no appointment or reappointment of a Director shall be made unless the same is approved / recommended by the NRC to the Board in accordance with this policy.

The Board shall frame Nomination & Remuneration Policy in relation to appointment/ reappointment of directors & Senior Management in accordance with the provisions of Companies Act, 2013 and Listing Regulations. Hence, the appointment / reappointment of Directors shall be governed by the provisions of the Nomination & Remuneration Policy of the Company.

(b) Succession Plan for the Senior Management

i. The NRC shall periodically review and consider the list of Senior Management personnel due for retirement within the year. The NRC shall also consider the new vacancies that may arise because of expansion of business and upgradation of department(s).

ii. For the above purpose, the NRC shall consider all relevant criteria like experience, qualification, age, and leadership quality and recommend the appointment of incumbent to the management.

iii. The NRC may consider appointing other suitable external candidates at senior management level based on job roles and competency, in order to provide a continuous flow of talented people to meet the organizational needs.

iv. 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 smooth transition.

v. The Managing Director shall play a key role in the hiring process for Key Managerial Personnel and Senior Management, including (a) helping the Board/NRC identify the key skills, experience, and qualifications required for a new Key Managerial Personnel/Senior Management appointment; (b) identifying employees with high potential who merit faster career progression to positions of higher responsibility and formulating, administering, monitoring, and reviewing the process of skill development and training requirements; (c) recommending whether an individual in Senior Management be granted an extension in term/service or be replaced with an identified internal or external candidate; and (d) evaluating incumbents' performance in the position and reporting the same to the Board/NRC.

vi. In case of any unexpected occurrence in respect of any member in the core management team, the next person as per the organization chart of the Company shall take interim charge of the position, pending regular appointment in terms of the succession plan.

vii. The appointment of Key Managerial Personnel such as Chief Financial Officer (CFO), Company Secretary (CS) and other Compliance Professionals like Internal Auditor (if employee) shall be made in the accordance with the provisions of the Companies Act, 2013 read with the Listing Regulations.

8. EMERGENCY SUCCESSION

If a Director's position suddenly becomes vacant by reason of death or other unanticipated occurrence, the Nomination and Remuneration Committee shall convene a special meeting as early as possible to implement the process described herein.

9. REVIEW OF THE POLICY

The NRC shall review the leadership needs of the Company from time to time. 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 amendments(s), clarification(s), circular(s) etc. shall prevail upon the provisions of this policy and the policy shall stand amended accordingly.

Any change in the Policy shall be approved by the Board of Directors of the Company. The Board of Directors shall have the right to withdraw and / or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding.

10. DISSEMINATION OF THE POLICY

The approved Policy shall be uploaded under a separate section on the website of the Company.

11. EFFECTIVE DATE

The policy shall become effective from listing of the Company's shares on the stock exchanges.

Date: 28-09-2026
Place: Kolhapur
Note: Approved in the meeting dated 28-09-2026

RATHOD JEWELLERY MFG. LTD. KOLHAPUR