

JUMBO BAG LIMITED

POLICY FOR ORDERLY SUCCESSION FOR APPOINTMENTS TO THE BOARD AND SENIOR MANAGEMENT

*[Pursuant to Reg. 17(4) of the
SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015]*

Introduction:

Regulation 17(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 provides that the Board of Directors of every listed company shall satisfy itself that plans are in place for orderly succession for appointments to the Board of Directors and Senior Management. As per the Nomination and Remuneration Policy adopted by the Company, the Nomination and Remuneration Committee is responsible for developing a succession plan for the Board and Senior Management. Further, as per the Listing Regulations, overseeing succession planning is one of the key functions of the Board of Directors.

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 Board Nomination and Remuneration Committee) to fill the vacancies which arise in the Board of the Company from time to time.
- b)** To identify the competency requirements of critical and key positions, assess potential candidates and develop required competencies through planned development and learning initiatives.
- c)** To identify the key Senior Managerial positions and recommend whether the current incumbent in the role (i) be granted an extension in term/service or (b) be replaced with an identified internal candidate or recruit other suitable external candidate(s).
- d)** To ensure systematic and long-term development of individuals for the senior management levels in order to make them ready to replace when the need arises due to deaths, disabilities, retirements and other unexpected occurrence at the senior management levels.

Applicability:

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

- i. Managing Director & CEO and other Board of Directors;
- ii. Senior Managerial Positions reporting to Managing Director & CEO
- iii. Any other positions within the Company at the discretion of the Managing Director & CEO in consultation with the Board.

Definitions:

1. **“Board”** means Board of Directors of the Company as may be constituted/re-constituted from time to time.
2. **“Company”** means Jumbo Bag Limited.
3. **“Committee”** means the “Nomination and Remuneration Committee” of the Board constituted/re-constituted from time to time, under the provisions of Regulation 19 of the Listing Regulations, and Section 178 of the Companies Act, 2013, as amended.
4. **“Independent Director”** means a Director referred to in Section 149 (6) of the Companies Act, 2013.
5. **“Key Managerial Personnel”** means:
 - Chief Executive Officer or Managing Director or Manager;
 - Whole-time Director;
 - Chief Financial Officer;
 - Company Secretary; and
 - Any other person as defined under the Companies Act, 2013.
6. **“Listing Regulations”** means SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.
7. **“Senior Management”** means personnel of the Company who are members of its core management team, excluding the Board of Directors. This includes all members of management one level below the Whole-time Directors, including all Heads of Departments (HODs).

Unless the context otherwise requires, words and expressions used in this Policy and not defined herein but defined in the Companies Act, 2013 and Listing Regulations, as may be amended from time to time, shall have the meaning respectively assigned to them therein.

Succession Plan for the Board:

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

Succession Plan for the Senior Managerial Personnel:

The roles and responsibilities of the BNRC with respect to succession planning shall, inter-alia, include the following:

- A. To periodically (at least once a year) review and consider the list of Directors and Senior Management due for retirement/attrition within the year and any new vacancies that may arise because of business needs/up-gradation of department(s)/regional office(s).
- B. To identify and nominate suitable candidates for the Board's approval to fill the vacancies which arise in the Board and Senior Management positions from time to time.
- C. To identify the competency requirements of Senior Management positions and assess potential candidates against these competencies.
- D. To develop required competencies internally through planned development and learning initiatives.
- E. To identify the key job incumbents in Senior Management positions and recommend whether the concerned individual should:
 - I. be granted an extension in term/service or
 - II. be replaced with an identified internal candidate or recruit suitable external candidate(s). Where an external candidate is identified, timely and planned steps shall be taken for selection of a suitable candidate so that the appointment is made well before the date of retirement/relieving of the concerned Director/ officer to ensure the smooth transition.
- F. To ensure that the Company's Diversity, Equity and Inclusion guidelines are factored in by its recruitment consultants when assisting with identification of candidates for Board / Senior Management positions.
- G. To maintain an ongoing list of potential candidates (both internal and external).
- H. To maintain an emergency succession contingency plan in case an unforeseen event such as death or disability occur, that prevents the member of Board or Senior Management from continuing to serve. 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 as part of the succession plan.

- I. To ensure that all appointments to the Board and Senior Management positions are in accordance with applicable law.
- J. To ensure that all appointments are made on the basis of merit.
- K. To work closely with the functional head of Human Resources to ensure effective succession planning.

Review and Monitoring:

The Board of Directors shall oversee succession planning and shall satisfy itself that plans are in place for orderly succession for appointment to the board of directors and senior management.

Amendments to the Policy:

The Board shall have the power to clarify any doubts or rectify any anomalies that may exist in connection with the effective execution of this Policy. The Board reserves the right to amend this Policy from time to time based on changing requirements as prescribed by the SEBI/Stock Exchange(s) or any other appropriate statutory authority, subject to the approval and recommendation of the Nomination and Remuneration Committee.

Disclosures:

The Company shall disclose the Policy on its website.
