

JHS SVENDGAARD RETAIL VENTURES LIMITED

POLICY ON SUCCESSION PLANNING FOR THE BOARD AND SENIOR MANAGEMENT

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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 ("Companies Act"), the Company is required to constitute a Nomination and Remuneration Committee and develop a succession plan for the Board and senior management.

The Company appreciates the importance of succession planning to ensure continuity in its smooth functioning. Key positions in the Company, which are important for the Company's current and future growth are assigned to qualified and competent professionals. It is imperative to fill up vacancies in such positions well in time to ensure continuity in leadership and management of the Company.

The Company has therefore put in place a Policy on Succession Planning for the Board and Senior Management Personnel(SMP) (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.

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

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management team excluding Board of Directors and normally this shall comprise of all members of management one level below the chief executive officer / managing director / whole time director / manager (including chief executive officer / manager, in case they are not part of the board) and shall specifically include company secretary and chief financial officer.

- iii. Any other positions within the Company at the discretion of the Managing Director in consultation with the Board.

2. 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 & Senior Managerial Personnel

The Nomination and Remuneration Committee of the Board (the "NRC") shall periodically review the leadership and management needs of the Company. The NRC shall 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 and shall recommend to the Board, the terms, and conditions of his/her appointment, including remuneration.

The NRC would assess 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. The recommendations of the NRC shall be placed before the Board for approval. The senior management team shall always strive to develop a strong leadership pipeline by enriching work exposure to in-house talent.

In light of the above, the NRC shall consider the candidature of the Directors and then recommend to the Board for necessary approvals from SEBI. In case of SMP, such appointments shall be taken up as required as per its terms of references for advising the management. The NRC or the Board shall act according to the provisions laid down herein above, subject to necessary approvals before such appointments or reappointments.

In this context, the new requirements as per the business plans and other positions which may arise as per business requirements should be suitably incorporated in the service rules of the Company. Key compensation elements shall be dealt under the service rules for SMP which is reviewed by the NRC and the Board as and when necessary.

In addition to the above, the appointment of senior personnel such as Chief Financial Officer, Company Secretary and other compliance professionals like the Chief Risk Officer, Compliance Officer, shall be in compliance with all applicable provisions of the Companies Act, SEBI Listing Regulations, and such other laws as applicable to such appointment.

3. Review and approval of the policy

The Policy shall be reviewed periodically by the Board, or committees authorised to do so by the Board and any change in the Policy shall be approved by the Board of the Company. However, all such amendments will be subject to applicable laws, rules, and regulations, from time to time.