



Royal Foodstuffs Limited

Responsible Farming. Responsible Processing.

Royal Foodstuffs Limited

SUCCESSION PLAN / POLICY

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



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(Formerly known as Royal Foodstuffs Private Limited)





SUCCESSION POLICY

1. INTRODUCTION

Regulation 17(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), requires every listed company to formulate a succession policy. The Board of Directors (“**the Board**”) of Royal Foodstuffs Limited (“**the Company**”) has adopted the following policy and the Board may amend this policy from time to time.

2. DEFINITIONS

For the purpose of this Policy the following terms shall have the meanings assigned to them hereunder:

- a) "**Act**" means the Companies Act, 2013, read with the rules thereunder, as amended.
- b) "**Director**" means a member of the Board.
- c) "**Senior Management**" means officers and personnel of the Company who are members of its core management team excluding Board of Directors comprising all members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors), specifically including the functional heads, by whatever name called and the Company Secretary and Chief Financial Officer.

Words and expressions used and not defined in this Policy shall have the meaning ascribed to them in the SEBI Listing Regulations, the Securities and Exchange Board of India Act, 1992, as amended, the Securities Contracts (Regulation) Act, 1956, as amended, the Depositories Act, 1996, as amended, or the Companies Act, and rules and regulations made thereunder.

3. SCOPE AND APPLICABILITY OF THE POLICY

The Policy shall be applicable for succession planning of the managing director/whole-time/executive directors, non-executive directors, independent directors and other members of the Board and Senior Management.

4. SUCCESSION PLAN

- a) The Nomination and Remuneration Committee of the Board (the “**NRC**”) shall review the leadership and management needs of the Company from time to time. 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.
- b) The NRC may, at its discretion, recommend to the Board, appointment of suitable candidate(s) in senior management level 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 in-house capabilities by enriching work exposure.

- c) The Managing Director & Chief Executive Officer has an important role to play in the hiring process of Key Managerial Personnel and Senior Management. This includes:
- (i) helping the Board/ NRC to identify the key skills, experience and qualifications required for a new key managerial personnel/ Senior Management.
 - (ii) identifying the competency requirements of critical and key positions, assess potential candidates and develop required competency through planned development and learning initiatives.
 - (iii) Ensuring the systematic and long-term development of individuals in the middle management level to replace Senior Management as and when the need arises due to deaths, disabilities, retirements, and other unexpected occurrence.
 - (iv) recommending whether individual in the Senior Management level be granted an extension in term/service or be replaced with an identified internal or external candidate or recruit other suitable candidate(s).
 - (v) evaluating incumbents in key positions and informing the Board / NRC of the strengths, gaps and overall effectiveness they bring to their roles and to the organization.
 - (vi) establishing and maintaining an Emergency Succession Plan for critical positions, including identification of interim successors who can immediately assume responsibilities in case of sudden or unplanned vacancies, so as to ensure continuity of operations with minimal disruption.
 - (vii) developing and implementing a timeline-based succession and replacement strategy, including:
 - identification of potential successors for key roles at least 1–2 years in advance;
 - periodic review of readiness levels of identified candidates;
 - structured transition plans with defined timelines for handover and knowledge transfer; and
 - proactive recruitment or internal grooming aligned with anticipated vacancies due to retirement, term completion or strategic restructuring.

5. REVIEW OF THE POLICY

The Board shall review Policy periodically. However, all such amendments will be subject to applicable laws, rules and regulations, from time to time.

6. EFFECTIVE DATE

This Policy shall come into effect on January 20, 2026.