# POLICY ON SUCCESSION PLANNING OF BOARD AND SENIOR MANAGEMENT

## A Preamble

**Red Earth Good Living and Hospitality Limited** (the "**Company**") takes guidance of Section 178 of the Companies Act, 2013 (the "**Act**") and Regulation 17(4) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements of the Securities and Exchange Board of India) Regulations, 2015 (the "**Listing Regulations**").

As per the Act and the Listing Regulations, the Company's Board of Directors ("**Board**") is required to frame and abide a policy on Succession Planning for the Board and Senior Management (the "**Policy**").

## B Basic Guidelines

Reference to statutory provisions or regulations shall be construed as meaning and including references to any amendment or re-enactment and any amendments to any statutory provisions or regulations or clarifications applicable to the Policy shall automatically be deemed to be included in the Policy, without any further amendment of the Policy by the Board or relevant committee of the Board.

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## C Definitions and Interpretation

In this Policy, words and expressions shall have the meaning assigned to them below:

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| "***Act***" | shall mean the Companies Act, 2013 and rules framed thereunder, notified by the Ministry of Corporate Affairs, Government of India, as amended from time to time; |
| "***Board***" | shall mean the *Board* of Directors of the Company; |
| "***Company***" | shall mean Red Earth Good Living and Hospitality Limited, incorporated under the provisions of the Act; |
| "***Directors***" | shall mean all the members of the Board of Directors of the Company, including the Independent Directors; |
| "***Listing Regulations***" | shall mean The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time; and |
| "***Nomination and Remuneration Committee***" | shall mean the nomination and remuneration committee constituted by the Board in accordance with the provisions of the Companies Act, 2013. |

## D Criticality and benefit of this Policy

Maintaining minimum statutorily required number of leaders and absence of leadership gap are critical to business. There are positions in the Company that are essential to its current and future growth. It is, hence, important that these positions are duly filled up well in time with skilled and the best possible incumbents to avoid any negative impact. An effective and efficient succession planning:

1. is an essential component for the survival and growth of any business;

2. acts as a tool for an organization to ensure its continued, effective, and smooth performance through leadership continuity; and

3. induces the Senior Management to identify high growth individuals within the Company, train them and feed the pipelines with talents.

## E Applicability

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

1. In the Board and Key Managerial Personnel ("**KMP**"):

    a) Directors,
    b) Managing Director,
    c) Chief Executive Officer ("CEO"),
    d) Chief Financial Officer ("CFO"), and
    e) Company Secretary and Compliance Officer ("**CS**")

2. In the Senior Management:

    a) Presidents – Marketing, Business Strategy, Operations and IT, Chief Risk Officer ("**CRO**"), and Chief of HR & Management Services ("**CHR**")

    b) Any other positions within the Company at the discretion of the Managing Director & CEO in consultation with the Board.

## F Objective

The objectives of the succession planning program shall include but not limited to:

1. identify and nominate suitable candidates for the Board's approval to fill the vacancies which arises in the Board of the Company from time to time in accordance with the applicable law;

2. identify the competency requirements of critical and key positions, assess potential candidates and develop required competency through planned development and learning initiatives;

3. identify the key job incumbents in senior managerial 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 candidate(s); and

4. 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 occurrences.

## G Succession Plan for the Board and the Senior Management

1. Review and Planning

   The Nomination and Remuneration Committee shall periodically review and determine the possible vacancy of one or more Director slots/ senior management positions within the next twelve months and accordingly report its finding to the Board.

2. Procedure

   a) If the Nomination and Remuneration Committee anticipates that a Director slot/ senior management position shall become vacant within the next twelve months (whether by reason of an announced intent to retire or otherwise), the Nomination and Remuneration Committee shall recommend the Board to have sufficient number of candidates for selection.

   b) Initially, the Nomination and Remuneration Committee shall review the list of high performer employees within the Company that may be potential candidates for elevation through Internal Job Posting ("**IJP**") to the position of senior management position.

   c) If eligible candidates are not found within the company, then the Nomination and Remuneration Committee may consult whatever sources it deems appropriate, including, but not limited to, referrals from the existing Directors or senior management, recommendations from third-party search firms etc.

   d) The Nomination and Remuneration Committee shall have the authority to engage whatever advisors (including attorneys and search firms) it believes appropriate in its efforts to identity and evaluating potential candidates.

## H Emergency Succession

If the Director's slot/senior management'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.

## I Assessment of candidates

1. The Nomination and Remuneration Committee shall prepare a list of potential candidates to be initially assessed.

2. The nomination will be shared with the Board prior to initial round of interview.

3. One or more members of the Committee shall be part of the initial interview.

4. When the Nomination and Remuneration Committee identifies individuals that it observes meet the criteria mentioned in the Nomination and Remuneration Policy of the Company, it shall recommend them to the Board for final selection

## J Policy review and Amendment approval

The policy will be reviewed by the Nomination and Remuneration Committee and approved by the Board at least annually or as and when required.

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 amendment(s), clarification(s), circular(s), etc. shall prevail upon the provisions in this Policy and this Policy shall stand amended accordingly.

## K Dissemination of the policy

The approved Policy shall be uploaded under a separate section on the website of the Company at https://redearth.in/investor-relations.html

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