

WINRO COMMERCIAL (INDIA) LIMITED

CIN: L51226MH1983PLC165499

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SUCCESSION POLICY

SUCCESSION POLICY FOR APPOINTMENTS TO THE BOARD AND SENIOR MANAGEMENT

(Approved by the Board of Directors of the Company on January 30, 2019)

1. BACKGROUND:

The Securities and Exchange Board of India (“SEBI”) issued the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the ‘LODR Regulations’) on September 02, 2015, effective from December 01, 2015, with an aim to consolidate and streamline the provisions of existing listing agreements thereby ensuring better enforceability.

Regulation 17(4) of the LODR Regulations, inter alia, reads, *the Board of Directors of the listed entity shall satisfy itself that plans are in place for orderly succession for appointment to the Board of Directors and senior management.*

Accordingly, the Board of the Company has adopted this Policy on April 14, 2017.

2. OBJECTIVE

The objective of this Policy is to make a plan for orderly succession for appointment to the Board and Senior Management.

3. DEFINITIONS

- i. “Nomination, Remuneration and Compensation Committee” or “Committee” means the Committee of the Board constituted/re-constituted, from time to time, under the provisions of Regulation 19 of the LODR Regulations, 2015 read with Section 178 of the Companies Act, 2013, as in force.
- ii. “Board of Directors” or “Board” means the Board of Directors of Winro Commercial (India) Limited as constituted/re-constituted, from time to time.
- iii. “Company” means Winro Commercial (India) Limited.
- iv. “Policy” or “this Policy” means Succession Policy.
- v. “Senior Management” means personnel of the Company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management one level below the executive directors, including all functional heads.

4. PROCEDURE

Appointment of Board, KMP and Senior Management:

The Nomination and Remuneration Committee (NRC Committee) of the Company shall identify suitable persons from amongst the existing top management personnel or from the outside to fill up the vacancy at the Board & KMP level. The appointment of the person at the Board & KMP level shall be in accordance with the applicable provisions of the Companies Act, 2013, read with terms of Corporate Governance as may be amended from time to time, and other laws as applicable to the Company. The vacancy at Senior Management level shall be filled up in line with the internal policy adopted by the

management, keeping in view the organization's mission, vision, values, goals and objectives.

5. EMERGENCY SUCCESSION

If a Director's slot/Senior Management's position suddenly becomes vacant by reason of death or other unanticipated occurrence, the NRC Committee/ Executive Directors shall convene a special meeting as early as possible to implement the process described herein, subject to the necessity involved.

6. REVIEW AND MONITORING

The Board shall review and monitor the implementation of this Policy from time to time to ensure its effectiveness and for ensuing effective succession planning.

7. 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 SEBI/Stock Exchange(s) or any other appropriate Statutory Authority.

8. DISCLOSURE OF THE POLICY

The Company shall disclose this Policy on its website i.e. (www.winrocommercial.com). The necessary disclosure, if any, about the policy will also be made as per the requirements of LODR Regulations and Companies Act 2013
