

TINNA RUBBER AND INFRASTRUCTURE LIMITED

POLICY ON SUCCESSION PLANNING FOR THE BOARD AND SENIOR MANAGEMENT

INTRODUCTION

Pursuant to Regulation 17(4) & Schedule II(D)(A)(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Tinna Rubber and Infrastructure Limited (The Company) is required to frame a policy on succession planning for the Board and senior management and display the same on its Website. In view of the same, the Company has to draw this policy for panning of succession of directors and Senior Managerial persons for uninterrupted business functions at different areas of operations.

The Board based on the recommendation of the Nomination and Remuneration Committee (“Committee”) may amend this Policy from time to time with respect to matters covered under this Policy or otherwise. The Board of the Company has approved this policy pertaining to succession planning for the Board and senior management of the Company.

PURPOSE

Succession planning is an essential component to the survival and growth of any business. Succession planning is a tool for an organization to ensure its continued effective performance through leadership continuity. A good succession-planning program aims to identify high growth individuals, train them and feed the pipelines with talents. The Company recognizes the importance of the process to Succession Planning to provide for continuity in the smooth functioning of the organization. There are certain positions in the Company that are key to its current and future growth. It is, therefore, important that these positions are assigned to duly skilled and best possible incumbents. It is critical to fill up such positions well in time to avoid any leadership gap. The Company has therefore put in place a Policy on Succession Planning for the Board and senior management (“Policy”).

APPLICABILITY

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

1. Board of Directors including independent directors
2. Whole-time Directors including Managing Director & CEO
3. Chief Financial Officer
4. Company Secretary
5. Chief Compliance Officer
6. Chief Operating Officer
7. Executives in the cadre General manager and above
7. Any other positions within the Company at the discretion of the Managing Director & CEO in consultation with the Board of Directors

SUCCESSION PLAN FOR BOARD OF DIRECTORS

As far as Succession Plan for the Board of Directors is concerned the Nomination Committee of the Board, shall apply due diligence process to determine competency of person(s) being considered for appointment or re-appointment as a Director of the Company. This shall be based on his educational qualification, experience and record of accomplishment and every such person shall meet 'fit and proper' criteria, as the Company may stipulate from time to time. Accordingly, any appointment or re-appointment of a Director shall be subject to prior approval by Nomination Committee of the Company

The Company has framed a 'Nomination and Remuneration Policy' to guide the Board in relation to appointment / re-appointment / removal of Directors, to devise criteria for performance evaluation of Independent Directors and the Board has to ensure adequate diversity in the Board members to get the best of the varied skills on the industry with experience, background and other qualities of the Director.

Accordingly, the appointment / re-appointment / removal and tenure of the Directors including the Chairman / Managing Director / Whole-time Directors of the company shall be governed by the provisions of 'Nomination and Remuneration Policy' of the Company approved by the Board.

SUCCESSION PLAN FOR SENIOR MANAGERIAL PERSONNEL

The Nomination and Remuneration Committee of Tinna Rubber and Infrastructure Limited shall consider the list of senior managerial personnel due for retirement / attrition within the year. The Committee shall also consider the new vacancies that may arise because of business needs / up-gradation of Department(s) or expansion of level of business. Considering the above, the Committee shall assess the availability of suitable candidates for the Company's future succession, growth and development. Further, based on the recommendation of Whole-time Directors, all Key Managerial Persons, Head of Departments and others concerned, the Nomination and Remuneration Committee,

- 1) shall evaluate the incumbent after considering all relevant criteria like experience, age, health, leadership quality etc. and recommend to the Board of Directors whether the concerned individual:
 - a) be granted an extension in term / service or
 - b) be replaced with an identified internal or external candidates.
- 2) shall Identify the competency requirements of Directors / Key position Employee, assess potential candidates, and develop required competency through planned development and learning initiatives. The Committee may utilize the services of professional search firms to assist in identifying and evaluating potential candidates.
- 3) may recommend to the Board to appoint other suitable external candidate(s) as special recruitment in senior managerial level based on job roles and competency in order to provide a continuous flow of talented people to meet the organizational needs.

The recommendation of the Nomination and Remuneration Committee shall be placed to the Board for final approval. While making its recommendation, the Nomination and Remuneration Committee shall consult with the Chairman Cum Managing Director, as may be relevant and all key factors including the available talent within the organization and the need to ensure availability of continuous service with growth of the Company shall be carefully considered.

The Managing Director and Head-Human Resources shall from time to time identify high-potential employees who merit faster career progression to position of higher responsibility and formulate, administer, monitor & review the process of skill development and identify the training requirements.

Appointment of Key Managerial Personnel such as Company Secretary, Chief Financial Officer and other Compliance Professionals shall be made in compliance with and conforming applicable provisions of relevant laws.

EMERGENCY SUCCESSION OR TEMPORARY CHANGE

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

For a temporary change in executive leadership (i.e., illness or leave of absence for long time), the immediate junior officer, reporting to such executive, shall take charge in place of his/her senior until the senior executive re-joins the office or if he/she is not competent in the view of the Chairperson and Managing Director or the Committee, then such other person who is competent to take the charge as may be decided by the Managing Director or the Committee will take charge until the senior executive re-joins the office

REVIEW OF THE POLICY

In case of any amendment(s), clarification(s), circular(s) etc issued by relevant authorities, not consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail and this Policy shall stand amended to that extent.

The Board of Directors of the Company has the power to replace and or amend this Policy on recommendation by the Nomination and Remuneration Committee from time to time as and when needed..

DISCLOSURE OF THE POLICY

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