



SUCCESSION POLICY

RUDRA COTTEX LIMITED

CIN: U13111GJ2016PLC086570

Registered Office: 403, Satyamev Eminence, B/S. Saptak Bungalows, Science City Road, Sola, Ahmedabad,
Gujarat- 380060, India

SUCCESSION POLICY

A. Introduction

In accordance with the provision of Regulation 17(4) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended, the board of directors (the “**Board**”) of Rudra Cottex Limited (the “**Company**”) has adopted this policy (“**Succession Policy**”) on 02nd September, 2026 upon the recommendation of the Nomination and Remuneration Committee (‘**NRC**’). The Board based on the recommendation of the Nomination and Remuneration Committee may amend this Policy from time to time with respect to matters covered under this Policy or otherwise.

Whereas under Section 178 of the Companies Act, 2013, as amended, (“**Companies Act**”), the Company is required to constitute a Nomination and Remuneration Committee and development of a succession plan for the Board and Senior Management is an object of the Nomination and Remuneration Committee

B. Objective

The objectives of the Policy are, inter alia, as under:

- a. To identify and nominate suitable candidates for the Board’s approval to fill vacancies which may arise in the Board from time to time;
- b. To identify the competency requirements of critical and key positions, assess potential candidates and develop required competency through planned development and learning initiatives;
- c. To identify the key job incumbents in senior management 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); and
- d. To ensure the systematic and long-term development of individuals in the senior management level to replace as and when the need arises due to deaths, disabilities, retirements, and other unexpected occurrence.

C. Definitions

“**Nomination and Remuneration Committee**” or “**Committee**” means the committee of the Board constituted/ re-constituted under the provisions of the Companies Act, 2013.

“**Board of Directors**” or “**Board**” means the board of directors of the Company, constituted/re-constituted from time to time.

“**Senior Management**” means personnel of the Company who are members of its core management team exclusive Board of Directors. Generally, this would comprise all members of management one level below the executive directors, including all functional heads.

D. Policy

Planning and review: The Nomination and Remuneration Committee shall periodically review and determine if there is reason to believe that one or more Director slots/ Senior Management position shall become vacant within the next twelve months and accordingly report its finding to the Board.

1. Procedure

- i) If the Nomination and Remuneration Committee anticipate 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), or if such position suddenly becomes vacant (whether by death or otherwise), the Committee shall as soon as reasonably practicable recommend to the Board, sufficient number of candidates for selection.

- ii) While identifying candidates for nomination as Director or Senior Management, the Committee may consult whatever sources it deems appropriate, including, but not limited to, referrals from existing Directors or Senior Management, recommendations from third-party search firms etc.
- iii) The Committee shall have the authority to engage whatever advisors (including attorneys and search firms) it believe appropriate in its efforts to identity and evaluation potential candidates.
- iv) The Committee shall also periodically review the list of high performer employees within the Company that may be potential candidates for elevation to the position of Senior Management position.
- v) The NRC shall periodically review and consider the list of Senior Management personnel due for retirement within the year.
- vi) The NRC shall periodically review and consider the list of Senior Management personnel due for retirement within the year. The NRC shall also consider the new vacancies that may arise because of expansion of business and upgradation of department(s).
- vii) For the above purpose, the NRC shall consider all relevant criteria like experience, qualification, age, and leadership quality and recommend the appointment of incumbent to the management.
- viii) The NRC may consider appointing other suitable external candidates at senior management level based on job roles and competency, in order to provide a continuous flow of talented people to meet the organizational needs.
- ix) Where it is decided to appoint an external candidate, timely and planned steps shall be taken for selection of a suitable candidate so that the appointment is made well before the retirement /relieving of the concerned officer to ensure smooth transition.
- x) Authorized officer (appointed/designated by the Board) shall from time to time identify employees with high potential who merit faster career progression to the position of higher responsibility and formulate, administer, monitor, and review the process of skill development and identify the training requirements.
- xi) In case of any unexpected occurrence in respect of any member in the core management team, the next person as per the organization chart of the Company shall take interim charge of the position, pending regular appointment in terms of the succession plan.

2. Assessment of candidates

The Committee shall make an initial assessment of potential candidates for the vacancy. It shall select from such pool, candidates for an initial interview by one or more members of the Committee. No candidate shall be recommended to the Board for selection without such candidate having been interviewed by all the members of the Committee. When the Committee identifies individuals that it believes meet the criteria mentioned in the Nomination & Remuneration Policy of the Company, it shall recommend them to the Board for selection.

3. Emergency Succession

If a Director slot/ Senior Management position suddenly becomes vacant by reason of death or other unanticipated occurrence, the Committee shall convene a special meeting as early as possible to implement the process described herein

E. Review and Monitoring

The Nomination and Remuneration Committee shall review and monitor from time to time the implementation of this Policy to ensure its effectiveness and may also recommend changes, if any, to the Board for ensuring effective succession planning.

The NRC shall review the leadership needs of the Company from time to time. 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 amendments(s), clarification(s), circular(s) etc. shall prevail upon the provisions of this policy and the policy shall stand amended accordingly.

F. Effective Date

The policy shall become effective from listing of the Company's shares on the stock exchanges.

G. Disclosures

The Company shall disclose this Policy on its website and a web link thereto shall be provided in the Annual Report.

For and on behalf of

Rudra Cottex Limited

[●]

Designation: [●]

DIN: [●]

Date: [●]

Place: [●]