Naman In-store (India) Limited

Factory & Regd. Office :
Kantharia Industrial Estate.
Survey No.: 90/3/2/B, Opp. Sopara Phata Police Station, At & Post-Pelhar,
N. H. No.8, Taluka - Vasai, Dist-Palghar, Pin: 401208.
CIN: L74140MH2010PLC205904
Phone: +91 8087042862

NAMAN IN-STORE (INDIA) LIMITED

POLICY ON ORDERLY SUCCESSION PLANNING FOR THE BOARD OF DIRECTORS AND SENIOR MANAGEMENT

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

{As recommended by the Nomination Committee and approved by the Board of Directors of the company in the board meeting held on August 22nd, 2025}

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1. PREAMBLE:

The Board of Directors (the **"Board"**) of Naman In-Store (India) Limited (the **"Company"**) has framed this Policy on Succession Planning for the Board and Senior Management of the Company (**"Policy"**) pursuant to Regulation 17(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (" **SEBI Listing Regulations"**), which mandates the formulation of a succession plan to ensure continuity in leadership and safeguard the interests of investors. This requirement aims to mitigate the risks associated with sudden or unplanned vacancies in key managerial positions. In line with the Listing Regulations, the Board has established a structured framework to facilitate the orderly and seamless transition of leadership roles within the Board and senior management. This Succession Policy outlines the principles and procedures to be followed to ensure stability, business continuity, and sustained organizational performance.
The term **"Senior Management"** shall mean officers / personnel of the Company who are members of its core management team excluding board of directors and normally this shall comprise of all members of management one level below the chief executive officer / managing director / whole time director / manager (including chief executive officer / manager, in case they are not part of the board) and shall include company secretary and chief financial officer.

2. INTERPRETATION:

The words and expressions used and not defined in this policy but defined in the Companies Act, 2013 or rules made there under or the Securities and Exchange Board of India Act, 1992 or regulation made there under or Depositories Act, 1996 shall have the same meanings respectively assigned to them in those acts, rules and regulations.

3. SCOPE AND OBJECTIVES OF THE POLICY:

The Scope of this Policy extends to:

a. Whole Time Directors and the Board.
b. Senior Management including Key Managerial Personnel (KMPs).
c. Any other position in the Company at the discretion of the Managing Director in consultation with the Board.

Key positions in the Company, which are important for the Company's current and future growth, are assigned to qualified and competent professionals. Succession planning is crucial to the growth and sustainability of any business and a tool for an organization to ensure its continued effective performance through leadership and management continuity through timely fulfillment of key vacancies..

The objective of this policy are:

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, separations and other occurrences.

4. POLICY:

A. Succession Plan for the Board:

The Nomination & Remuneration Committee ("NRC") shall identify the suitable person from among the existing top management or from the outside to fill up the vacancy at the Board Level. The NRC shall apply a due diligence process to determine suitability of the person who is being considered for appointment or reappointment as Director of the Company based on his/her education qualification, experience and track record and shall recommend the name and terms of appointment to the Board along with remuneration.

The Board has framed a Nomination & Remuneration Policy in relation to appointment/ reappointment of Directors & Senior Management in accordance with the provision of Companies Act, 2013 and Listing Regulations. Hence, the appointment/ reappointment of Directors shall be governed by the provisions of Nomination & Remuneration Policy of the Company.

B. Succession Plan for the Senior Management:

i. 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 up-gradation of department(s).

ii. 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.

iii. 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.

iv. 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 the smooth transition.

v. HR Head shall from time to time identify high potential employees 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.

vi. 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 a regular appointment in terms of the succession plan.

vii. The appointment of Key Managerial Personnel such as Chief Financial Officer (CFO), Company Secretary (CS) and other Compliance Professionals like Internal Auditor (if employee) shall be made in the accordance with the provisions of the Companies Act, 2013 read with the Listing Regulations.

5. AMENDMENT

The Policy shall be reviewed periodically by the Board, or such individuals or committees individuals authorised to do so by the Board and any change in the Policy shall be approved by the Board of the Company.

The Board shall have the right to withdraw and/ or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding. In case any provisions of the Policy are contrary to or inconsistent with the provisions of the Companies Act, 2013, rules framed thereunder and Listing Regulations ("Statutory Provisions"), the provisions of Statutory Provisions shall prevail.

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6. DISSEMINATION OF THE POLICY

The policy shall be hosted on the website of the Company i.e. https://www.namaninstore.com

NAMAN IN-STORE (INDIA) LIMITED

Director