

**METRO BRANDS LIMITED
POLICY ON SUCCESSION PLANNING FOR THE BOARD
AND SENIOR MANAGEMENT**

1. Introduction:

In terms of Regulation 17(4) and Schedule II(D)(A)(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Metro Brands Limited (“Company”) is required to form Policy on Succession Planning for the Board and Senior Management (‘Policy’) and display the same on its website. This Policy will ensure that the Company’s business is not interrupted.

2. Objectives

Succession planning is essential for the continuity, stability and growth of any business. This will enable any Company to deliver consistent and effective performance. A good policy will set up the process for identification of high potential persons, provide them training and prepare them for taking bigger roles in the organization.

The Company recognizes the importance of a few critical positions where absence of a capable person would hamper the survival and growth. It is, therefore, important that these positions are manned by the best possible incumbents and that such positions whenever fall vacant are filled promptly to avoid any leadership gaps.

3. Applicability

The Policy for succession planning is applicable to following personnel:

- a. The Board of Directors;
- b. Senior Managerial Personnel which include Key Managerial Personnel and Functional Heads.

4. Succession Plan for Board of Directors

The Nomination, Remuneration and Compensation Committee of the Board shall carry out due diligence process to determine competency of person(s) being considered for appointment or re-appointment as a Director of the Company. The factors such as educational qualification, experience and record of accomplishment should be considered 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, Remuneration and Compensation Committee of the Company.

The Company has framed a ‘Nomination and Remuneration Policy’ to:

- a. Guide the Board in relation to appointment / re-appointment / removal of Directors;
- b. Devise criteria for performance evaluation of Independent Directors; and
- c. Ensure appropriate diversity of skills, industry, experience, background and other qualities.

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.

5. Succession Plan for Senior Managerial Personnel

The Nomination, Remuneration and Compensation Committee of the Company shall consider the list of senior managerial personnel due for retirement / attrition within the next 2 years. The Committee shall also consider the new vacancies that may arise because of business needs / up-gradation of Department(s) or expansion of business. 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 and Functional Heads shall be appointed.

The Nomination, Remuneration and Compensation Committee:

- a) shall identify the competency requirements of Directors / Senior Management Personnel, assess potential candidates, and develop required competency through planned development and learning initiatives.
- b) shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down.
- c) may recommend to the Board to appoint other suitable external candidate(s) as special recruitment in senior managerial level roles in order to provide a continuous flow of talented people to meet the organizational needs.

The recommendation of the Nomination, Remuneration and Compensation Committee shall be placed to the Board for final approval. While making its recommendation, the Nomination, Remuneration and Compensation Committee shall consult with the Chairman and the Managing Director, as may be relevant.

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

The appointment of Key Managerial Personnel such as Company Secretary and Chief Financial Officer shall be made in compliance with and conforming applicable provisions of relevant laws.

6. Review of the Policy

This policy is subject to any amendment(s), clarification(s), circular(s) etc. issued by relevant authorities, and 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, Remuneration and Compensation Committee from time to time as and when needed.