

SUCCESSION PLANNING POLICY

(For the Board of Directors and Senior Management)
of Three M Paper Boards Limited

1. Preamble

The Board of Directors of **Three M Paper Boards Limited** ("the Company") recognizes the importance of succession planning to ensure business continuity, leadership stability, and long-term growth. This Policy has been framed pursuant to the requirements of Regulation 17(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations") and other applicable provisions of the Companies Act, 2013.

2. Objective

The objectives of this Policy are to:

- Ensure the orderly identification, selection, and development of Directors and Senior Management.
- Minimize disruption to the Company's operations in the event of sudden vacancies.
- Develop leadership talent within the organization for future roles.
- Comply with statutory and regulatory requirements.

3. Scope

This Policy covers succession planning for:

1. **Board of Directors** – including Executive, Non-Executive, and Independent Directors.
2. **Senior Management Personnel** – as defined under Regulation 16(1)(d) of LODR (typically functional heads one level below the Board, including CEO/CFO/CS/Plant Head/Business Heads).

4. Principles of Succession Planning

- **Meritocracy:** Selection shall be based on merit, integrity, expertise, and leadership qualities.
- **Diversity:** Encourage a balance of skills, experience, gender, and industry background in line with the Board Diversity Policy.
- **Continuity:** Ensure that critical positions have identified successors to avoid disruptions.
- **Development:** Groom internal talent to assume higher responsibilities through structured training and mentoring.

5. Succession Planning for the Board of Directors

- The **Nomination & Remuneration Committee (NRC)** shall:
 - Identify competencies required on the Board in alignment with business strategy.
 - Recommend suitable candidates for appointment, considering internal talent and external expertise.
 - Ensure compliance with statutory requirements (e.g., woman director, independent directors, etc.).
- The Board shall ensure that the process of appointment and re-appointment is transparent and objective.

6. Succession Planning for Senior Management

- The NRC in consultation with the Managing Director/CEO shall:
 - Identify critical positions in Senior Management.
 - Evaluate potential internal candidates and provide them development opportunities.
 - In case internal talent is not available, recommend external candidates.
- The Company shall maintain an updated list of potential successors for each critical role.

7. Emergency Succession

- In the event of unforeseen vacancy (death, resignation, incapacity, etc.), the NRC/Board shall:
 - Immediately appoint an interim successor.
 - Initiate the process to identify a suitable permanent replacement within a reasonable time frame.

8. Review & Monitoring

- The NRC shall review this Policy and succession planning framework annually.
- The Board shall be updated on key succession planning developments at least once a year.

9. Disclosure

This Policy shall be disclosed on the Company's website and reference thereto shall be provided in the Annual Report, in line with LODR requirements.

This policy was approved and adopted at the Board Meeting held on September 5, 2025.

This policy is available on the Company's website at: http://threempaper.com/company_policies.html