



**NOMINATION  
AND  
REMUNERATION POLICY**

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## TABLE OF CONTENT

<b>Sr. No</b>	<b>Particulars</b>	<b>Page No.</b>
1.	Preamble	3
2.	Objective	3
3.	Definitions	3
4.	Applicability	4
5.	Constitution of Nomination and Remuneration Committee	4
6.	Matters to be dealt with, perused & recommended to Board by Nomination & Remuneration Committee	5
7.	Policy for Nomination, Appointment & Removal of Director, KMP & Senior Management- <ul style="list-style-type: none"><li>• Appointment Criteria and Qualifications</li><li>• Term/Tenure</li><li>• Removal</li><li>• Retirement</li></ul>	5-6
8.	Remuneration Policy- <ul style="list-style-type: none"><li>• Managing Director/Whole-time Directors</li><li>• Non-Executive/Independent Directors</li><li>• Senior Management and Key Managerial Personnel (other than MD/WTD)</li></ul>	6-7
9.	Directors and Officers Liability Insurance	7
10.	Evaluation Process	8
11.	Policy Review	8
12.	Interpretation	8
13.	Disclosure	8

## 1. Preamble

The Nomination and Remuneration Policy is framed by Prakash Steelage Limited in compliance of Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 178 of the Companies Act, 2013 read with Rules made thereunder, as amended from time to time.

## 2. Objective

The primary objectives of this Policy are as under:

- i. To guide the Board in relation to Appointment and Removal of Directors, Key Managerial Personnel and Senior Management.
- ii. Formulate the criteria for determining Qualifications, Positive Attributes and Independence of a Director and recommend to the Board a Policy relating to the Remuneration of Directors, Key Managerial Personnel and Senior Management Personnel.
- iii. To ensure that the level and composition of Remuneration is in line with the Industry Benchmark, sufficient to attract and retain right talent, at all levels and keep them motivated enough to meet the organizational objectives.
- iv. To ensure that a reasonable balance is maintained in terms of composition of Remuneration (Fixed and Variable Component).
- v. To have performance measurement parameters in place to assess the overall Performance of Directors, Key Managerial Personnel, Members of Senior Management.
- vi. To develop a Succession Plan for the Board and to regularly review the plan.
- vii. To assist the Board in fulfilling responsibilities.
- viii. To recommend to the Board, all Remuneration, in whatever form, payable to Senior-Management.

## 3. Definitions

- a) **“Act”** means the Companies Act, 2013 as may be amended from time to time.
- b) **“Board of Directors”** or **“Board”** means the Board of Directors of Prakash Steelage Limited, as constituted from time to time.

- c) **“Company”** means Prakash Steelage Limited.
- d) **“Independent Director”** means a Director of the Company, not being a Whole-Time Director or Managing Director or a Nominee Director and who satisfies other criteria for Independence under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.
- e) **“Nomination and Remuneration Committee or NRC”** means the Committee constituted by the Board of Directors of the Company in accordance with Section 178 of the Act and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- f) **“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 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 specifically include Company Secretary and Chief Financial Officer.
- g) Any other term not defined herein shall have the same meaning as defined in the Companies Act 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, or any other applicable Law or Regulation, amended from time to time.

#### **4. Applicability**

This policy will be applicable on following person:

- a. Directors;
- b. Key Managerial Personnel; and
- c. Senior Management Personnel.

#### **5. Constitution of the Nomination & Remuneration Committee**

The Board has constituted the “Nomination and Remuneration Committee” of the Board. This is in line with the requirements under the Act. This Policy and the Nomination and Remuneration Committee Charter are integral to the functioning of the Nomination and Remuneration Committee and are to be read together.

The Board has authority to reconstitute this Committee from time to time.

**6. Matters to be dealt with, perused and recommended to the Board by the Nomination and Remuneration Committee ("NRC"):**

- i. Size and composition of the Board;
- ii. Directors;
- iii. Succession plans;
- iv. Evaluation of performance
- v. Remuneration framework and policies

**7. Policy for Nomination, Appointment and Removal of Directors, KMP and Senior Management:**

**I. Appointment Criteria and Qualifications**

The Committee shall consider following factors while Nominating candidature of any person for appointment on the Board of the Company:

- a. understanding of different fields like marketing, finance, operations management, legal, governance and other disciplines relevant to the success of Company in today's competitive business environment;
- b. understanding of the Company's business;
- c. experience in strategic issues and long-term perspectives;
- d. educational and professional background;
- e. Independent Director to fulfil the criteria as laid down by applicable Acts.

The Board evaluates each individual in the context of the Board as a whole, with the objective of having a group that can best perpetuate the success of the Company's business.

The NRC Committee shall, on the basis of the report of performance evaluation of Independent Directors, decide whether to extend or continue the term of appointment of the Independent Director or not.

The NRC shall identify the persons who may be appointed as Senior Management and KMP taking into consideration qualifications, experience, positive attributes, skills and competencies and such other factors as it deems appropriate.

The NRC shall recommend to the Board the appointment and removal of Senior Management and KMP of the Company.

## II. Term/Tenure

- **Managing Director/Whole-Time Director**

The Company shall appoint or re-appoint any person as its Managing Director and CEO or Whole-Time Director as per the relevant laws.

- **Non-Executive Director**

Non-Executive Directors' office is subject to retirement by rotation at the Annual General Meeting in the manner as specified under relevant laws.

- **Independent Director**

An Independent Director shall be appointed/re-appointed in the manner as specified under relevant laws.

## III. Removal

Due to Reasons for any Disqualification mentioned in the Act and Rules made thereunder or under any other applicable Act, Rules and Regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management subject to the Provisions and Compliance of the said Act, Rules and Regulations.

## IV. Retirement

The Directors, KMP and Senior Management shall retire as per the applicable provisions of the relevant laws. The Board will have the discretion to retain the Directors, KMP and Senior Management in the same Position / Remuneration or otherwise, even after attaining the retirement age, for the benefit of the Company, subject to Approvals as required under the relevant laws.

## 8. Remuneration Policy

### A. Managing Director/Whole-Time Directors

The Remuneration paid to Managing Director/Whole-Time Directors shall be within the limits as approved by the Members of the Company, which may include fixed salary, perquisites, variable pay in the form of commission, other benefits and allowances and certain retiral benefits, within the overall limit under Section 197 and any other applicable provisions of the Act.

They are also eligible for stock options, if any, as per the scheme framed/to be framed by the Company, from time to time.

Their annual increments shall be linked to their overall performance and as decided by the NRC, from time to time.

**B. Non-Executive/Independent Directors**

The Non-Executive may be paid commission, subject to overall limit prescribed in the Companies Act, 2013 read with Rules made there under with approval of the Members of the Company.

The Independent Directors shall not be eligible for stock options. However, Non-Executive Directors are eligible for stock options as may be decided by the Nomination and Remuneration Committee of Directors from time to time.

The Sitting Fees may be paid, for attending Board and/or Committee Meeting(s), to Non-Executive/Independent Directors, which shall not exceed the maximum limit prescribed by the Companies Act, 2013

Provided that, sitting fees paid to Independent Directors shall not be less than as paid to Non-Executive Director.

**C. Senior Management and Key Managerial Personnel (other than MD/WTD)**

In determining the remuneration of the Senior Management and KMP, NRC shall consider the following:

- a) Relationship between Remuneration and Performance;
- b) The Balance between Fixed and Incentive Pay reflecting short and long-term Performance Objectives appropriate to the working of the Company and its goals;
- c) The Remuneration may be divided into two components viz.
  - i. Fixed Component comprising salaries, perquisites and retirement benefits; or/and
  - ii. Variable Component comprising performance bonus.
- d) The Remuneration including annual increment and performance bonus, may be decided based on the roles and responsibilities, the Company's performance vis-à-vis KRAs, Industry Benchmark.

## **9. DIRECTORS AND OFFICERS LIABILITY INSURANCE**

The Company shall take Directors and Officers Liability Insurance Policy for all Directors and Officers (including Key Managerial Personnel and Senior Management Personnel) of such quantum and for such risks as may be determined by the Board of Directors.

## **10. Evaluation Process**

The NRC shall annually evaluate the performance of the Board and conduct an assessment of the performance of each of the Directors individually against the criteria and Evaluation Framework as determined and approved by the Board/ NRC Committee time to time.

The Performance Evaluation of Independent Directors shall be done by the entire Board of Directors, on the basis of recommendations of the Committee (excluding the Director being evaluated).

## **11. Policy Review**

The policy shall be periodically reviewed and brought in conformity with Statutory and Regulatory Requirements, as and when required, by the Board of Directors on the recommendation of the NRC.

This Policy has been approved at the Meeting of the Board of Directors held on November 12, 2022.

## **12. Interpretation**

In any circumstance where the provisions of this Policy differ from any existing or newly enacted Law, Rule, Regulation or Standard Governing the Company, the Relevant Law, Rule, Regulation or Standard will take precedence over this Policy until such time as this Policy is changed to conform to the said Law, Rule, Regulation or Standard.

## **13. Disclosure**

The Policy is disclosed on Company's website i.e. [www.prakashsteelage.com](http://www.prakashsteelage.com).