



Shree Steel Wire Ropes Limited

Remuneration Policy

[Pursuant to Section 178 of the Companies Act, 2013 & Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

VERSION CONTROL

Date of Amendment	Change Reference	Owner	Approving Authority
May, 2021	Amendment of the policy under SEBI Regulation	Accounts & Secretarial	Board of Directors



Preamble

In terms of the provisions of the Companies Act, 2013 and the listing agreement as amended from time to time this policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been amended and adopted by the Committee and approved by the Board of Directors.

Guiding principles

The Remuneration Policy of Shree Steel Wire Ropes Limited (“the Company”) is designed to attract, motivate and retain manpower in a competitive and international market. This policy reflects the Company’s objectives for good corporate governance as well as sustained long-term value creation for shareholders.

The policy ensures that:

- ⇒ the level and composition of remuneration to be reasonable and sufficient to attract, retain and motivate the person to ensure the quality required to run the company successfully.
- ⇒ relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- ⇒ remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to working of the company and its goals.

Scope of the Policy

The Remuneration Policy applies to the Board of Directors, Company’s senior management, Key Managerial Personnel and other employees.

The policy is divided into three parts:



PART - A

MATTERS TO BE DEALT WITH, PERUSED AND RECOMMENDED TO THE BOARD BY THE NOMINATION AND REMUNERATION COMMITTEE

The Committee shall:

- ⇒ Formulate the criteria for determining qualifications, positive attributes and independence of a director.
- ⇒ Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.
- ⇒ Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.

PART - B

POLICY FOR APPOINTMENT AND REMOVAL OF DIRECTOR, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

- Appointment criteria and qualifications:
 - ⇒ The Committee shall identify and ascertain the integrity, qualification, expertise and experience and independence of the person for appointment as Director and recommend to the Board his / her appointment. Further, appointment, removal
 - ⇒ of directors shall be in accordance with the provisions of the Companies Act 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 - ⇒ The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as KMP or at Senior Management level (i.e President level and above) and recommend to the Board his / her appointment.
 - ⇒ A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to
 - ⇒ decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.



PART C

POLICY FOR REMUNERATION OF DIRECTORS, KMP, SENIOR MANAGEMENT & OTHER EMPLOYEES

Executive Remuneration – Board of Directors

The remuneration of Executive Directors comprises of Basic Salary and allowances, if any.

Allowances comprises of following if applicable:

I. Housing:

Housing rent allowance.

II. Contribution to Provident Fund, Super annuity Fund & Annuity Fund:

Contribution to Provident Fund, Super annuity Fund & Annuity Fund, as per the rules of the Company.

III. Gratuity :

Gratuity as per the rules of the Company.

IV. Leave:

Leave with full pay or encashment thereof, as per the rules of the Company.

V. Other Perquisites:

Subject to overall ceiling on remuneration, Executive Directors may be given other allowances & expenses including expenses incurred for business of the Company and such other perquisites and allowances in accordance with the rules of the Company.

Contribution to Provident fund and superannuation fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961, gratuity payable at rate not exceeding half a month's salary for each completed year of service and encashment of leave at the end of the tenure shall not be included in the computation of limits for the remuneration or perquisites or allowances.



The remuneration of Executive Directors should be recommended to the Board by NRC after considering the qualifications, experience, comparative remuneration packages of peers, company's position etc. The said remuneration will be approved by the shareholders of the Company if required pursuant to the provisions of Companies Act.

Non-Executive Independent Directors - Remuneration

The remuneration to Non-Executive Directors comprises of sitting fees and commission, if any. The quantum of sitting fees to be paid to Non-executive Directors and meetings for which the same needs to be paid shall be determined by the Board. Further, the quantum of sitting fees should be in accordance with the provisions of Companies Act in force from time to time.

The payment of commission should be made in accordance with the provisions of Companies Act in force from time to time and shall depend upon performance of the Company and profitability.

Apart from above, Non-Executive Directors shall also be entitled to reimbursement of expenses incurred by them in connection with attending the Board meetings, Committee meetings, general meetings and in relation to the business of the Company towards hotel accommodation, travelling and other out-of-pocket expenses.

Pursuant to applicable law, Independent Directors shall not be entitled to any stock options.

Remuneration of Key Managerial Personal, Senior Management and Other employees

Key Managerial Personnel means Company Secretary and Chief Financial Officer. One level below KMP means the level of President.

Senior Management means officers of the Company falling in the category of General Manager & above.

There are following cadres/grades for all employees:

- ⇒ Middle Management
- ⇒ Junior Management (includes Field Management)
- ⇒ Sub-Management (includes Field Management)
- ⇒ Staff
- ⇒ Workmen



The remuneration structure for the KMP, Senior Management and other employees is as under:

The remuneration comprises of Base Salary and perquisites and allowances (Fixed Pay), and Variable pay, if any depending upon the performance.

⇒ Housing Rent Allowance

Working atmosphere at the workplace -

The Company is committed to provide good working atmosphere conducive to efficient and effective functioning of the employees with excellent culture and good inter-personal relationship with the organization as well as with external business associates.

Female Employees -

Fair chance is given to males and females in employment and HR policy prefers to maintain the reasonable balance. It also provides requisite protection to female employees through effective implementation of HR policies to safeguard against sexual harassment.

Amendments/Modifications of the Remuneration Policy

The remuneration policy shall be modified /revised with the consent of the Remuneration Committee and Board of Directors of the Company from time to time as required.

Dissemination

The Company's Remuneration Policy shall be disclosed in Board's Report.
