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# Remuneration Policy

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This Remuneration Policy is based on the Companies Act, 2013, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.



Policy Title	Remuneration Policy
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**VANYA STEELS PRIVATE LIMITED**

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Vanya Steels Remuneration strategy is performance-based, competitive, and values-led. It is designed to reward holistic performance that is in congruence with Vanya's Triple Bottom Line approach to Business, to attract and retain high-quality talent, and to be anchored on Vanya group's core values. All of these are integral to pursuing our vision and mission of enhancing the wealth-generating capability of the enterprise in a globalising environment while delivering superior and sustainable stakeholder value.

The remuneration strategy is a key and vital component of the company's broader Human Resource strategy. While focusing on remuneration and related aspects of performance management, it aligns with and reinforces the employee value proposition of a superior quality of work life that includes an enabling work environment, an empowering and engaging work culture, and opportunities to learn and grow.

The underlying objective is to create a high-performance culture that inspires employees to deliver our promise to its stakeholders. This Policy complies with the applicable regulations and the principles of good corporate governance.

The Compensation approach aligns each employee with the company's superordinate goal of delivering superior and sustainable stakeholder value.

## Policy

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- To ensure that its remuneration practices reinforce meritocracy, it must be market-led and factor in each business's competitive context.
- To leverage Remuneration as an effective instrument to drive individual and collective performance outcomes.
- To ensure that remuneration is linked to stakeholder value creation and business results.
- Adopting a comprehensive 'Total Rewards' approach to remuneration that promotes superior quality of personal and work life by combining cash and non-cash components/ benefits reinforces Vanya group values and complies with all applicable regulations.
- To encourage and reward sustained performance by balancing fixed and variable remuneration and judicious deployment of short and long-term incentives with calibrated and defined payouts based on achieving goals. The design of variable pay plans includes quantitative and qualitative measures in areas such as risk management, compliance with internal policies, regulations and statutes, human capital development, environment, health and safety. Individual and business goals will be based on approved business plans and arrived at through a participating process.

- To encourage collective ownership and drive the achievement of the company's sustainability goals, such goals will be included as a factor in assessing business performance, which in turn will contribute to determining remuneration.

## Remuneration of Chairman and Managing Director, Executive Directors, Key Managerial Person and Senior Management

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1. Remuneration of the Chairman and Managing Director, other Executive Directors, key managerial persons and senior management is determined and recommended by the Nomination and Compensation Committee (hereafter referred to as the committee) and approved by the Board of Directors of the company (hereinafter referred to as the board) Remuneration of the Chairman and Managing Director, other Executive Directors is also subject to approval of the shareholder within the limit prescribed under the Company Act, 2013
2. Remuneration is reviewed and revised generally every year or when the market warrants such a revision to ensure pay competitiveness. Remuneration is benchmarked with leading Indian and global corporations operating in India. The review also cognises the company's portfolio, its unique competitive context and the strategy of the organisation
3. In addition to fixed remuneration and benefits perquisites, they are eligible for performance bonuses linked to their performance and the company's overall performance.  
They are also eligible for long-term incentives, including Employee Stock Options, as may be determined by the committee / the board, linked to their performance and the company's overall performance, including sustainability goals.

The aforementioned elements of compensation design facilitate the alignment of the priorities of the Chairman and Managing Director, other Executive Directors, Key Managerial Personnel, and Senior Management with the long-term interests of stakeholders.

***[Senior management shell means (i) Corporate Management Committee Members, (ii) Managers one level below that of the Executive Director and (iii) such other managers as may be determined by the Committee / Board]***

## Remuneration of Non-Executive Directors

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The remuneration of the Non-Executive Director is in the form of an annual commission, which is determined by the board within the limit approved by the Shareholder by the provisions of the Companies Act 2013. The commission is based, among other things, on company performance and is generally payable uniformly to reinforce the principle of collective responsibility. Individual performance may be considered in exceptional circumstances. Non-Executive Directors are also entitled to sitting fees for attending

meetings of the board and committee thereof, the quantum of which is determined by the board within the limit prescribed under the Companies Act 2013

## Remuneration of Management Staff

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1. Remuneration of the management staff is business-specific and approved by the corporate management committee (hereinafter referred to as CMC) on the recommendation of the respective business/function heads and Corporate Human Resource
2. Remuneration is generally reviewed and revised yearly or when the market warrants it. The quantum of revision is linked to market trends, the business's competitive context, and the individual manager's performance and potential.
3. Variable pay in the form of Annual Performance Bonuses is awarded for the individual manager's performance rating, the performance of the Business / Corporate function, and the company's overall performance.
4. Managers based on their roles and responsibilities may also be eligible for long-term incentives as determined by the CMC /the committee, with such incentive linked to the performance of the individual manager, the performance of the business corporate functions or the overall performance of the company, as relevant and appropriate

## Remuneration of Non-Management Employees

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1. Remuneration of non-management employees is market-led business unit-specific leverages performance and is approved by the management committee of the respective units or by the function heads
2. Remuneration comprising fixed and variable power components is based on benchmarking with industry practices and cognising market dynamics, the unit's competitiveness, the business's overall performance, the availability of skills, inflation/cost of living, and the impact of cost escalation and productivity gains on present and future competitiveness.

## General

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In the event of inconsistency between the policy and applicable laws, the relevant law will prevail.

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