



GALLARD STEEL LIMITED

Name of Document	Criteria / Policy of Making Payments to Non-Executive Directors
Approving Authority	Board of Directors of the Company
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Review cycle	As recommended by the Board of Directors of the Company

Criteria / Policy of Making Payments to Non-Executive Directors

With changes in the corporate governance norms brought by the Companies Act, 2013 as well as the Equity Listing Agreement, the role of Non-Executive Directors (NED) and the degree and quality of their engagement with the Board and the Company has undergone significant changes over a period of time. The Company is hugely benefited from the expertise, advice, and inputs provided by the NEDs. They devote their valuable time to deliberating on the strategic and critical issues in the course of the Board and Committee meetings of the Company and give their valuable advice, suggestions, and guidance to the management of the Company from time to time. Levels of remuneration to the NEDs are determined such that they attract, retain and motivate directors of the quality and ability required to run the Company successfully.

As per Regulation 46 (2) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 listed entity shall disseminate the following information on the website of the Company:

Criteria for making payments to non-executive directors:

In keeping with the above, any fee/remuneration payable to the NEDs of the Company shall abide by the following:

➤ **Sitting Fee:**

Such director(s) may receive remuneration by way of fee for attending meetings of the Board or Committee thereof or any other meeting as required by the Companies Act, 2013, Equity Listing Agreement, or other applicable law or for any other purpose whatsoever as may be decided by the Board;

➤ **Commission:**

Under the Companies Act, 2013, Section 197 allows a company to pay remuneration to its NEDs either by way of a monthly payment or at a specified percentage of the net profits of the company or partly in one way and partly in another. Further, the section also states that where the company has either a managing director or a whole-time director or manager, then a maximum of 1% of its net profits can be paid as remuneration to its NEDs. In case there is no managing director or whole-time director or manager, then a maximum of 3% of net profit can be paid. Thus, the basis of payment to the NEDs is the net profit of the Company.

Currently, the Company is not paying Commission to its NEDs.

➤ **Professional Fees**

Under the Companies Act, 2013, Section 197 allows a Company to pay remuneration to its NEDs for services rendered by any such Director if:

- a) The services rendered are of Professional nature;
- b) In the opinion of the Nomination and Remuneration Committee the Director possess the requisite qualification for the practice of the profession.

As per the provision of Section 177 of the Companies Act, 2013, the Audit Committee

and the Board of Directors of the Company shall approve the Professional fees to be paid to Non-Executive Director(s), and with the approval of the Shareholders where ever required.

➤ **Reimbursement of actual expenses incurred:**

NEDs may also be paid/reimbursed such sums either as fixed allowance and /or actual as fair compensation for travel, boarding, and lodging and incidental and /or actual out-of-pocket expenses incurred by such member for attending Board/Committee Meetings or for Company's work.

The Nomination and Remuneration Committee is entrusted with the role of reviewing the compensation of NEDs.

➤ **Payment to independent directors:**

An independent director shall not be entitled to any stock option and may receive remuneration only by way of fees and reimbursement of expenses for participation in meetings of the Board or committee thereof and profit-related commission up to a certain percentage of net profits in such proportion, as may be permissible under the applicable law.

➤ **Refund of excess remuneration paid:**

If any director draws or receives, directly or indirectly, by way of remuneration any such sums in excess of the prescribed limit or without the prior sanction of the Central Government, where it is required, he shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive the recovery of any sum refundable to it unless permitted by the Central Government.

➤ **Stock Options:**

As per Regulation 17 of the Listing Regulations, the shareholders' resolution shall specify the limits for the maximum number of stock options that can be granted to non-executive directors, in any financial year and aggregate. Provided that an independent director shall not be entitled to any stock option and may receive remuneration by way of fees and reimbursement of expenses for participation in meetings of the Board and other meetings and profit-related commission as may be approved by the members.

Amendments

The Company reserves the right to modify and/or amend this document at any time subject to the applicable provisions of the Companies Act, 2013, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
