

**TRL KROSAKI REFRACTORIES LIMITED
BELPAHAR, ODISHA**

**REMUNERATION POLICY OF DIRECTORS, KMPs AND OTHER
EMPLOYEES**

Revision Date: September 24, 2025

Glossary

“Act” or “CA, 2013”	Means the Companies Act, 2013 to the extent notified, from time to time and includes any re-enactment thereof, with all schedules and tables thereunder, as notified, with effect from the date of such notification in the official gazette of India including all rules, notifications, circulars, clarifications and orders issued thereunder including certain provisions of the Companies Act, 1956, as and where specified, and “Section” shall mean a section of the said Act.
“Company”	implies “TRL Krosaki Refractories Limited”
“Board”	implies the “Board of Directors” of the Company
“Committee”/or “NRC”	implies the “Nomination and Remuneration Committee” of the Company
“Directors”	implies the Directors on the Board of the Company
“Managing Director”	implies the Managing Director (MD) of the Company
“Executive Director”	implies the Executive Director (ED) of the Company
“Independent Director” or “ID”	implies a non-executive Director of the Company, other than a nominee Director and who is neither a promoter nor belongs to the promoter group of the Company, and who satisfies other criteria for independence mentioned in the Companies Act, 2013.
“Key Managerial Personnel” or “KMP”	In relation to the Company, means the following key managerial personnel: a. the Chief Executive Officer and/or Managing Director b. Whole-time Director (WTD) / Executive Director (ED) c. Chief Financial Officer d. Company Secretary
“Policy”	implies this Remuneration Policy of Directors, KMPs and Other Employees as framed by the Committee.
“Parent Company”	Parent Company means a person/Company who has control over the affairs of the Company, directly or indirectly, as a shareholder or otherwise and in accordance with whose advice, directions or instructions, the Board of Directors of the Company is accustomed to act.

REMUNERATION POLICY OF DIRECTORS, KMPs AND OTHER EMPLOYEES

The philosophy for remuneration of Directors, Key Managerial Personnel ("KMP") and other employees of TRL Krosaki Refractories Limited ("Company") is based on the commitment of fostering a culture of leadership with trust. This remuneration policy is aligned to this philosophy.

This Remuneration Policy has been prepared pursuant to the provisions of Section 178(3) of the Companies Act, 2013 ("Act"). In case of any inconsistency between the provisions of the law and this remuneration policy, the provisions of the law shall prevail, and the Company shall abide by the applicable law. While formulating this policy, the Nomination and Remuneration Committee ("NRC") has considered the factors laid down under Section 178(4) of the Act, which are as under:

(a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully.

(b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

(c) 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 the working of the Company and its goals".

For all matters related to remuneration to Directors, the Parent Company may make suggestions from time to time to Chairman, NRC or to representative of the Parent Company, who may incorporate the same while recommending to the Board.

Key principles governing this remuneration policy are as follows:

1. Remuneration for independent Directors and non-independent non-executive Directors

1.1. Overall remuneration should be reflective of the size of the Company, complexity of the sector/ industry/ Company's operations and the Company's capacity to pay the remuneration.

1.2. Independent Directors ("IDs") and Non-Independent Non-Executive Directors ("NEDs") may be paid sitting fees for attending the meetings of the Board and of Committees of which they are members. Quantum of sitting fees and NED Commission may be subject to review on a periodic basis, as required.

1.3. Within the parameters prescribed by law, the payment of sitting fees and commission will be recommended by the NRC and as approved by the Board.

1.4. Overall remuneration (sitting fees and commission) should be reasonable and sufficient to attract, retain and motivate Directors aligned to the requirements of the Company taking into consideration the challenges faced by the Company and its future growth imperatives.

1.5. Overall remuneration practices should be consistent with recognized best practices.

1.6. The aggregate commission payable to all the NEDs and IDs will be recommended by the NRC to the Board, based on Company's performance, profits, return to investors, shareholder value creation and any other significant qualitative parameters as may be decided by the Board.

1.7. The NRC will recommend to the Board, the quantum of commission for each Director based upon the outcome of the evaluation process, which is driven by various factors including

attendance and time spent in the Board and Committee meetings, individual contributions at the meetings and contributions made by Directors other than in meetings.

1.8. In addition to the sitting fees and commission, the Company may pay to any Director such fair and reasonable expenditure as may have been incurred by the Director while performing his/ her role as a Director of the Company. This could include reasonable expenditure incurred by the Director for attending Board/ Committee meetings, General Meetings, court convened meetings, meetings with shareholders/ creditors/ management, site visits, induction and training organized by the Company for Directors and in obtaining professional advice from independent advisors in the furtherance of his/her duties as a Director.

2. Remuneration for Managing Director (“MD”)/ Executive Director (“ED”)/ Whole Time Directors (WTD)/ KMPs/ rest of the employees

2.1. The extent of overall remuneration should be sufficient to attract and retain talented and qualified individuals suitable for every role. Hence remuneration should be:

2.1.1. Market competitive (market for every role is defined as companies from which the Company attracts talent or companies to which the Company loses talent)

2.1.2. Driven by the role played by the individual,

2.1.3. Reflective of size of the Company, complexity of the sector/ industry/ Company's operations and the Company's capacity to pay,

2.1.4. Consistent with recognized best practices and,

2.1.5. Aligned to any regulatory requirement.

2.2. In terms of remuneration mix or composition,

2.2.1. The remuneration mix for the MD/ED is as per the contract approved by the shareholders. In case of any change, the same would require the approval of the shareholders.

2.2.2. Basic/fixed salary is provided to all employees to ensure that there is a steady income in line with their skills and experience.

2.2.3. In addition to the basic/ fixed salary, the Company may provide employees with certain perquisites, allowances and benefits to enable a certain level of lifestyle and to offer scope for savings and tax optimization, where possible. The Company may also provide all employees with a social security net (subject to limits) by covering medical expenses and hospitalization through reimbursements or insurance cover and accidental death and dismemberment through personal accident insurance.

2.2.4. The Company provides retirement benefits as applicable.

2.2.5. In addition to the basic/ fixed salary, benefits, perquisites and allowances as provided above, the Company may provide MD/ED such remuneration by way of bonus/performance linked incentive and/or commission calculated with reference to the net profits of the Company in a particular financial year, as may be determined by the Board, subject to the overall ceilings stipulated in Section 197 of the Act. The specific amount payable to the MD/ED would be based on performance as evaluated by the Board or the NRC and approved by the Board.

- 2.2.6. The Company may provide the rest of the employees a performance linked bonus and/or performance linked incentive. The performance linked bonus/performance linked incentive would be driven by the outcome of the performance appraisal process and the performance of the Company.

3. Remuneration payable to Director for services rendered in other capacity

The remuneration payable to the Directors shall be inclusive of any remuneration payable for services rendered by such Director in any other capacity unless:

- The services rendered are of a professional nature; and
- The NRC is of the opinion that the Director possesses requisite qualification for the practice of the profession.

4. Premium on Insurance Policy

- 4.1. Where any insurance is taken by the Parent Company or by the Company on behalf of the Company's NEDs for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration.
- 4.2. Where any insurance is taken by the Parent Company or by the Company on behalf of the Company's MD/ED, KMPs and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration. Provided that if, such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

Policy implementation

The NRC is responsible for recommending the Remuneration Policy to the Board. The Board is responsible for approving and overseeing implementation of the Remuneration Policy.

Review of the Policy

This Policy will be reviewed and reassessed by the NRC as and when required and appropriate recommendations shall be made to the Board to update this Policy based on changes that may be brought about due to any regulatory amendments or otherwise.

Applicability to Subsidiaries, Associates and Joint Venture Companies

This policy may be adopted by the Company's subsidiaries, associates and joint venture companies, if any, subject to suitable modifications and approval of the Board of Directors of the respective companies.

Compliance Responsibility

Compliance of this Policy shall be the responsibility of the Company Secretary of the Company, who shall have the power to ask for any information or clarification from the management in this regard.

sd/-
(H.M.Nerurkar)

Date: 24th September 2025
Place: Belpahar, Odisha