

SURYA INDIA LIMITED

Regd. Office: B-1/H-3 Mohan Co-operative Indl. Estate, Mathura Road, New Delhi-44.

Tel: +91 11 45204115; **Fax:** +91 11 28898016; **Email:** cs@haldiram.com,

CIN- L74899DL1985PLC019991; **Website:** www.suryaindialtd.com

COMPANY'S POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS

The Committee of the Board of Directors has been constituted to review and approve the remuneration payable to Executive Directors of the Company considering the qualification, experience and performance of the Directors and the current trends in the Industry and other relevant factors. The Board as well as Nomination and Remuneration committee regularly tracks the market trends in terms of compensation levels and practices in relevant industries. This information is used to review the Company's remuneration policy. The criteria of paying remuneration to the Executive Directors are as per Industry practice.

Pursuant to Section 178(4) of Companies Act, 2013, the Committee while formulating the policy ensured that:

- 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;
- Relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
- 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;
- The person to be chosen as a Director shall be of high integrity with relevant expertise and experience so as to have a diverse Board having expertise in the fields of finance, taxation, law, governance and general management etc.
- In case of appointment of Independent Directors, the Committee shall satisfy itself with regard to the independent nature of the Directors vis-vis the Company so as to enable the Board to discharge its function and duties effectively.

The Nomination & Remuneration Committee shall consider the following attributes /criteria, whilst recommending to the Board the candidature for appointment as Director:

- (i) Qualification, expertise and experience of the Directors in their respective fields;
- (ii) Personal, Professional or business standing; and
- (iii) Diversity of the Board.



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In case of re-appointment of Non-Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his/her engagement level.

Monitoring and Reporting

The Nomination and Remuneration Committee will review the Policy periodically, which will include an assessment of the effectiveness of the Policy. The Committee will discuss any revision that may be required and recommend the same to the Board for approval.

