

Suditi Industries Limited

Remuneration Policy / Criteria

SUDITI INDUSTRIES LIMITED

REMUNERATION POLICY / CRITERIA

The remuneration to the Board of Directors of the Company is broadly governed by the provisions of the Companies Act 2013. Executive Directors and Senior Management Personnel are eligible to receive a fixed remuneration on a monthly basis. The aim of providing fixed remuneration is to attract and retain qualified and talented professionals. The fixed remuneration is determined based on market standards and the Company's specific requirements. The Board of Directors evaluates the fixed remuneration of Executive Directors annually based on the performance of the Company, the prevailing market trends and the individual performance. Apart from the fixed remuneration, the Managing Director is eligible for commission linked to profit of the Company as may be decided by the Board, subject to adequacy of profits and approval of the shareholders. The Non-executive and Independent Directors are entitled to receive sitting fee and commission as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors within the limits as laid down under the Companies Act, 2013.

(I) CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES & INDEPENDENCE OF DIRECTOR

1. Qualifications of Independent Director

An Independent director shall possess appropriate skills, experience and knowledge in one or more fields of management, finance, law, sales, marketing, administration, corporate governance, operations or other disciplines related to the Company's business.

2. Positive attributes of Independent Directors

An independent director shall be a person of integrity, who possesses relevant expertise and experience and who shall uphold ethical standards of integrity and probity; act objectively and constructively; exercise his responsibilities in a bona-fide manner in the interests of the Company; devote sufficient time and attention to his / her professional obligations for informed and balanced decision-making; and assist the Company in implementing the best corporate governance practices.

3. Independence of Independent Directors

An Independent director should meet the requirements of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 concerning independence of directors.

(II) REMUNERATION POLICY FOR DIRECTORS, KEY MANAGERIAL PERSONNEL AND OTHER EMPLOYEES

A. Non-Executive Directors (NEDs)

NEDs shall be paid a sitting fee of such amount as may be specified from time to time for every meeting of the board or committee thereof attended by them as member.

The Board shall have the flexibility to enhance the sitting fees up to the maximum limit allowed by the Companies Act, 2013 and Rules thereunder.

The Company may pay a commission up to an aggregate amount not exceeding 1% of net profits of the Company during a financial year to the NEDs, subject to adequacy of profits and the approval of the shareholders.

The payment of commission to each NED shall be at the discretion of the Board, based on the following criteria:

- . Performance of the Company during the particular Financial Year
- . Attendance at the meetings of the Board and Committees
- . Reviewing the Industry practices and bench marks
- . Adherence to Corporate Governance norms during the discussions and proceedings of the Board / Committees
- . Timely guidance to the Board on important policy matters of the Company

The Company at present has no stock options plans to directors.

B. Managing Directors, Executive Directors and Key Managerial Personnel & Other Employees

The remuneration of Executive Director is determined / reviewed on the recommendation of the Nomination and Remuneration Committee and approval by the Board of Directors and shareholders / Central Government. The remuneration is determined taking into account the Company's overall performance, individual contribution to the Company and trends in the industry in general. In the event of losses or inadequacy of profits, the remuneration will be within the ceilings applicable under the Companies Act, 2013 or with the prior approval of the shareholders and Central Government for payment of higher remuneration.

The Company at present has no stock options for Board Member and hence, such instruments do not form part of their remuneration package.

Remuneration to Key Managerial Personnel and Senior Management are determined / reviewed considering short and long term performance objectives appropriate to the working of the Company and its goals and the market trends. The Company has a Stock Option Plan for Key Managerial Personnel as well as Senior & Other Managerial Person.

The above criteria and policy are subject to review / revision by the Nomination and Remuneration Committee and the Board of Directors of the Company.
