

Suryachakra Power Corporation Limited

CIN: L40103TG1995PLC019554

Nomination and Remuneration Policy*

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I. Background

The Companies Act, 2013 (the “Act”) read with rules thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “LODR Regulations”) makes it mandatory for listed companies and such other companies required to constitute a Nomination and Remuneration Committee. The Committee is responsible for formulating a policy which documents a mechanism for appointment, cessation, evaluation and remuneration of the following:

1. Directors,
2. Key Managerial Personnel,
3. Senior Management Personnel.

Accordingly, in terms of Section 178 of the Act and Regulation 19 of the LODR Regulations, the Board has constituted a Nomination and Remuneration Committee, which has formulated this Nomination and Remuneration Policy (“Policy”) of the Company.

II. Objective

The primary objective of the Policy is to provide guidelines and lay down the principles for:

- i. formulating the criteria for determining qualifications, positive attributes and independence of a director for the purpose of appointment on the Board of the Company;
- ii. determining remuneration for Directors, Key Managerial Personnel and Senior Management Personnel to ensure:
 - (a) that the level and composition of remuneration is reasonable and sufficient to attract high quality professionals, retain and motivate them for effective management of the business;
 - (b) remuneration is performance linked and meets appropriate performance benchmarks; and
 - (c) judicious balance between fixed and variable pay to ensure that short and long-term performance objectives are aligned to the working of the Company and its goals.
- iii. evaluating performance of Board, as a whole, Committees and individual directors.

Frequency of meetings – The Nomination and Remuneration Committee shall meet at least once in a financial year or as prescribed in the Act or the LODR Regulations.

III. Requirement under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

This Policy has been formulated in compliance with the provisions of Section 178 of the Act and Regulation 19 of the LODR Regulations.

IV. Definitions

‘Act’ means the Companies Act, 2013 and rules thereunder, as amended from time to time.

‘Board’ means the Board of Directors of the Company.

‘Committee’ means the Nomination and Remuneration Committee of the Company as constituted by the Board, in accordance with the Act and the LODR Regulations.

‘Company’ means Suryachakra Power Corporation Limited.

‘Director(s)’ means the Directors of the Company.

‘Independent Director’ means the Director referred to in Section 149(6) of the Act.

‘Key Managerial Personnel’, in relation to the Company, means –

- (i) Chief Executive Officer or the Managing Director or the Manager;
- (ii) Company Secretary;
- (iii) Whole-time Director;
- (iv) Chief Financial Officer;
- (v) such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board; and
- (vi) such other officer as may be prescribed.

‘LODR Regulations’ means the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

‘Policy’ means the Nomination and Remuneration Policy.

‘Remuneration’ means any money or its equivalent given or passed for services rendered and includes perquisites as defined under the Income Tax Act, 1961.

‘Senior Management Personnel’ shall include officials in the management cadre in Grade M8 and above of the Company and shall specifically include the persons identified and designated as Key Managerial Personnel, excluding the Board, and such other officials as may be designated by the Board.

Unless the context otherwise requires, words and expressions used in this Policy and not defined herein but defined in the Act or the LODR Regulations, as may be amended from time to time, shall have the meaning respectively assigned to them therein.

V. Nomination

1. Appointment:

The Board shall assess the requirement for appointment of a new Director or Key Managerial Personnel or Senior Management Personnel in the following events:

- (a) to fill up any vacancy or any new requirement,
- (b) to fulfil statutory requirement, or
- (c) to fill up critical positions in the Company as per the organisation structure.

2. Based on the requirements assessed above, the Committee shall recommend the person / persons to be appointed. The incumbent should necessarily fulfil the following criteria:
 - 2.1. Criteria for appointment as Director: The incumbent should:
 - 2.1.1. not be disqualified in terms of Section 164 of the Act;
 - 2.1.2. be eligible in terms of Schedule V to the Act, if he / she is going to be appointed as Managing Director, Whole-time Director or Manager;
 - 2.1.3. fulfil the terms of independence as per the provisions of Section 149 and Schedule IV to the Act, and the LODR Regulations;
 - 2.1.4. possess qualification, experience, capability and knowledge commensurate with the functional responsibilities he / she has to fulfil; and
 - 2.1.5. meet the role description and Board diversity criteria required from directors, drawn up by the Committee, based on evaluation of the balance of skills, knowledge and experience on the Board.
 - 2.2. Re-appointment of independent director shall be on the basis of report of performance evaluation.
 - 2.3. Criteria for appointment as Key Managerial Personnel and Senior Management Personnel: The incumbent should possess the following qualities:
 - 2.3.1. Qualification and experience should be commensurate with the role and responsibilities of the function.
 - 2.3.2. He / she should demonstrate suryachakra Values – Customer Centricity, Integrity, Transparency, Teamwork and Innovation (“CITTI”).
3. Ensuring that on appointment to the Board, Directors receive a formal letter of appointment in accordance with the guidelines provided under the Act;
4. Succession Planning – The Committee shall review succession plans of the Directors, Key Managerial Personnel and Senior Management Personnel, and changes if any, thereto.
5. Cessation of engagement – This can either be:
 - 5.1. Not to recommend re-appointment upon retirement by rotation;
 - 5.2. Retirement from services in terms of the Company’s Human Resource Policy (“HR Policy”);

The Board may, at its discretion, continue employment of Whole-time Directors in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company. The discretion to continue employment of Key Managerial Personnel and Senior Management Personnel shall vest with the Committee, who shall decide the position / remuneration or otherwise after an incumbent attains the retirement age;

- 5.3. Resignation;
- 5.4. Death;
- 5.5. Removal - Committee shall recommend removal in following cases:
 - 5.5.1. The Director has been disqualified in terms of Section 164 of the Act.
 - 5.5.2. The Director has been debarred or disqualified from continuing as Director by Securities Exchange Board of India or Ministry of Corporate Affairs or any other statutory authority.
 - 5.5.3. The person has displayed adverse behaviour with regard to suryachakra Values i.e. CITTI.
 - 5.5.4. Violation of the Code of Conduct for Directors and Senior Management Personnel and / or the Code of Conduct for Employees of the Company, as the case may be.
- 5.6. In terms of statutory provisions (*please refer section below on "Term / Tenure"*)

6. Term / Tenure

6.1. Executive Directors

The Company shall appoint or re-appoint any person as its Managing Director or Whole-time Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

6.2. Independent Directors

- a) Subject to the provisions of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board and will be eligible for re-appointment.
- b) No Independent Director shall hold office for more than two consecutive terms, but such Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that the Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

VI. Remuneration

1. Directors

1.1. Remuneration Principles

- 1.1.1. Remuneration to Directors shall be in accordance with the provisions of the Act, the LODR Regulations and the Articles of Association of the Company.
- 1.1.2. Remuneration payable to Directors will be determined by the Committee and recommended to the Board for approval.

Remuneration, if approved by the Board, will be subject to approval of the shareholders and such other regulatory approvals, wherever required.

- 1.1.3. Remuneration payable shall be commensurate with qualification, experience and participation of Directors in providing strategic guidance to the Company.
- 1.1.4. Remuneration payable shall be based on the evaluation of each of the Directors and Board, as a whole.
- 1.1.5. Remuneration including sitting fee by the Company or its subsidiary to its director, who is part of Promoter or Promoter Group, shall require approval of the Audit Committee.
- 1.1.6. Remuneration including sitting fee by the Company or its subsidiary to its director, other than Promoter or Promoter Group, shall require approval of the Audit Committee in case the same exceeds the limit in terms of the provisions of Regulation 23(1) of the LODR Regulations.

1.2. Remuneration Components

- 1.2.1. Every Non-executive Director shall be entitled to sitting fee for every meeting of the Board and Committees of the Board attended by him / her, except if he / she is an Executive Director and / or in full-time employment in any subsidiary / group company of the Company. Similarly, every Independent Director will also be entitled to receive sitting fee for separate meeting(s) of Independent Directors.
- 1.2.2. The Committee shall decide other components of remuneration payable to Non-executive Directors as per applicable provisions of the Act.
- 1.2.3. The remuneration of Whole-time Director(s) shall comprise a mix of fixed pay, performance-based incentive and such other perquisites as may be approved by the Board.
- 1.2.4. Non-executive Directors shall be eligible to commission by way of remuneration, as may be decided by the Board, within the monetary limit approved by the shareholders of the Company. The Board is authorised to approve payment of remuneration to Non-executive Directors up to a limit of 1% of the net profits of the Company, except if he / she is an Executive Director and / or in full time employment in any subsidiary / group company of the Company.
- 1.2.5. Remuneration payable to any Director in terms of Section 197 of the Act shall include remuneration payable to him / her for the services rendered in any other capacity unless:
 - (a) The services rendered are of a professional nature; and
 - (b) Committee is of the opinion that the Director possesses requisite qualification for practice of the profession.

- 1.2.6. Where any insurance is taken by the Company in respect of its Managing Director, Whole-time Directors and / or Non-executive Directors for indemnifying any of them against any liability in respect of any negligence, default, misfeasance, breach of duty or breach of trust for which they may be guilty in relation to the Company, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel.

Provided that if such person is proved to be guilty, the premium paid on such instance shall be treated as part of the remuneration.

1.3. Minimum Remuneration

In the event of no profits or inadequate profits in any financial year, the Company shall pay remuneration to its Directors in accordance with the provisions of Schedule V to the Act or as approved by the shareholders of the Company.

2. Key Managerial Personnel (*other than Managing and Whole-time Directors*) and Senior Management Personnel

2.1. Remuneration Principles

- 2.1.1. The Committee shall endeavour to decide such level and composition of remuneration which is reasonable and sufficient to attract, motivate and retain high caliber professionals in the Company.
- 2.1.2. Remuneration, in case of new appointment, shall be decided on the basis of individual's qualification, experience, competencies, responsibilities to be discharged for the assigned job and potential contribution to the Company.
- 2.1.3. Remuneration, in whatever form, payable to Senior Management Personnel upon his / her appointment shall be decided by Executive Director(s) of the Company and shall be informed to the Board.
- 2.1.4. Increment in remuneration shall be annual and will be based on the result of performance appraisal process conducted as per the HR Policy. This shall be reviewed and recommended to the Board, after taking into account the views of the management of the Company.
- 2.1.5. Remuneration by the Company or its subsidiary to its Key Managerial Personnel or Senior Management Personnel, except who is part of the Promoter or Promoter Group, shall not require approval of the Audit Committee provided that the same is not material in terms of the provisions of Regulation 23(1) of the LODR Regulations.

2.2. Remuneration Components

2.2.1. Remuneration shall comprise the following:

- i. Fixed pay: being the basic salary and allowances;
- ii. Variable pay: performance-linked component based on the extent of achievement of the individual's KRAs and performance of the business unit;
- iii. Perquisites: benefits in the nature of facilities provided by the Company;
- iv. Contribution to provident and other funds: includes contribution to provident fund, gratuity, ex-gratia and superannuation funds, as per applicable laws and HR Policy;
- v. Retention bonus, if any, as may be decided, from time to time.

2.2.2. The proportion of variable pay in the total remuneration shall increase with the elevation in grade and responsibilities.

2.2.3. Rewards: given by the Company to motivate and retain employees shall form part of the remuneration.

2.3. Where any insurance is taken by the Company on behalf of its Key Managerial Personnel for indemnifying any of them against any liability in respect of any negligence, default, misfeasance, breach of duty or breach of trust for which they may be guilty in relation to the Company, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel.

Provided that if such person is proved to be guilty, the premium paid on such instance shall be treated as part of the remuneration.

VII. Evaluation

1. The Committee shall regularly assess the requirement of expertise necessary on the Board to oversee and provide strategic guidance to the Company's business.
2. Based on understanding at (1) above, the purpose of the Board evaluation is to:
 - (a) Improve performance of the Board for achievement of corporate goals and objectives.
 - (b) Assess the balance of skills, knowledge and experience on the Board.
 - (c) Identify areas to be focused for improvement.
 - (d) Identify and create awareness about the role of Directors individually and collectively as Board.
 - (e) Identify ongoing training to ensure that the Directors are provided with adequate information to understand Company's business, the industry and their duties & responsibilities (both legal and fiduciary).
 - (f) Build a Board which provides strategic guidance and contribution for overall growth of the organisation.

- (g) Build teamwork and develop effective coordination between Board members towards growth of the organisation.
3. Board evaluation requires:
 - (a) Deciding individual and collective roles and responsibilities of the Directors;
 - (b) Setting the standards of individual performance of every Director, as a member of the respective Board constituted Committee, if applicable, and collective performance as the Board.
 4. The Committee shall lay down the criteria and framework for performance evaluation of each Director which could either be in the form of standard questionnaire and / or through one-on-one interviews.
 5. The Committee shall be responsible for implementation of the methodology to be followed by the Company for performance evaluation of the Board, its committees and individual directors and for periodic review of the same.
 6. The performance evaluation of individual Directors shall be done by the entire Board (excluding the Director being evaluated).

The Directors shall also evaluate performance of the Board as a whole and its committees.
 7. The Committee shall ensure evaluation of Independent Directors as per the provisions of Schedule IV to the Act i.e. Code for Independent Directors.
 8. The Committee may, under the authority granted by the Board, engage consultant(s) for establishing the process of Board evaluation.
 9. Criteria for evaluation may include:
 - (a) Time devoted by the Director like attendance at the meetings, holding chairmanship of important Board constituted committees like Audit Committee.
 - (b) Independent meetings held with the management.
 - (c) Participation in strategic decision making, development of policies and review of business plans.
 - (d) Degree of engagement with the Board and inputs on Board and important organisation matters.
 - (e) Overview of the internal financial control system in the Company for its effective implementation.
 - (f) Awareness of latest developments in the industry and market conditions, regulatory requirements, corporate governance practices.
 10. The evaluation of a Director, as well as the evaluation by such Director, shall be conducted only if the Director has attended a minimum of three Board meetings during the financial year in which he / she was appointed.
 11. Evaluation methodology shall be reviewed annually by the Committee.

VIII. Board diversity

The Company believes that building a diverse and inclusive culture is integral to its success. A diverse Board is able to leverage different skills, qualifications, professional experiences, perspectives and backgrounds, which are necessary for achieving sustainable and balanced growth of an organisation.

The Committee shall, from time to time, identify and review the set of attributes and domain-related expertise which are necessary for being appointed as Director of the Company, like, finance, technical, human resource, business management, leadership skills, etc. Based on review of the existing skill set of the Board, the Committee shall decide on the profile of a director for inducting on the Board.

IX. Authority

The Committee shall have free access to management and management's information. The Committee, at its sole authority, may seek the advice of outside experts or consultants at the Company's expenses, wherever necessary, to discharge its duties and responsibilities.

X. Review and Amendments to the Policy

The Committee shall review the Policy annually or upon any changes required in the Policy on account of regulatory amendments and if necessitated, recommend changes to the Policy, to the Board.

XI. Disclosure

This policy shall be placed on the website of the Company i.e. www.surycahakra.com.

===== End of Policy =====