

Suryachakra Power Corporation Limited

CIN: L40103TG1995PLC019554

Code of Conduct for Directors and Senior Management Personnel*

A. Introduction:

Suryachakra Power Corporation Limited ("Company") is committed to conduct its business with highest standards of business ethics and ethical conduct. The Company considers corporate governance to be the foundation for sustained management performance and profitable growth. This Code (as defined below) articulates the Company's values, commitment and philosophy that guide and govern the conduct of Directors and Senior Management Personnel (as defined below) to act within the bounds of the authority conferred upon them and with a duty to make and authorise informed decisions and policies in the best interests of the Company and its stakeholders.

Based on these fundamental principles, this Code of Conduct for Directors and Senior Management Personnel ("Code") has been framed and adopted by the Company in compliance with Regulation 17(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Section 149(8) and Schedule IV of the Companies Act, 2013 ("Act") including any statutory modification(s) and / or re-enactment(s) thereof for the time being in force.

B. Definitions:

"Board" means Board of Directors of the Company.

"Directors" mean all members of the Board of Directors of the Company.

"Independent Director(s)" mean Independent Director as defined in Section 149(6) of the Act read with Regulation 16(1)(b) of the Listing Regulations.

"Senior Management Personnel" ("SMP" or "SMPs") 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 the Code and not defined herein but defined in the Act or the Listing Regulations, as may be amended from time to time, shall have the meaning respectively assigned to them therein.

C. Applicability of this Code:

This Code is applicable to Directors and SMPs of the Company.

D. Code of conduct:

It is the duty of Executive Directors and SMPs to consistently prioritise interests of the Company and its stakeholders. All Directors shall fulfil their fiduciary obligations towards the Company and its shareholders.

Guidelines for Conduct:

The Directors shall:

- i) Act with the highest standard of honesty, integrity, fairness and ethical conduct and shall exercise utmost good faith, due care and integrity in performing their duties.
- ii) Manage potential conflicts of interest of management, board members and shareholders, including misuse of corporate assets and abuse in related party transactions.
- iii) Act in accordance with the Articles of Association of the Company.
- iv) Provide expertise and experience in their areas of specialisation and share learnings at Board meetings, especially those involving strategy, technology, performance, risk management, succession planning, resource allocation, compliance management, standard of conduct and governance, keeping in mind best interests of the Company and its stakeholders.
- v) Give careful and independent consideration to the affairs of the Company and all documents placed before them to satisfy themselves with the soundness of key decisions taken by the management. They should call for additional information, where necessary, for making such judgments.
- vi) Dedicate sufficient time and attention to the Company's business to ensure diligent performance of their duties.
- vii) Evaluate the performance of management and the Board, objectively.
- viii) Endeavour to attend all the meetings of the Board and its committees of which they are members or invitees.
- ix) Read in advance the material distributed for constructive deliberations at the meetings and actively participate in the discussion and contribute in decision making at the meetings.
- x) Review the effectiveness of the Company's governance policies, practices and ensure necessary changes.
- xi) Not assign his / her office and any assignment so made shall be void.

E. Ensure Proactive Compliance Management:

a) Compliance with laws:

Executive Directors and SMPs shall be responsible for ensuring compliance of all laws, rules, and regulations applicable to the Company and shall also proactively highlight non-compliances of employees, business partners, vendor partners, and other stakeholders. These would include without limitation, securities laws, SEBI (Prohibition of Insider Trading) Regulations and the Company's Code of Conduct for Prevention of Insider Trading and any amendments thereto. The Directors shall be responsible to periodically review the status of all statutory compliance applicable to the Company and compliance thereof.

In particular, Directors and SMPs must ensure that they and their relative(s) do not, by themselves or through third party/ies, deal in the Company's securities while in possession of material unpublished price sensitive information relating to the Company. Directors and SMPs must also ensure that they do not divulge such information to third parties except for a legitimate purpose, on a 'need-to-know' basis and after obtaining prior approval of the Company.

b) Statutory Filings and Reporting:

It is of utmost importance that the Company's filings and reporting with the statutory authorities including Stock Exchange(s) concerned on which the securities of the Company are listed and the Reserve Bank of India, should be fair, accurate, timely and unambiguous.

The Executive Directors and SMPs, and Non-Executive Director(s), where applicable, shall provide necessary information to ensure that the Company's published reports meet these requirements. The Company expects Executive Directors and SMPs to ensure that prompt and accurate answers to queries relating to its public disclosure requirements are made available in compliance with Listing Regulations.

F. Align every action and decision to ethical values:

a) Conflict of Interest:

The Directors and SMPs shall consistently prioritise the interest of the Company in their decisions and actions to avoid any conflict of interest. The Executive Directors and SMPs shall proactively avoid actions and decisions involving a potential or actual conflict of interest which can interfere with their ability to make an objective decision for the Company. Any conflicting interest, whether direct or indirect, shall mean any personal, financial, or other considerations arising as a result of their position that are not aligned with the interests of the Company, e.g. favours for family and friends, career advancement, involvement in an external business.

Conflict of interest can undermine the trust the Company has gained from its stakeholders and can damage the reputation it has built over the years. Conflict of interest may not always be direct.

b) Outside Directorship / Association:

It is a conflict of interest to serve as a Director of any other company that competes with the Company. Directors and SMPs are expected not to associate in any capacity, himself / herself, directly or indirectly, with any competitor of the Company, without the prior written consent of the Board.

c) Corporate Opportunities:

Directors and SMPs shall not take advantage of opportunities that are discovered through the use of Company's property, information or position, for their personal gain; unless the opportunity is disclosed fully in writing to the Company's Board and the Board accords its approval to pursue such opportunity.

d) Gifts:

Directors and SMPs should neither receive nor offer directly or indirectly any benefit / gifts, from / to any business associates of the Company, which is intended or can be perceived to obtain favours from the Company or the other party. They should also not accept simultaneous employment, associate as an advisor / consultant with suppliers, customers or competitors of the Company, or take part in any activity that enhances or supports a competitor's position. Acceptance of inexpensive or token gifts up to Rs. 5,000 (Rupees Five Thousand only) does not violate this Code.

The Company regards offering, giving and receiving of gifts or favours as inherently compromising unless they are of insignificant value. This means they must have a valid business purpose; are appropriate as to time, place and kind; are infrequent in occurrence; do not influence or give the appearance of influencing the recipient; and are not likely to be viewed as a bribe, kickback or payoff. However, gifts of money shall never be accepted or given.

e) Reporting any Illegal or Unethical Behaviour:

The Company expects all Directors and SMPs to enforce this Code and to proactively highlight violations or potential violations of this Code.

If Executive Directors or SMPs believe that they have observed illegal or unethical behaviour by any employee, officer or director, customer, vendor, service provider or by anyone purporting to be acting on the Company's behalf, they should immediately contact the Chairman of the Board or the Managing Director or the Compliance Officer of the Company. Confidentiality will be maintained, to the extent permitted by law.

G. Prioritise commitment to Suryachakra and its key stakeholders:

a) Confidentiality of Information:

Any information concerning the Company's business and / or its stakeholders including its customers, suppliers, employees, and service provider / contractors shall be considered as confidential.

i) Director(s) or SMPs may provide / share any information to any third party, either formally or informally, only for legitimate purpose and on "need-to-know" basis. Further, any such information may be provided to any person including press or publicity media, only in the following instances, where the information is either:

- in public domain at the time of disclosure; or
- authorised or required to be disclosed pursuant to a decision of the Board / Committee thereof; or
- required to be disclosed in accordance with policies adopted by the Board, applicable laws or as required / directed by any Government authority.

ii) Directors and SMPs must ensure that the information is not used by them for the benefit of any of the Company's competitors or other parties who, if in possession of the said information, may use it in a manner that adversely affects or is likely to affect the Company's interests.

iii) The obligation of confidentiality shall be for a period of five years after such person ceases to be a Director or SMP of the Company.

b) Use of Company's assets:

Directors and SMPs are likely to have access to tangible and intangible assets of the Company including vehicles, computers, laptops, and other office equipment for the efficient discharge of their duties and responsibilities. Such assets and facilities are intended to be used solely for the purpose of the Company's business and shall always remain the Company's properties, including the files, data and any other information ("data") stored in them.

Directors and SMPs are expected to protect and preserve such equipment, facilities and data. Causing intentional damage or unauthorized alteration / deletion / copying of data can be prejudicial to the interest of the Company and constitute valid ground for disciplinary action. Wrongful, immoral and unethical use of any asset is strictly prohibited.

c) Responding to inquiries from the Press and others

The Chairman of the Board, the Managing Director, the Executive Directors and the Group Chief Financial Officer of the Company alone are authorised to interact with the media in matters relating to the Company's financial performance and results. In other cases, the Chairman / Managing Director may from time to time, authorise other directors / senior employees to interact with the media or other persons. The Chairman, the Managing Director, the Executive Directors, the Group Chief Financial Officer, the Company Secretary and the Head of Investor Relations of the Company alone are authorised to interact with investors. Any enquiry / clarification from or confirmation sought by the media, press or institutional investors on the matters concerning the Company, should be directed to designated spokesperson, as mentioned above.

The Directors and SMPs shall also not provide any clarification or interpretation of the information that is available in the public domain.

H. Respect all individuals:

a) Promoting diversity and equal opportunities

Diversity is a strategic priority for the Company. All Directors and SMPs are expected to drive a culture of mutual respect, inclusiveness, and collaboration. The Company through its policies prohibits sexual harassment, and any discrimination based on race, religion, national origin, ethnic origin, colour, gender, age, citizenship, marital status, a disability unrelated to the requirements of the position, or any other basis protected by the central, state or local law or ordinance or regulation.

b) Driving a culture of prioritizing Environment, Health & Safety and Sustainability

The Company strives to provide a safe and healthy working environment and comply, in the conduct of its business affairs, with all regulations regarding the preservation of the environment. The Directors and SMPs shall be committed to prevent the wasteful use of natural resources and minimise any hazardous impact of the development, production, use and disposal of any of its products and services on the ecology and environment.

I. Independent Directors:

In addition to the Code as applicable to all Directors and SMPs as above, the Independent Directors of the Company shall:

- i) undertake appropriate induction and regularly update and refresh their skills and knowledge by participating in familiarisation programs conducted by the Company;
- ii) seek appropriate clarification or amplification of information as required and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the Company;

- iii) strive to attend the general meetings of the Company;
- iv) where they have concerns about the running of the Company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- v) keep themselves well informed about the Company and the external environment in which it operates;
- vi) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- vii) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the Company;
- viii) ascertain and ensure that the Company's vigil mechanism is adequate and functional and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- ix) report concerns that comes to their knowledge about unethical behaviour, actual or suspected fraud or violation of the Code;
- x) act within their authority, assist in protecting the legitimate interests of the Company, shareholders and its employees;

J. Violations of the Code:

It is the responsibility of Directors and SMPs to abide by and enforce the Code. Any potential or actual violation of the Code by any Director or SMP should be reported in writing (by any director / employee / party affected adversely) to the Board in a closed envelope addressed to the Compliance Officer or to the Managing Director or to the Chairman of the Audit Committee or by email on www.suryachakra.com. The Board shall, after considering factors such as nature and gravity of the violation of the Code, take appropriate action against such individual(s) who is / are found to have violated the Code. Directors and SMPs involved in any such violation shall abstain themselves from any discussion or decision relating thereto. The Company shall take strict disciplinary actions including termination of employment / directorship and appropriate legal action depending on the nature and severity of the violation.

K. Amendment, Modification or Waiver to the Code:

The Company is committed to regularly review and update its policies and procedures. Therefore, this Code may be amended or modified only by the Board and must be promptly disclosed as per the extant laws and regulations. The Code shall be reviewed every two years or upon any changes that are required due to legal enactments, regulatory amendments or in the Company's business environment. As a general policy, the Board shall not grant waivers to the Code.

L. Certification of compliance with the Code:

As per Regulation 26(3) of the Listing Regulations, every Director and SMP is required to affirm compliance with this Code on an annual basis at the end of each financial year.

Further, Executive Directors and SMPs will also be governed by the Suryachakra Code of Conduct for Employees and shall affirm compliance with the same on an annual basis at the end of each financial year.

As per Regulation 26(5) of the Listing Regulations, every SMP is also required to disclose to the Board, all material, financial and commercial transactions, where they have personal interest that may have a potential conflict with the interest of the Company. SMPs will give an annual affirmation to this effect at the end of each financial year.

Directors and SMPs are required to go through and acknowledge the receipt of this Code.

Acknowledgement Form

I have received and read the Company's Code of Conduct for Directors and Senior Management Personnel ("Code").

I understand and agree to abide by and comply with the Code.

Signature:	
Name:	
Designation:	
DIN / Employee no.:	
Date:	

FORM OF ANNUAL DECLARATION BY
NON-EXECUTIVE DIRECTORS
ON COMPLIANCE WITH THE CODE OF CONDUCT
OF THE COMPANY

The Chairman / Board of Directors,
Suryachakra Power Corporation Limited
E-92, M I D C Industrial Area,
Waluj, Chh. Sambhajnagar - 431 136

Sir,

I, _____, Director of Suryachakra Power Corporation Limited ("Company"), solemnly affirm that I have adhered to the provisions of the Company's Code of Conduct for Directors and Senior Management Personnel for the financial year ended 31st March, ____.

Sincerely,

Signature:

Name: _____

(DIN: _____)

Date: ____April, ____

Place:

FORM OF ANNUAL DECLARATION BY
THE EXECUTIVE DIRECTORS
ON COMPLIANCE WITH THE CODE OF CONDUCT
OF THE COMPANY

The Chairman,
Suryachakra Power Corporation Limited
Plot No.304-L-III, Road No. 78, Jubilee
Hills, Film Nagar, Hyderabad, Telangana,
India, 500096

Sir,
I, _____, Director of Suryachakra Power Corporation Limited ("Company"),
solemnly affirm that I have adhered to the provisions of the Company's Code of
Conduct for Directors and Senior Management Personnel and the suryachakra
Code of Conduct for Employees for the financial year ended 31st March, ____.

Sincerely,

Signature:

Name: _____

(DIN: _____)

Date: ____April, ____

Place:

FORM OF ANNUAL DECLARATION BY
THE SENIOR MANAGEMENT PERSONNEL ON
COMPLIANCE WITH THE CODE OF CONDUCT
OF THE COMPANY

Managing Director,
Suryachakra Power Corporation Limited
Plot No.304-L-III, Road No. 78, Jubilee
Hills, Film Nagar, Hyderabad, Telangana,
India, 500096

Sir,

I, _____, _____ (*Name and designation*) of Suryachakra Power Corporation Limited Technologies Limited ("Company"), solemnly affirm that I have adhered to the provisions of the Company's Code of Conduct for Directors and Senior Management Personnel and the Suryachakra Code of Conduct for Employees, for the financial year ended 31st March, _____.

Sincerely,

Signature:

Name: _____

Date: ____April, _____

Place: