



**SOLAR
INDUSTRIES
INDIA
LIMITED**

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30th March, 2019

To,
The Executive Director
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (E)
Mumbai
Trading Symbol: "SOLARINDS EQ"

To,
The Executive Director
Listing Department
BSE Limited
Floor no.25, PJ Towers
Dalal Street
Mumbai - 400 001
Scrip Code: 532725

Sub: Amendment to the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

Dear Sir/Madam,

This is to inform you that the Company has amended the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information inter alia incorporating therein a Policy for determination of "Legitimate purposes", which would be effective from 1st April, 2019.

Pursuant to Regulation 8(2) of the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Code of Fair Disclosure is attached. The same is also being uploaded on the website of the Company.

This is for your information and record.

Kindly acknowledge the receipt of the same.

Yours truly,

For Solar Industries India Limited


Khushboo Pasari
Company Secretary &
Compliance Officer





**CODE OF PRACTICES AND PROCEDURES FOR FAIR
DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE
INFORMATION**

OF

**SOLAR INDUSTRIES INDIA LIMITED
EFFECTIVE FROM 15th May 2015**

A. INTRODUCTION

The Securities and Exchange Board of India (SEBI), in its endeavor to protect the interests of investors in general, had formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015

("Regulations") under the powers conferred on it under the SEBI Act, 1992. These regulations came into force with effect from 15th May, 2015 and the same have been made applicable to all companies whose shares were listed on Indian stock exchanges. Solar Industries India Limited is required to formulate Code of Practices and Procedures for Fair Disclosures.

B. OBJECTIVE OF THE CODE OF FAIR DISCLOSURES

The Code of Practices and Procedures for Fair Disclosures is required for the Company to ensure timely and adequate disclosure of unpublished price sensitive information which would impact the price of the company's securities and to maintain the uniformity, transparency and fairness in

dealing with all stakeholders and in ensuring adherence to applicable laws and regulations. Further, the Company endeavors to preserve the confidentiality of un-published price sensitive information and to prevent misuse of such information.

C. EFFECTIVE DATE

This Code has been approved by the Board of Directors of the Company and shall be effective from May 15, 2015.

D. DEFINITIONS

'Company' means Solar Industries India Limited.

'Compliance Officer' for the purpose of these regulations means the Company Secretary of the Company. In absence of the Company Secretary, Chief Financial Officer of the Company authorized by the Board of Directors of the Company to discharge the duties of Compliance Officer under the regulations.

'Chief Investors Relations Officer/CIO' means Chief Financial Officer of the Company or such other person as may be nominated by the Chairperson(s) of the Board of Directors of the Company to act as Chief Investors Relations Officer.

"Unpublished Price Sensitive Information(UPSI)" means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall ordinarily including but not restricted to, information relating to financial results, dividends, change in capital structure, mergers, de-mergers, acquisitions, delisting's, disposals and expansion of business and such other transactions, changes in Key managerial personnel; and materials events in accordance with the listing agreements.

“Material Events” means events that a reasonable stakeholder dealing with the Company would consider important in deciding to engage and deal with the Company, its products and services and in its securities. Whether any particular information could be considered Material by a reasonable stakeholder depends on specific circumstances existing at a particular point of time.

“Material Information” means Material Information shall mean Material Events meeting the requirements of the Disclosure Policy.

The Company will adhere to the following so as to ensure fair disclosure of events and occurrence that could impact price of its securities in the market:

E. UNIFORM AND UNIVERSAL DISSEMINATION OF UPSI

Prompt public disclosure of UPSI shall be done no sooner than credible and concrete information comes into being in order to make such information generally available.

When a Material event or Material Information triggers, the Company shall promptly furnish the Material Information to all stock exchanges where its Securities are listed. Information published on the website of a stock exchange, would ordinarily be considered generally available information.

The information released by the Company to the stock exchanges may also be released to the press for wider circulation. The information released by the Company to the stock exchanges may also be hosted on the Company website www.solargroup.com for wider circulation.

PROMPT DISCLOSURE OF PRICE SENSITIVE INFORMATION

F. PROMPT PUBLIC DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

Unpublished Price sensitive information shall be given by Company to the Stock Exchanges where the shares of the Company are listed, promptly and also the said information shall be uploaded to the Company’s official website www.solargroup.com in order to be accessed by the Investors and members of the company i.e. to make the information generally available.

G. PROMPT DISSEMINATION OF UPSI THAT IS DISCLOSED SELECTIVELY

In the event of selective disclosure of UPSI, inadvertently or otherwise the Company shall respond promptly to ensure prompt dissemination of the UPSI as per clause E above.

The compliance officer and or chief investor relations officer shall respond promptly and fairly upon learning of the selective disclosure. In this context, rumors or media speculation (including quotes of unnamed persons) shall not be considered as selective disclosure

H. OVERSEEING AND COORDINATING DISCLOSURE

The prime responsibility for overseeing and disclosure in the Company shall be on the Compliance Officer to Regulate, Monitor and Report Trading by Insiders.

The Compliance Officer shall be responsible for;

1. Complying with continuous disclosure requirements;
2. Overseeing and coordinating disclosure of UPSI to stock exchanges, analysts, Shareholders and media;
3. Educating staff on disclosure policies and procedure.

The Compliance Officer shall approve the disclosure of the information in advance.

Chief Investor Relations Officer is designated to deal with dissemination of information and disclosure of UPSI.

In addition to the Compliance Officer, the following persons are also authorized to communicate with the Investors/media in coordination with the Compliance Officer:

1. Chairperson
2. Chief Executive Officer
3. Chief Financial Officer
4. Authorised members of Corporate Communication division of the Company

I. RESPONDING TO MARKET RUMOURS

All the stock exchanges where the Securities of the Company are listed are required to be informed well in advance the name and address of the Compliance Officer to whom the exchanges may refer any market rumours for verification.

Such a communication to the stock exchanges may include fax number, telephone number and email id of the Compliance Officer.

On receipt of requests from any of the stock exchanges for verification of market rumours, the Compliance Officer shall ascertain the factual position and thereafter appropriately and fairly respond to such queries or requests.

At the time of making such response, the Compliance Officer may decide as to whether a public announcement is necessary for verifying or denying rumours and then make the disclosure.

J. HANDLING OF ALL UNPUBLISHED PRICE-SENSITIVE INFORMATION

The Company will handle all UPSI with internal personnel on a need-to-know basis and no UPSI shall be communicated to any person except for internal personnel's legitimate purposes, performance of duties or discharge of his or her legal obligations. The Company may form internal guidelines which shall contain appropriate procedures and processes while sharing the UPSI on a need-to-know basis.

The information filed by Company with stock exchanges under a continuous disclosure requirement may be made available on the Company's website.

K. PROCESS OF DISSEMINATING INFORMATION IN ORDER TO MAKE THE UNPUBLISHED PRICE SENSITIVE INFORMATION GENERALLY AVAILABLE

1. Disclosure/dissemination of information may be done through various media so as to achieve maximum reach and quick dissemination.
2. Company shall ensure that disclosure to stock exchanges is made promptly.
3. The website of the company may provide a means of giving investors a direct access to analyst briefing material, significant background information and questions and answers.

L. MANNER OF DEALING WITH ANALYST AND RESEARCH PERSONNEL

(i) Only Public information to be provided - The Company shall provide only public information to the analyst/research persons/large investors like institutions. Alternatively, the information given to the analysts should be simultaneously made public at the earliest.

(ii) Simultaneous release of Information - When a company organizes meetings with analysts, the Company shall make a press release or post relevant information on its website after every such meet.

M. GENERAL AVAILABLE INFORMATION

The Company will promptly disclose the following information on the website of the Company and to the stock exchanges:

- a. Declaration of Financial results (quarterly, half-yearly and annual)
- b. Declaration of dividends (interim and final)
- c. Issue of securities by way of public/ rights/bonus, etc.

N. LEGITIMATE PURPOSE

The 'Unpublished price sensitive information' can be shared as an exception by an Insider for Legitimate purpose as per its "Policy for determination of Legitimate Purpose" (**Annexure A**), provided it is not shared to evade or circumvent the prohibition under this Regulation.

O. DIGITAL DATABASE OF RECIPIENT OF UPSI

The Compliance Officer, Chairperson, Chief Executive Officer, Chief Financial Officer or any other authorised officer shall be responsible to maintain a structured digital database of such persons or entities as the case may be with whom information is shared under this regulation, which shall contain the following information;

- (i) Name of such recipient of UPSI;
- (ii) Name of the Organization or entity to whom the recipient represent
- (iii) Postal Address and E-mail ID of such recipient
- (iv) Permanent Account Number (PAN) or any other identifier authorized by law, if PAN is not available.

The Board of Directors shall also be responsible to ensure that such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of such database.

POLICY ON DETERMINATION OF LIGITIMATE PURPOSE

[Pursuant to Regulation 3 (2A) of SEBI {Prohibition of insider Trading} (Amendment) Regulations, 2018]

A. INTRODUCTION

The SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 (“PIT Amendment Regulations”) mandates every listed company to formulate a written **“Policy for Determination of Legitimate Purposes”**. These regulations will be effective from **01st April, 2019**. Accordingly Solar Industries India Limited is required to formulate Policy for Determination of Legitimate Purposes.

B. OBJECTIVE

The Policy is formulated to explain the Legitimate Purpose, to handle the information within the organisation on need to know basis and no Unpublished Price Sensitive Information shall be communicated to any person except in furtherance of legitimate Purpose, performance of duties or discharge of legal obligation.

C. EFFECTIVE DATE

The Policy will be applicable on all “Insiders” and will be effective form 1st April, 2019.

D. DEFINITION

a. **“Legitimate Purposes”** shall mean sharing of UPSI in the ordinary course of business by an Insider with the following, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations:

- i. Promoters of the Company
- ii. Partners of the Audit Firm, who is appointed for Statutory Audit or for Internal Audit.
- iii. Staff members of the Audit Firm conducting the Audit
- iv. Lenders
- v. Vendors
- vi. Suppliers
- vii. Bankers
- viii. Legal Advisors
- ix. Insolvency Professional
- x. Consultants
- xi. Any other advisors
- xii. Any other person with whom UPSI is shared

- b. “**Insider**” any person in receipt of UPSI pursuant to a “legitimate purpose” shall be considered as an “insider” for purposes of these regulations and due notice shall be given to such persons (Insiders) to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.”

*(The definition of **Insider** given under Code of Practices & procedures for fair disclosure of UPSI stands revised to include the above.)*

E. DISCIPLINARY ACTION

The Audit Committee, subject to approval of Board of Directors, may take appropriate action against any person who violates the provisions of this policy. Disciplinary action may include penalizing the concerned person. Where the Company has suffered a loss due to violation of the Policy, it may pursue its legal remedies against such persons.

F. REVIEW AND CHANGES

The Board may amend this Policy from time to time (if required) to incorporate any subsequent amendment(s) / modification(s) brought in by SEBI with respect to matters covered under this policy or even otherwise.

G. APPROVED AND ADOPTED

This Policy was approved and adopted by the Board on 30th March, 2019.



**POLICY AND PROCEDURES FOR INQUIRY IN CASE OF LEAK OF
UNPUBLISHED PRICE SENSITIVE INFORMATION**

OF

SOLAR INDUSTRIES INDIA LIMITED

EFFECTIVE FROM 01st APRIL, 2019

*[Under Regulation 9A of SEBI (Prohibition of Insider Trading) Regulations, 2015]
This Policy shall come into effect from April 1, 2019*

A. INTRODUCTION

The SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 (“PIT Amendment Regulations”) mandates every listed company to formulate a written **policy and procedures for inquiry in case of leak of unpublished price sensitive information** and initiate appropriate inquiries on becoming aware of leak of unpublished price sensitive information and inform the Board promptly of such leaks, inquiries and results of such inquiries. These regulations will be effective from **01st April, 2019**. Accordingly Solar Industries India Limited is required to formulate policy and procedures for inquiry in case of leak of unpublished price sensitive information.

B. OBJECTIVE OF THE CODE OF FAIR DISCLOSURES

- i. To strengthen the internal control system to prevent leak of UPSI.
- ii. To restrict and prohibit the practice of sharing of UPSI, with the un-authorized person, which originates from within the company and which affects the market price of the Company as well as loss of reputation and loss of investors’ / financiers’ confidence in the company.
- iii. To have a uniform code to curb the un-ethical practices of sharing UPSI by Insiders, Employee & Designated Persons with any person, firm, Company or Body Corporate.
- iv. To initiate inquiry in case of leak of UPSI or suspected leak of UPSI and promptly inform the same to the Securities and Exchange Board of India (“SEBI”).
- v. To take disciplinary actions, if deemed fit against any Insider, Employee & Designated Persons who appears to have found guilty of violating this policy, apart from any action that SEBI may initiate/take against the Insider, Employee & Designated Persons.

C. EFFECTIVE DATE

This Policy has been approved by the Board of Directors of the Company and shall be effective from 01st April, 2019.

D. DEFINITIONS

i. Leak of UPSI

means communication of information which is/deemed to be UPSI by any person, who is in possession of UPSI, to any other person, directly or indirectly, overtly or covertly or in any manner whatsoever, except for legitimate purposes, performance of duties or discharge of legal obligations.

ii. Suspect

means the person or persons against or in relation to whom an inquiry is initiated in case of leak or suspected leak of UPSI.

iii. Un-published Price Sensitive Information (“UPSI”)

Shall mean any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following;

- a) Periodical financial results of the Company;
- b) Intended declaration of dividends (Interim and Final);
- c) Change in capital structure i.e. Issue of securities, buy - back of securities or any forfeiture of shares or change in market lot of the Company's shares;
- d) Mergers, De-mergers, Amalgamation, Acquisitions, De-listing of Securities, Scheme of Arrangement or Takeover, disposals, spin off or selling division of whole or substantially whole of the undertaking and expansion of business and such other transactions;
- e) Any major expansion plans or execution of new projects or any significant changes in policies, plans or operations of the Company;
- f) Changes in key managerial personnel;
- g) Material events in accordance with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
- h) Any other matter as may be prescribed under the Listing Regulations and/or Corporate Law to be price sensitive, from time to time.

Note: Words and expressions used and not defined in this Code but defined in the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and the Rules and Regulations made there under shall have the meanings respectively assigned to them in those legislation.

E. PROCEDURE FOR INQUIRY IN CASE OF LEAK OR SUSPECTED LEAK OF UPSI:

a) Source of information relating to leak of UPSI

The Chairman of Audit Committee may on becoming aware suo moto or on receipt of a written intimation of leak or suspected leak of UPSI from the Suspect, any other person, including employees of the Company, regulators follow the below mentioned procedure in order to inquire and/or investigate the matter.

b) Preliminary Inquiry

The object of preliminary inquiry is fact-finding, to ascertain the truth or otherwise of the allegations contained in the information or complaint, if any, and to collect necessary available material in support of the allegations, and thereafter to decide whether there is justification to initiate further investigation/inquiry. The Chairman of Audit Committee shall forthwith forward such intimation to CEO and/or CFO to conduct a preliminary inquiry headed by Compliance Officer. The said inquiry shall be completed within 2 working days from the date of receipt of such intimation and report thereof shall be circulated to the Chairman of Audit Committee/CEO/CFO and Compliance Officer.

c) Intimation of Leak or suspected Leak of UPSI

If in the opinion of Chairman of Audit Committee/CEO/CFO and Compliance Officer, the preliminary inquiry report warrants further investigation, the same shall be submitted to:

- The Board of Directors
- Inquiry Committee for detailed investigation

The Compliance Officer shall simultaneously intimate SEBI about such Leak or suspected Leak of UPSI.

d) Inquiry Committee

Inquiry Committee shall consist of the following persons or any person nominated by such officers from their department-

- Chief Financial Officer
- Head of Legal
- Head of Information Security
- Head of Human Resources
- Any other person nominated by Chief Executive Officer/Managing Director

If any member of Inquiry Committee has a conflict of interest in any given case, then he/she should recuse himself/herself and other members of Inquiry Committee should deal with the matter on hand.

e) Investigation by Inquiry Committee

Upon receipt of the report of the preliminary inquiry and all other supporting documents, the Inquiry Committee is required to initiate the investigation. The said investigation shall be completed within 15 working days from the date of receipt of report of the preliminary inquiry. The Inquiry Committee's investigation report shall be submitted to the Audit Committee and summary report shall be submitted to Board immediately, and such report shall also be submitted to SEBI simultaneously.

F. POWERS OF INQUIRY COMMITTEE

For purpose of conducting inquiry, the Inquiry Committee may:

a) call upon

- such employees/individuals to seek clarification or information pertaining to the leak.
- persons / members of committees involved in generation of the original data for purpose of determination of key figures pertaining to financial figures.
- persons involved in the consolidation of the figures for the financial results.
- persons involved in the preparation of board notes and presentations.
- persons involved in dissemination of information relating to financial results in the public domain.
- any other persons who had access to the information.
- any market intermediaries, fiduciaries and other person/ entities who have access to UPSI for inquiry conducted for leak of such UPSI.

b) at its discretion, invite external investigators/experts.

c) take necessary actions including sending the Suspect on leave, restrict physical access to the office premise, freeze access to systems, electronic devices, emails, etc., during the pendency of the investigations for fair conduct of the proceedings

d) keep the identity of the Suspect confidential till the completion of inquiry unless it is essentially required for the purpose of investigation.

e) notify the Suspect of the allegations at the outset of internal investigation and provide him opportunity to represent his case and submit evidence.

f) do all such acts, deeds, matters and things as are necessary for the purpose of conduct of internal investigation.

G. RIGHTS AND OBLIGATIONS OF THE SUSPECT

a) The Suspect shall-

- co-operate with the Inquiry Committee during the investigation process.
- have a right to consult with a person or persons of their choice, other than members of Inquiry Committee.
- right to be informed of the outcome of the investigation

- b) The Suspect(s) has the responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with and witnesses shall not be influenced, coached, threatened or intimidated by the Suspects.
- c) Unless there are compelling reasons not to do so, Suspects will be given the opportunity to respond to material findings contained in investigation report. No allegation of wrongdoing against a Suspect shall be considered as maintainable unless there is good evidence in support of the allegation.

H. CONSEQUENCES OF NON-COMPLIANCE

- a) On receipt of report of inquiry committee, the Compliance Officer shall forthwith forward such report to Audit Committee.
- b) The disciplinary action against Suspect may be taken within 15 working days from receipt of investigation report by the Audit Committee in consultation with the Board of Directors or any other person authorised by the Board.
- c) The disciplinary action may include wage freeze, suspension, recovery, clawback, ineligibility for future participation in the Company's stock option plans or termination, as may be decided by the Audit Committee or the Board of Directors or any other person authorised by the Board.
- d) SEBI or any other appropriate regulatory authority would also be informed of such violation who may take appropriate action against the Suspect.

I. REVIEW AND CHANGES

The Board may amend this Policy from time to time (if required) to incorporate any subsequent amendment(s) / modification(s) brought in by SEBI with respect to matters covered under this policy or even otherwise.

J. APPROVED AND ADOPTED

This Policy was approved and adopted by the Board on 30th March, 2019.