

STERLING AND WILSON SOLAR LIMITED

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION (THE CODE OF FAIR DISCLOSURE)

As approved by the Board of Directors on July 22, 2019

The objective of the Code of practices and procedures of Fair Disclosure of Unpublished Price Sensitive Information (the Code of Fair Disclosure) is to formulate a framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for its securities.

1. PRACTICES AND PROCEDURES

The following Principles of Fair Disclosure for the purposes of “Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information” shall be strictly followed by the Company with effect from from the date of listing of the securities of the Company on Stock Exchanges:

- A The Company shall promptly disclose to the public "unpublished price sensitive information" (UPSI) that would impact price discovery, no sooner than such credible and concrete information comes into being in order to make such information generally available.
- B The Company shall make uniform and universal dissemination of UPSI to avoid selective disclosure.
- D The Company Secretary shall promptly disseminate the UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available, as soon as he/she comes to know of it.
- E The Chairman, the Managing Director, the Director (Designated), Chief Executive Officer, Manager, Chief Financial Officer, Compliance Officer and Head Corporate Communications, (if any) shall jointly and/or severally give appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.
- F The above said personnel of the Company shall ensure that information shared with analysts and research personnel is not the UPSI.

- G The Company shall develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on its official website, in order to ensure official confirmation and documentation of disclosures made.
- h The Company shall handle all the UPSI on a need-to-know basis.

2. LEGITIMATE PURPOSE

The UPSI can be shared as an exception by an Insider for Legitimate purposes as per its "Policy for determination of Legitimate Purposes" (**Annexure -i**), provided it is not shared to evade or circumvent the prohibition under this Code.

3. LEAK/SUSPECTED LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION

The Board has formulated written policy for initiating appropriate inquiries on becoming aware of leak/suspected leak of the UPSI (**Annexure -ii**).

4. CHIEF INVESTOR RELATIONS OFFICER

The Compliance Officer of the Company, has been designated / called as "Chief Investor Relations Officer" to deal with dissemination of information and disclosure of unpublished price sensitive information. In the absence of the Company Secretary, Chief Financial Officer or such other officer, as may be authorized by the Board in this regard, shall act as the Chief Investor Relations Officer.

5. CODE OF CONDUCT

The Company shall adhere to the prescribed standards for Code of Conduct to regulate, monitor and report trading by insiders, designated employees and all other applicable persons and entities.

POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES

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

PREFACE

This Policy, as a part of "Codes of Fair Disclosure and Conduct" formulated under Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations 2015, will be known as "Policy for Determination of Legitimate Purposes" hereinafter referred to as the "Policy".

The Board of Directors of the Company has prepared the policy in terms of Regulation 3(2A) of the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

OBJECTIVE

The objective of this policy is to identify 'Legitimate Purposes' for performance of duties or discharge of legal obligations, which will be considered as exception for the purpose of procuring unpublished price sensitive information (UPSI) relating to the Company or its listed securities or proposed to be listed securities, if any.

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 the Regulations:
- a. Promoters of the Company
 - b. Auditors (Statutory, Internal, Branch, Cost, Secretarial, GST and any other Auditor as applicable)
 - c. Staff Members of the Audit firm/team conducting the Audit
 - d. Collaborators
 - e. Lenders
 - f. Customers
 - g. Suppliers
 - h. Bankers
 - i. Legal Advisors
 - j. Insolvency Professionals
 - k. Consultants
 - l. Any other advisors/consultants/partners
 - m. 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 the purpose 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 the Regulations.

DIGITAL DATABASE

Structured digital database is required to be maintained by the Company in house containing:

- a. the nature of unpublished price sensitive information;
- b. the names of such persons who have shared the information; and also the names of such persons with whom information is shared under this regulation;
- c. along with his Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available

The said database is to be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of such database.

The structured digital database is to be preserved for a period of:

- a. not less than eight (8) years after completion of the relevant transaction(s); or
- b. in the event of receipt of any information from SEBI regarding any investigation or enforcement proceedings- till the completion of such proceedings.

RESTRICTIONS ON COMMUNICATION AND TRADING BY INSIDERS

The Board of Directors of the Company shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information

AMENDMENT

The Board of Directors of the Company, subject to applicable laws, rules & regulations, may amend / substitute any provision(s) with a new provision(s) or replace this entire Policy with a new Policy.

In any circumstance where the terms of this Policy differ from any law, rule, regulation etc. for the time being in force, the law, rule, regulation etc. shall take precedence over this Policy.

This Policy and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchanges, if required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment, re-amendment or re-enactment thereto.

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Annexure –ii

POLICY FOR PROCEDURE OF INQUIRY IN CASE OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION (“UPSI”)

[Under Regulation 9A of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018]

BACKGROUND

The SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 has mandated 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.

The Board of Directors of the Company has prepared the policy for procedure of inquiry in case of leak of Unpublished Price Sensitive Information (‘the Policy’), in terms of the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018

OBJECTIVES

- a. To strengthen the internal control system to prevent leak of UPSI.
- b. 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’s securities as well as loss of reputation and investors’ / financiers’ confidence in the Company.
- c. To have a uniform code to curb the un-ethical practices of sharing UPSI by Insiders, Employee(s) & Designated Persons with any person, firm, company or Body Corporate.
- d. To initiate inquiry in case of leak of UPSI or suspected leak of UPSI and inform the same to the SEBI promptly.
- e. To penalize any Insider, Employee & Designated Persons who appears to have found guilty of violating this policy.

DEFINITIONS

- i. **“Chief Investor Relation Officer (CIO)”** shall mean the Compliance Officer of the Company appointed by the Board of Director under Securities and Exchange Board India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

- ii. **“Leak of UPSI”** shall mean communication of information which is / shall be UPSI by any Insider, Employee and Designated Persons or any other known or unknown person to any person other than a person(s) authorized by the Board of Directors of the Company after following the due process prescribed in this behalf in the Code of Practices Fair Disclosure of the Company and /or under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment, re-amendment or re-enactment thereto.
- iii. **“Support Staff”** shall include IT staff, Finance & Accounts or Secretarial Staff who have access to unpublished price sensitive information.
- iv. **“Unpublished 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 include 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;

DUTIES OF CHIEF INVESTOR RELATIONS OFFICER

The CIO shall be responsible to;

- i. Oversee the Compliance of this policy.
- ii. Report the incident of actual or suspected leak of UPSI to the SEBI.
- iii. Intimate the incident of actual or suspected leak of UPSI to the Stock Exchanges.
- iv. To co-ordinate with and disclose the relevant facts of the incident of actual or suspected leak of UPSI to the Enquiry Committee.

DISCLOSURE OF ACTUAL OF SUSPECTED LEAK OF UPSI TO STOCK EXCHANGES

On becoming aware of actual or suspected leak of UPSI of the Company, the CIO shall ensure that the same shall be promptly intimated to the Stock Exchanges in the format as set out in “Annexure-1” to this policy.

REPORT OF ACTUAL OF SUSPECTED LEAK OF UPSI TO SEBI

On becoming aware of actual or suspected leak of UPSI of the Company, the CIO shall ensure that a report on such actual or suspect leak of UPSI, preliminary enquiry thereon and results thereof shall be promptly made to the SEBI in the format as set out in “Annexure-2” to this policy.

CONSTITUTION OF ENQUIRY COMMITTEE

The Board of Directors or any Committee authorized by them in this behalf, shall constitute a committee to be called as “Enquiry Committee”. The Enquiry Committee shall consist of minimum 3 (three) Members which shall include the Chairman, Manager, Chief Financial Officer and Chief Investor Relation Officer and any other officer of the Company as may be mutually decided by the members of the Committee.

DUTIES OF ENQUIRY COMMITTEE

The Enquiry Committee shall be responsible-:

- i. To conduct a preliminary enquiry to ascertain the truth contained in the information or complaint pertaining to actual or suspected leak of UPSI, if any; and
- ii. To authorize any person to collect necessary support material; and
- iii. To decide disciplinary action thereon.

PROCEDURE FOR ENQUIRY IN CASE OF LEAK OF UPSI

On becoming aware of *suo-moto* or otherwise, of actual or suspected leak of UPSI of the Company by any Promoter including member of the promoter group, Director, Key Managerial Person, Insider, Employee, Designated Person, Support Staff or any other known or unknown person, the CIO after informing the same to the Managing Director or Chief Financial Officer of the Company, shall follow the below mentioned procedure in order to enquire and/or investigate the matter to ensure-:

Preliminary Enquiry:

Preliminary enquiry is a fact-finding exercise. The object of preliminary enquiry is 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 embark on any disciplinary action.

The Enquiry Committee shall appoint and/or authorize any person(s), as it may deem fit, to initiate/conduct an enquiry to collect the relevant fact, material substances on actual or suspected leak of UPSI.

Report of Preliminary Enquiry to the Enquiry Committee:

The Person(s) appointed/authorized to enquire the matter of actual or suspected leak of UPSI submit his/her report to the Enquiry Committee within 7 (seven) days from the date of his appointment on this behalf.

Disciplinary Action:

The Disciplinary action(s) shall include, wage freeze, suspension, recovery, termination of employment contract/agreement etc., as may be decided by the Enquiry Committee.

Penalty:

Further Non – Adherence to any of the Clause as mentioned in this Policy will attract penalty of twenty five thousand rupees and which may extend to five lakh rupees as prescribed under Section 188 of the Companies Act, 2013, and a penalty of one lakh rupees which may extend to one crore rupees as prescribed under Section 15 HB of SEBI Act, 1992.

AMENDMENT

The Board of Directors of the Company, subject to applicable laws, rules & regulations, may amend / substitute any provision(s) with a new provision(s) or replace this entire Policy with a new Policy.

In any circumstance where the terms of this Policy differ from any law, rule, regulation etc. for the time being in force, the law, rule, regulation etc. shall take precedence over this Policy.

This Policy and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchanges, if required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment, re-amendment or re-enactment thereto.

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INTIMATION OF ACTUAL OR SUSPECTED LEAK OF UPSI TO THE STOCK EXCHANGES

To BSE Limited P. J. Towers, Dalal Street, Fort, Mumbai – 400 001 Ref.: BSE Scrip Code No. 530431	To National Stock Exchange of India Limited Exchange Plaza Bandra Kurla Complex Bandra (E) Mumbai-400051
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Dear Sir / Madam,

Sub: Intimation of actual or suspected leak of UPSI pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 as amended, we are reporting actual or suspected leak of Unpublished Price Sensitive Information (UPSI) of the Company, as follows:

Name of Offender, if known	
Name of Organization	
Designation (Employee, Insider, Designated Person or any other)	
Nature of Information	
Whether any action initiated by the Company? If yes, narration of the same	YES/NO

Request you to kindly take the aforementioned on your records.

Thanking you,

Yours faithfully

For **Sterling and Wilson Solar Limited**

Compliance Officer

**FORMAT FOR REPORTING ACTUAL OR SUSPECTED LEAK OF UPSI TO THE
SEBI**

To,
Securities and Exchange Board of India
Plot No. C 4-A, G Block,
Near Bank of India, Bandra Kurla Complex,
Bandra (East),
Mumbai – 400 051

Ref.: BSE Scrip Code No. 530431

Dear Sir / Madam,

**Sub: Report of actual or suspected leak of UPSI pursuant to regulation 9A (5) of SEBI
(Prohibition of Insider Trading) Regulation, 2015**

Ref.: Security Code No. _____

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 read with Regulation 9A (5) of SEBI (Prohibition of Insider Trading) Regulation, 2015 as amended, we are reporting actual or suspected leak of Unpublished Price Sensitive Information (UPSI) of the Company, as follows:

Name of Offender, if known	
Name of Organization	
Designation (Employee, Insider, Designated Person or any other)	
Nature of Information	
Whether any action initiated by the Company? If yes, narration of the same	YES/NO

Request you to kindly take the aforementioned on your records.

Thanking you,

Yours faithfully
For **Sterling and Wilson Solar Limited**

Compliance Officer

Version	Particulars	Date of Amendment
1	Code of Fair Disclosure adopted by the Board of Directors	July 22, 2019
1.1 (1 st amendment)	Pursuant to SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2020	August 12, 2020