

CODE OF PRACTICE AND PROCEDURE FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

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1. INTRODUCTION

The Securities and Exchange Board of India (“SEBI”), in its endeavor to protect the interests of investors in general, has 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 May 15, 2015 and the same have been made applicable to all companies whose shares are listed on Indian stock exchanges. In compliance with these Regulations, Alpex Solar Limited (“Company”) has formulated this Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (“Code”).

2. OBJECTIVE

The Code is required for the Company to ensure timely and adequate disclosure of unpublished price sensitive information (“UPSI”) which would impact the price of the Company’s securities and to maintain the uniformity, transparency and fairness in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 UPSI and to prevent misuse of such information.

3. DEFINITIONS

For the purpose of this code:

- i. **“Company”** means ‘Alpex Solar Limited’
- ii. **“Compliance Officer”** means Company Secretary or such other senior officer designated so and reporting to the board of directors, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors of the Company. For the purpose of this regulation, “financially literate” shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows.
- iii. **“Connected person”** means: -
 - a) any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship between himself and the company whether temporary or permanent, that allows such person, directly or indirectly,

access to unpublished price sensitive information or is reasonably expected to allow such access.

- b) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established, -
- an immediate relative of connected persons specified in clause a); or
 - a holding company or associate company or subsidiary company; or
 - an intermediary as specified in section 12 of the Act or an employee or director thereof; or
 - an investment company, trustee company, asset management company or an employee or director thereof; or
 - an official of a stock exchange or of clearing house or corporation; or
 - a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
 - a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
 - an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
 - a banker of the company; or
 - a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent. of the holding or interest;

NOTE: It is intended that a connected person is one who has a connection with the company that is expected to put him in possession of unpublished price sensitive information. Immediate relatives and other categories of persons specified above are also presumed to be connected persons but such a presumption is a deeming legal fiction and is rebuttable. This definition is also intended to bring into its ambit persons who may not seemingly occupy any position in a company but are in regular touch with the company and its officers and are involved in the know of the company's operations. It is intended to bring within its ambit those who would have access to or could access unpublished price sensitive information about any company or class of companies by virtue of any connection that would put them in possession of unpublished price sensitive information.

- iv. **“Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof and means the securities of the Company (specifically excluding units of a mutual fund).

- v. **“Unpublished Price Sensitive Information” or “UPSI”** means any information, relating to the 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 ordinarily including but not restricted to, information relating to the following:
- financial results;
 - dividends;
 - change in capital structure;
 - mergers, de-mergers, acquisitions, delisting’s, disposals and expansion of business and such other transactions; and
 - changes in key managerial personnel.

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

4. **NORMS TO BE FOLLOWED**

- i. **Prompt public disclosure of UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.**
Unpublished Price Sensitive Information shall be disclosed by the Company to the stock exchanges where the shares of the Company are listed (“Stock Exchanges”), forthwith upon credible and concrete UPSI coming into being. The said information shall also be promptly uploaded to the Company’s official website www.alpexsolar.com in order to be accessed by the investors and members of the Company and the public i.e. to make the information generally available.
- ii. **Uniform, continuous and universal dissemination of UPSI information to avoid selective disclosure**
The UPSI shall be disseminated uniformly, continuously and universally to all stakeholders through the Stock Exchange and by posting the same on the official website of the Company i.e. www.alpexsolar.com The Company shall use its best endeavors to avoid selective disclosure of UPSI. In case any UPSI gets disclosed selectively or inadvertently or otherwise, the Company shall promptly make generally available the above UPSI through dissemination of the same to the Stock Exchanges and by posting the same on the official website of the Company.
- iii. **Authority for Dissemination of information and Disclosure of UPSI.**
As an overriding principle, no person in the organization should communicate externally any information about Company’s prospects, performance and policies or disclose any unpublished information, whether price sensitive or not, without appropriate prior authorisation. Depending upon the area of communication, there are certain persons in the Company who are authorised to speak with the various target groups based on their expertise, role and a deep understanding of the Company. Unless otherwise approved by the Managing Director, only those

people occupying the positions listed below are authorized to discuss Company matters with the news media, investment community, etc. in India and/or overseas (“**Authorised Spokespersons**”):

- Managing Director
- Whole Time Director
- Chief Executive Officer
- Chief Financial Officer
- Executive Director
- Non-Executive Director
- Global Head of EPC (Engineering, Procurement and Construction)

Further, in addition to the above officers, the Compliance Officer will be authorised to make statutory disclosures under the listing regulations and other applicable laws.

iv. Prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

If the information is accidentally disclosed without prior approval of the Vice Chairman & Managing Director, the person responsible shall inform the Managing Director immediately, even if the information is not considered price sensitive. In such event of inadvertent, selective disclosure of the price sensitive information, the Managing Director shall take prompt action to ensure that such information is generally made available.

v. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.

The Compliance Officer shall provide a prompt, fair and appropriate response to any queries or requests for verification of market rumours by the regulatory authorities including the Stock Exchange. Such response shall be sent to all Stock Exchanges, even if a query has been received from only one of the Stock Exchanges.

The Compliance Officer shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumours and then making the disclosure.

vi. Ensuring that information shared with analysts, research personnel and investor groups is not UPSI.

- Only public information to be provided: The Company shall provide only public information to analysts/research persons/investor groups/large investors like institutions. Alternatively, the information given shall be simultaneously made public.
- Simultaneous release of information: When the Company organizes meetings with analysts/research persons/investor groups/large investors like institutions, the Company shall publish transcripts or records of the proceedings of such meetings on its website after every such meet.
- Handling of unanticipated questions: The Company should be careful while making corporate disclosures or dealing with questions that raise issues outside the intended scope of

discussions. Unanticipated questions may be taken on record and a considered response given later. If the answer includes any UPSI, then before or simultaneously with responding, a public announcement should be made and posted on the website of the Company, www.alpexsolar.com.

vii. Developing best practices to record meetings with analysts and research persons and other investor relations conferences.

In order to avoid misquoting or misrepresentation, it is necessary that all corporate disclosures shall be made either in writing or in cases of meeting with analysts, research persons, brokers or investors, at least two representatives of the Company be present at meetings duly approved by the Authorised Spokespersons and discussion should preferably be recorded.

viii. Handling of all UPSI on a need-to-know basis.

The persons who are privy to UPSI, shall handle the same strictly on a “need to know” basis. This means the UPSI shall be disclosed only to those persons within the Company who need to know the same in the in furtherance of legitimate purposes, performance of duties or discharge of legal obligations, and whose possession of UPSI will not in any manner give rise to a conflict of interest or likelihood of misuse of the information.

The persons privy to confidential information shall, in preserving the confidentiality of information, and to prevent its wrongful dissemination, adopt, among others, the following safeguards (including the safeguards prescribed in other codes adopted by the Company to prevent insider trading):

- Files containing confidential information shall be kept secure;
- Computer files must have adequate security of login through a password;
- The guidelines for maintenance of electronic records and systems as may be prescribed by the Compliance Officer from time-to-time in consultation with the person in charge of the information technology operations of the Company must be followed.

5. POLICY FOR DETERMINATION OF LEGITIMATE PURPOSE FOR SHARING OF UPSI

The Company has in place a policy for determination of legitimate purpose for sharing of UPSI. The same is attached as **Annexure** of this Code.

6. MODIFICATIONS

This Policy may be amended by the Board from time to time. The Company Secretary being the Compliance Officer is also authorized to make amendment in this policy, where there are any mandatory changes required by the law.

POLICY FOR DETERMINATION OF LEGITIMATE PURPOSE FOR SHARING OF UPSI

[Framed under Regulation 3(2A) of SEBI (Prohibition of Insider Trading) Regulations, 2015]

1. INTRODUCTION:

- i. This Policy has been framed in compliance with the provisions of Regulation 3 (2A) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“SEBI (PIT) Regulations”).
- ii. This Policy will be applicable to all “Insider”.
- iii. This Policy shall come into force with effect from April 01, 2019.
- iv. Words and expressions used and not defined in this Policy or in the Company's Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information shall have the same meanings assigned to them respectively in the SEBI (PIT) Regulations or the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and the rules and regulations made thereunder, as the case may be, including amendment(s)/modification(s) thereto.

2. DEFINITION:

- i. **Insider** means any person in receipt of UPSI of the Company for the purpose of this Policy and SEBI (PIT) Regulations.
- ii. **Legitimate Purpose** means sharing of UPSI by the Company for any purpose satisfying the following factors:
 - a) Must be shared in the ordinary of course of business;
 - b) Required to be done in furtherance of fiduciary duties or in fulfillment of any statutory obligation;
 - c) Information shared is in the interest of other Stakeholders; and
 - d) Information is not being shared for personal benefit but may result in personal gain consequently.
- iii. **Ordinary course of business** includes regular and usual day to day transactions, general customs and practices of a business performed in the Company.

3. SHARING OF UPSI:

The Company may, in its ordinary course of business, share UPSI, **for legitimate purpose**, with:

- Partners;
- Collaborators;
- Lenders;
- Customers;

- Suppliers;
- Merchant bankers;
- Legal advisors;
- Auditors;
- Insolvency professionals or
- Other advisors or consultants

Provided that such sharing is not been carried out to evade or circumvent the prohibitions of this code and SEBI (PIT) Regulations.

4. COMMUNICATION PURSUANT TO SHARING OF UPSI:

- i. Any person in receipt of UPSI pursuant to a legitimate purpose shall be considered as an Insider and due notice shall be given to such Insider to maintain confidentiality of such UPSI in compliance with SEBI (PIT) Regulations.
- ii. The Communicates shall require to execute agreements with the Company to contract confidentiality and non-disclosure obligations on the part of receivers of such UPSI and such outside parties shall keep information so received confidential, and shall not trade in securities of the Company when in possession of UPSI.
- iii. The Company shall take requisite information before communicating UPSI to such persons as per the internal policy of the Company, including but not limited to:
 - a) Full name of the recipient of UPSI;
 - b) Name of the entity whom the recipient represents;
 - c) Complete residential address of recipient and registered office address of the recipient entity;
 - d) Permanent Account Number or other identifier authorized by law in case permanent Account Number is not available of the recipient and his entity.

5. AMENDMENT:

This Policy may be amended by the Board from time to time. The Company Secretary being the Compliance Officer is also authorized to make amendment in this policy, where there are any mandatory changes required by the law.