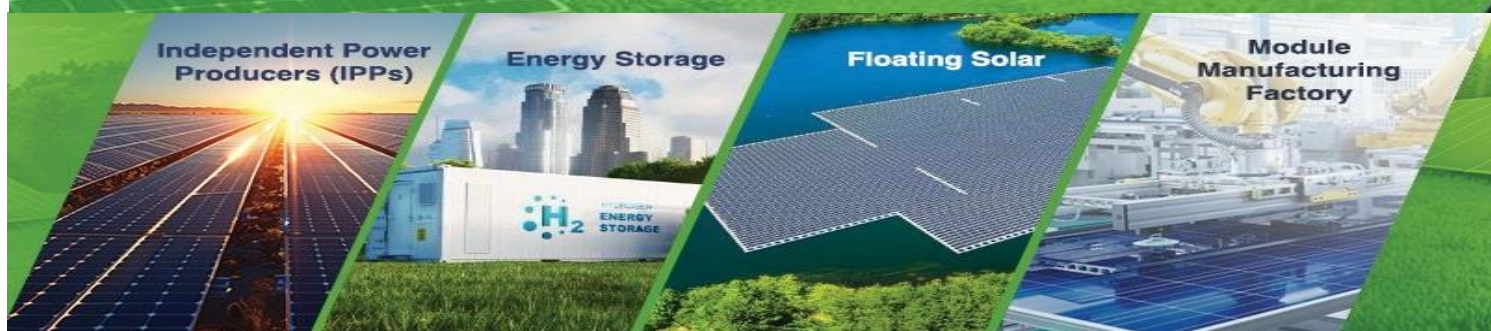


Code of Conduct for Regulating, Monitoring and Reporting Insider Trading

FOR A SUSTAINABLE FUTURE



Code of Conduct for Regulating, Monitoring, and Reporting Insider Trading

Regd. Office : 501, Padma Palace, 86, Nehru Place, New Delhi-110019, India
Corp. Office : 4th Floor, A-45 to 50, Pioneer House, Sec-16, Noida-201301 (U.P.) India
Tel. (EPABX) : 91-11-30605500 Fax : 91-11-41619691 E-mail : info@worldsolar.in
CIN : U15100DL2013PTC255455

Website : www.worldsolar.in

Email : Info@worldsolar.in

Code of Conduct for Regulating, Monitoring and Reporting Insider Trading

Chapter-I

Code of Conduct for Regulating, Monitoring, and Reporting Insider Trading

Preamble

The Securities and Exchange Board of India (SEBI) has implemented the **SEBI (Prohibition of Insider Trading) Regulations, 2015** to prevent insider trading. As a listed entity, Solarworld Energy Solutions Ltd. ("the Company") must comply with these regulations to regulate, monitor, and report insider trading activities. The Board of Directors approved this Code on September 25, 2012.

Objective

The Code is designed to ensure the monitoring, timely reporting, and adequate disclosure of price-sensitive information by the Company's directors, key managerial personnel, designated employees, and connected persons.

Chapter-II

Definitions

1. **Act:** Securities and Exchange Board of India Act, 1992.
2. **Board:** Securities and Exchange Board of India.
3. **Board of Directors:** The governing body of Solarworld Energy Solutions Ltd..
4. **Code:** This Code of Conduct, as amended from time to time.
5. **Company:** Solarworld Energy Solutions Ltd. ("GEL").
6. **Compliance Officer:** The Company Secretary or another officer designated by the Board.
7. **Connected Person:** Individuals associated with the Company in various capacities, including relatives, subsidiaries, and certain financial professionals.
8. **Designated Person:** Includes Board members, key managerial personnel, designated employees, and connected persons.
9. **Designated Employee:** All General Managers and above, heads of departments, and other specified executives.
10. **Generally Available Information:** Information accessible to the public on a non-discriminatory basis.
11. **Immediate Relative:** Spouse, parent, sibling, or child financially dependent on a person or consulting about securities trading.
12. **Insider:** A connected person or anyone with access to unpublished price-sensitive information.

Regd. Office : 501, Padma Palace, 86, Nehru Place, New Delhi-110019, India
Corp. Office : 4th Floor, A-45 to 50, Pioneer House, Sec-16, Noida-201301 (U.P.) India
Tel. (EPABX) : 91-11-30605500 **Fax :** 91-11-41619691 **E-mail :** info@worldsolar.in
CIN : U15100DL2013PTC255455

Code of Conduct for Regulating, Monitoring and Reporting Insider Trading

13. **Key Managerial Personnel:** Includes the Chairman & Managing Director, whole-time directors, and the Company Secretary.
 14. **Trading:** Subscribing, buying, selling, or dealing in securities.
 15. **Trading Day:** A day when recognized stock exchanges are open.
 16. **Trading Window:** The period when trading in the Company's securities is permitted.
 17. **Regulations:** SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendments.
 18. **Unpublished Price Sensitive Information:** Non-public information that could materially affect the price of the Company's securities once disclosed.
-

Chapter-III

Confidentiality and Communication of Unpublished Price Sensitive Information

A. Compliance Officer Responsibilities

1. The Compliance Officer is responsible for ensuring adherence to policies, maintaining records, monitoring compliance, and implementing the Code.
2. The Personnel Department will maintain records of designated employees under the Compliance Officer's supervision.
3. The Compliance Officer will clarify questions regarding the Code.

B. Communication of Unpublished Price Sensitive Information

1. Insiders must not communicate unpublished price-sensitive information unless for legitimate purposes related to their duties.
2. Unpublished price-sensitive information may be shared if it pertains to a transaction in the Company's best interests and complies with regulatory requirements.
3. Confidentiality agreements are required when sharing unpublished price-sensitive information.

C. Preservation of Price Sensitive Information

1. Insiders must maintain the confidentiality of unpublished price-sensitive information.
 2. Information should only be shared on a "Need to Know" basis.
 3. Access to confidential files must be restricted, with secure storage practices enforced.
 4. A "Chinese Wall" policy will be implemented to separate areas with access to confidential information.
-

Code of Conduct for Regulating, Monitoring and Reporting Insider Trading

Chapter-IV

Restrictions on Trading by Insiders

A. Trading with Unpublished Price Sensitive Information

1. Insiders must not trade in securities when in possession of unpublished price-sensitive information unless they can justify their actions.

B. Trading Plan

1. Insiders may create a trading plan, which must be approved by the Compliance Officer and communicated to the stock exchange.
2. Trading plans must adhere to specific criteria and cannot overlap with existing plans.

C. Trading Window

1. Designated persons may only trade during the Trading Window.
2. The Trading Window will close during sensitive events as determined by the Compliance Officer.

D. Pre-Clearance of Trades

1. Designated persons must pre-clear trades exceeding certain thresholds.
 2. Pre-clearance is valid for seven days; otherwise, a new request is necessary.
-

Chapter-V

Disclosure of Trading

A. Initial Disclosure

1. Promoters, Key Managerial Personnel, and Directors must disclose their holdings within 30 days of the Regulations' implementation.

B. Ongoing Disclosure

1. Individuals must report any transactions exceeding Rs 10 lakhs within two trading days.
2. The Compliance Officer will notify the stock exchanges of all received disclosures.

C. Reporting

1. The Compliance Officer will report to the Audit Committee regarding received disclosures and actions taken.
-

Code of Conduct for Regulating, Monitoring and Reporting Insider Trading

Chapter-VI

Penalties and Restrictions

1. Violations of this Code may result in penalties or disciplinary actions, including wage freezes or suspensions.
 2. Company actions do not preclude SEBI from pursuing regulatory violations.
 3. The Compliance Officer must promptly inform SEBI of any violations.
-

Chapter-VII

Amendments to the Code

1. Amendments require Board approval.
2. The Code may be revised in accordance with applicable laws and regulations.
3. In case of inconsistencies with legal amendments, those provisions will take precedence.

