

SOLEX ENERGY LIMITED

Code of Practices and Procedures for

Fair Disclosure of UPSI

*(Reviewed & Revised by the Board of Directors in its Meeting
dated August 26, 2025)*

1. INTRODUCTION

Solex Energy Limited (“the Company”) is committed to ensuring transparency and maintaining the integrity of the securities market. In line with this objective, the Company adheres to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“Regulations”), which provide a framework to prevent insider trading and protect the interests of investors.

As mandated under Regulation 8(1) of the Regulations, the Board of Directors of the Company has approved this Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (“Code”). The Code sets out the principles and measures the Company shall follow to ensure fair, timely, and adequate public disclosure of all material information that may impact the trading of its securities.

2. DEFINITIONS

For the purpose of this Code, unless the context otherwise requires:

- **“Board”** refers to the Board of Directors of the Company.
- **“Company”** means Solex Energy Limited.
- **“Chief Investor Relations Officer (CIRO)”** means such senior officer of the Company appointed by the Board of directors to deal with dissemination of information and disclosure of UPSI in a fair and unbiased manner.
- **“Generally Available Information”** means information that is accessible to the public on a non-discriminatory basis.
- **“Insider Trading Regulations”** means the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.
- **“Legitimate Purpose”** shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.
- **“Stock Exchange”** means any recognized stock exchange where the securities of the Company are listed.
- **“Unpublished Price Sensitive Information” (UPSI)** refers to any information relating to the Company or its securities that is not generally available and which, if made public, could materially affect the price of the Company’s securities. UPSI may include, but is not limited to:
 - a. Financial results;
 - b. Declaration of dividends;
 - c. Change in capital structure;
 - d. Mergers, de-mergers, acquisitions, delisting, disposals, expansion of business, and award or termination of contracts not in the ordinary course of business;
 - e. Changes in Key Managerial Personnel (other than due to superannuation or completion of term), and resignation of the Statutory Auditor or Secretarial Auditor;
 - f. Change in credit rating(s) (other than ESG ratings);
 - g. Fund-raising proposals;
 - h. Agreements or arrangements affecting control or management of the company;

- i. Fraud or defaults by the company, its promoters, directors, KMPs, subsidiaries, or arrest of such persons;
- j. Resolution plans, restructuring, or one-time settlements in respect of loans/borrowings;
- k. Admission of winding-up petitions, corporate insolvency proceedings, approval/rejection of resolution plans under the Insolvency and Bankruptcy Code, 2016;
- l. Initiation or conclusion of forensic audits relating to mis-statements in financials, misappropriation/diversion of funds;
- m. Actions or orders passed by any regulatory/statutory/judicial/enforcement authority in India or abroad, in relation to the company, its promoters, directors, KMPs or subsidiaries;
- n. Outcome of litigation or disputes that may materially impact the company;
- o. Granting of guarantees, indemnities or surety, not in the ordinary course of business;
- p. Granting, withdrawal, surrender, cancellation, or suspension of key licenses or regulatory approvals.

Words and expressions not defined here shall have the same meanings as assigned under the Insider Trading Regulations.

3. OBJECTIVE OF THE CODE

The primary goal of this Code is to:

- Safeguard and maintain confidentiality of UPSI.
- Prevent its misuse by insiders.
- Ensure fair and equitable dissemination of information to the public.
- Promote transparency in investor relations.
- Comply with legal obligations and protect shareholder interests.

4. PRINCIPLES OF FAIR DISCLOSURE

The Company shall follow the practices outlined below to ensure proper disclosure of UPSI:

1. Prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
2. Uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
3. Designation of a senior officer as a Chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.

6. Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.
7. Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
8. Handling of all unpublished price sensitive information on a need-to-know basis.

5. DISCLOSURE AND AVAILABILITY

This Code, and any amendments thereto, shall be published on the Company's official website and shall be promptly intimated to the stock exchange(s) where the Company's securities are listed, as required under applicable regulations.

6. POLICY REVIEW AND AMENDMENTS

The Board of Directors shall review this Code periodically and make suitable amendments as deemed necessary. Any changes to applicable laws, regulations, or SEBI circulars shall be incorporated into this Code, and in case of inconsistency, the regulatory provisions shall prevail.

7. CONCLUSION

The Company reiterates its commitment to uphold the highest standards of ethical conduct, transparency, and compliance in line with the SEBI Insider Trading Regulations. This Code aims to build investor confidence and promote responsible communication of material information.