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14<sup>th</sup> October, 2020

To,  
The Executive Director  
Listing Department  
National Stock Exchange of India Limited  
Mumbai: 400001  
Trading Symbol: "SOLARINDS"

To,  
The Executive Director  
Listing Department  
BSE Limited  
Mumbai: 400001  
Scrip Code: 532725

Sub: Quarterly Compliance Report on Corporate Governance for the Quarter and Half Year ended 30<sup>th</sup> September 2020.

Ref: In terms of Regulation 27(2) (a) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

Dear Sir,

With reference to above, Please find enclosed herewith, the Quarterly Compliance Report on Corporate Governance for the quarter and half year ended on 30<sup>th</sup> September 2020 of Solar Industries India Limited.

This is for your information and records.

Thanking you.

Yours Truly

For Solar Industries India Limited

Khushboo Pasari  
Company Secretary &  
Compliance Officer



## Solar Industries India Limited

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CORPORATE GOVERNANCE REPORT

Annexure A

1. Name of the Listed Entity            M/s Solar Industries India Limited

2. Quarter ending                        September 30, 2020 of Financial Year 2020-2021

I. Composition of Board of Directors

Title (Mr. / Ms)	Name of the Director	PAN <sup>s</sup>	DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) <sup>e</sup>	Date of Birth	Initial Date of Appointment <sup>^</sup>	Date of Re-Appointment	Date of cessation	Whether Special Resolution passed [Refer Reg. 17(1A) of Listing Regulation]	Date of Passing special resolutions	Tenure*	No. of Directorship in Listed Entities including this Listed Entity (Refer Regulation 17A of Listing Regulations)	No. of Independent Director in Listed entities including this listed entity Regulation 17A(1)	No. of Memberships in Audit/ Stakeholder Committee (s) including this Listed Entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in Listed Entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Satyanarayan Nuwal	AAUPN0199B	00713547	Chairman-Executive Director	25-07-1952	24-02-1995	01-04-2016	-	N.A.	N.A.	N.A.	01	0	00	00
Mr.	Manish Nuwal	AAZPN3399J	00164388	Managing Director-CEO	12-03-1974	25-10-2008	01-07-2016	-	N.A.	N.A.	N.A.	01	0	03	00
Mr.	Anil Kumar Jain	ADKPJ4921A	03532932	Executive Director	21-11-1951	25-05-2015	16-09-2020	-	N.A.	N.A.	N.A.	01	0	01	00
Mr.	Suresh Menon	ADJPM4726D	07104090	Executive Director	15-11-1960	11-05-2018	-	-	N.A.	N.A.	N.A.	01	0	00	00





I. Composition of Board of Directors

Title (Mr. / Ms)	Name of the Director	PAN <sup>§</sup>	DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee) <sup>¶</sup>	Date of Birth	Initial Date of Appointment <sup>^</sup>	Date of Re-Appointment	Date of cessation	Whether Special Resolution passed [Refer Reg. 17(1A) of Listing Regulation]	Date of Passing special resolutions	Tenure*	No. of Directorship in Listed Entities including this Listed Entity (Refer Regulation 17A of Listing Regulations)	No. of Independent Director in Listed entities including this listed entity Regulation 17A(1)	No. of Memberships in Audit/ Stakeholder Committee (s) including this Listed Entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in Listed Entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Dilip Patel	AACPP8236D	00013150	Non-Executive-Independent Director	20-10-1947	01-04-2014	01-04-2019	-	N.A.	N.A.	78 Months	02	02	06	05
Mr.	Ajai Nigam	ACIPN8290R	02820173	Non-Executive - Independent Director	29-08-1949	01-04-2014	01-04-2019	-	N.A.	N.A.	78 Months	01	01	01	00
Mr.	Amrendra Prasad Verma	AANPV8215D	00236108	Non-Executive-Independent Director	29-12-1952	01-04-2014	01-04-2019	-	N.A.	N.A.	78 Months	03	03	06	03
Mr.	Sunil Srivastav	AMOPS9996H	00237561	Non-Executive-Independent Director	21-03-1958	11-02-2020	16-09-2020	-	N.A.	N.A.	7.5 Months	05	05	03	02

Whether Regular Chairperson Appointed : Yes

Whether Chairperson is related to MD or CEO: Yes

<sup>§</sup>PAN number of any director would not be displayed on the website of Stock Exchange

<sup>¶</sup>Category of directors means executive /non-executive /independent /nominee. If a director fits into more than one category, write all categories separating them with hyphen.

<sup>\*</sup>To be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of Directors of the listed entity in continuity without any cooling off period i.e. the Tenure has been considered from the Initial Date of Appointment upto 30<sup>th</sup> September, 2020.

<sup>^</sup>The Initial date of Appointment has been considered from 1<sup>st</sup> April, 2014 for the Independent Directors in compliance with the Companies Act, 2013.

Shri Kailashchandra Nuwal (DIN: 00374378), has vacated his office of Director with effect from November 7, 2019.

@ Smt. Madhu Vij ceased to be Non- Executive Independent Director of the Company w.e.f 16.09.2020.

Note:

1. The number of posts of Chairperson /members in Audit and Stakeholder Committee includes the post of Chairperson/membership in listed as well as unlisted Public Companies as per Regulation 26(1) of Listing Regulations.





II. Composition of Committee					
Name of Committee	Whether Regular Chairperson Appointed	Name of Committee Members	Category (Chairperson / Executive/ Non-Executive/ Independent/Nominee/Member) <sup>a</sup>	Date of appointment	Date of Cessation
1. Audit Committee	Yes	1. Mr. Dilip Patel	Chairman - Non Executive- Independent Director	29-10-2018	-
		2. Mr. Ajai Nigam	Member- Non -Executive -Independent Director	14-11-2017	-
		3. Mr. Amrendra Prasad Verma	Member- Non -Executive- Independent Director	28-05-2015	-
		4. Mr. Manish Nuwal	Member- Executive - Managing Director -CEO	21-01-2009	-
Note: Smt. Madhu Vij ceased to be Non- Executive Independent Director of the Company w.e.f 16.09.2020.					
2. Nomination and Remuneration Committee	Yes	1. Mr. Amrendra Verma	Chairman - Non Executive -Independent Director	09-05-2019	-
		2. Mr. Dilip Patel	Member- Non -Executive- Independent Director	16-03-2009	-
		3. Mr. Ajai Nigam	Member- Non -Executive -Independent Director	28-05-2015	-
3. Stakeholders Relationship Committee	Yes	1. Mr. Amrendra Prasad Verma	Chairman - Non Executive- Independent Director	30-07-2018	-
		2. Mr. Manish Nuwal	Member- Managing Director -CEO	11-05-2018	-
		3. Mr. Anil Kumar Jain	Member- Executive Director	11-05-2018	-
4. Risk Management Committee	Yes	1. Mr. Manish Nuwal	Chairman - Managing Director - CEO	30-03-2019	-
		2. Mr. Anil Kumar Jain	Member- Executive Director	30-03-2019	-
		3. Mr. Suresh Menon	Member- Executive Director	30-03-2019	-
		4. Mr. Dilip Patel	Member- Non -Executive -Independent Director	30-03-2019	-
		5. Mr. Amrendra Prasad Verma	Member- Non -Executive- Independent Director	30-03-2019	-
		6. Mr. Sartaj Singh	Member	30-03-2019	-
		7. Mr. Nilesh Panpaliya	Member	30-03-2019	-
		8. Mr. Vivek Aparajit	Member	11-02-2020	-
5. Corporate Social Responsibility Committee	Yes	1. Mr. Satyanarayan Nuwal	Chairman - Executive Director	26-05-2014	-
		2. Mr. Manish Nuwal	Member- Managing Director -CEO	26-05-2014	-
		3. Mr. Ajai Nigam	Member- Non -Executive -Independent Director	26-05-2014	-



*[Handwritten signature]*



**Note:**

1. The date of appointment of Chairperson is taken as the date when he was appointed as the Chairperson of the Committee.

2. The date of appointment of member is taken as the date when he was appointed as the member of the Committee.

<sup>6</sup>Category of Directors means executive /non-executive /independent /nominee. If a Director fits into more than one category, write all categories separating them with hyphen.

**III Meeting of Board of Directors**

Date(s) of Meeting (If any ) in the Previous Quarter	Date(s) of Meeting (If any ) in the relevant quarter	Whether requirement of quorum met	Number of Directors present**	Number of Independent Directors present**	Maximum gap between any two consecutive Meeting (in number of days)
-	July 31, 2020	Yes	9	5	-
-	September 14,2020	Yes	9	5	44 days

\*\*Details pertaining to attendance of Directors and independent directors are for current quarter Meetings.

**IV Meeting of Committees**

Type of Meetings	Date(s) of Meeting of the Committee in the relevant quarter	Whether requirement of quorum met (details)*	Number of Directors present*	Number of Independent Directors present*	Maximum gap between any two consecutive meetings in number of days*
Audit Committee	31-07-2020	Yes	5	4	-
Audit Committee	14-09-2020	Yes	5	4	44 days
Nomination and remuneration committee	31-07-2020	Yes	3	3	-
Stakeholders Relationship Committee	31-07-2020	Yes	3	1	-
Stakeholders Relationship Committee	14-09-2020	Yes	2	1	44 days
Corporate Social Responsibility Committee	31-07-2020	Yes	3	1	-
Corporate Social Responsibility Committee	14-09-2020	Yes	2	1	44 days

\*This information has to be mandatorily be given for Audit Committee, for rest of the committees giving this information is optional.

\*\* To be filled in only for the current quarter meetings

\*\* To be filled in only for the current quarter meetings.





V Related Party Transactions	
Subject	Compliance Status (Yes/No/N.A.) <sup>5</sup>
Whether prior approval of Audit Committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A.
Whether Details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes
<b>Note</b>	
1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For Example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated, similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.	
2. If status is "No" details of non-compliance may be given here.	

VI Affirmations		
Sr. No.	Subject	Compliance Status
1.	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 (Note 1)	Yes
2.	The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. a. Audit Committee b. Nomination and Remuneration Committee c. Stakeholders Relationship Committee d. Risk Management Committee (applicable to top 500 listed entities)	Yes Yes Yes Yes
3.	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulation, 2015.	Yes
4.	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulation, 2015.	Yes
5.	This report and/or the report submitted in the previous quarter, has been placed before Board of Directors. The Corporate Governance Report for the quarter ended on June 30, 2020 was placed before the Board at its meeting held on July 31, 2020. The Corporate Governance Report for the quarter and half year ended on September 30, 2020 shall be placed before the Board at its next meeting to be held on or before November 14, 2020	Yes
6.	Any comments/ observations/ advice of Board of Directors may be mentioned here	-
<b>Note:-</b>		
1. Smt. Madhu Vij, Non Executive Independent Director (Women Director) of the Company has not been reappointed by the Shareholders in the 25th Annual General meeting of the Company, hence the casual vacancy has been arisen on the Board and it will be filled up by the Board of Directors at the earliest but not later than immediate next Board Meeting or 3 Months from the date of such vacancy whichever is later.		

For Solar Industries India Limited

  
Khushboo Pasari  
Company Secretary &  
Compliance Officer





Corporate Governance Report		
Name of the Listed Entity:	Solar Industries India Limited	
Period:	Half Year ended September 30, 2020	
<b>Affirmations</b>		
Broad heading	Regulation Number	Compliance status (Yes/No/NA)
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of the Nomination and Remuneration committee at the annual general meeting	19(3)	Yes
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
<b>Note</b>		
<ol style="list-style-type: none"> <li>1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</li> <li>2. If status is "No" details of non-compliance may be given here.</li> <li>3. If the Listed Entity would like to provide any other information the same may be indicated here.</li> </ol>		

For Solar Industries India Limited

*Khushboo Pasari*  
 Khushboo Pasari  
 Company Secretary &  
 Compliance Officer

