

SECURITIES AND EXCHANGE BOARD OF INDIA

**CORRIGENDUM TO THE ORDER DATED MARCH 21, 2025 BEARING
REFERENCE NUMBER WTM/AB/CFD/19/2024-25 IN THE MATTER OF SOLAR
INDUSTRIES INDIA LIMITED**

1. SEBI issued an order dated March 21, 2025 bearing reference number WTM/AB/CFD/19/2024-25 (hereinafter referred to as "the Order").
2. The name of the Proposed Acquirer occurring wherever in the Order shall be read as "Sohan Devi Nand Lal Nuwal Family Trust".
3. The Order shall always be read with this Corrigendum.
4. A copy of this Corrigendum shall be served on the Proposed Acquirer.

PLACE: MUMBAI

DATE: MARCH 25, 2025



Ashwani Bhatia

ASHWANI BHATIA

WHOLE TIME MEMBER

SECURITIES AND EXCHANGE BOARD OF INDIA

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ORDER

Under sections 11(1) and 11(2)(h) of the Securities and Exchange Board of India Act, 1992 read with regulation 11(5) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

In the matter of Proposed Acquisition of Shares and Voting Rights in –

TARGET COMPANY	PROPOSED ACQUIRER
Solar Industries India Limited	Sohan Devi Nand Lal Nuwal Trust

Background –

1. Solar Industries India Limited (hereinafter referred to as the “**Target Company**”) is a company incorporated under the Companies Act, 1956 having its registered office at “Solar” House, 14, Kachimet, Amravati Road, Nagpur - 440023. It was incorporated on February 24, 1995. The equity shares of the Target Company are listed on the BSE Ltd. (“**BSE**”) and National Stock Exchange of India Ltd. (“**NSE**”).
2. An Application dated January 23, 2025 was received by SEBI on January 29, 2025 (revised on March 10, 2025) along with emails dated February 18, 2025 and March 10, 2025 (together referred to as “**Application**”) seeking exemption from the applicability of regulation 3(1) read with regulation 4 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“**Takeover Regulations, 2011**”) in the matter of proposed direct acquisition of shares and voting rights in the Target Company by Sohan Devi Nand Lal Nuwal Trust (hereinafter referred to as “**Acquirer Trust**” or “**Proposed Acquirer**” or “**Applicant Trust**”).

Details of the proposed acquisition:

3. The Acquirer Trust *vide* the Application has submitted the following:
 - a) The issued, subscribed and paid up share capital of Solar Industries India Limited is INR 18,09,80,110/-divided into 9,04,90,055 equity shares of INR 2/-

each. The shareholding pattern of the Target Company, as on the date of application is as under:

Shareholding in the Target Company			
Sr. No.	Name	No. of shares	% shareholding
A. Promoters & Promoter Group			
1.	Manish Satyanarayan Nuwal	3,52,32,069	38.93%
2.	Kailash Chandra Nuwal	2,08,82,963	23.08%
3.	Indira Kailashchandra Nuwal	55,68,230	6.15%
4.	Satyanarayan Nandlalji Nuwal	32,38,254	3.58%
5.	Seema Manish Nuwal	12,43,440	1.37%
6.	Rahul Nuwal	25,315	0.03%
7.	Leeladevi Satyanarayan Nuwal	1,000	0%
8.	Sohandevi Nuwal	-	0.01%
Total Promoter Shareholding		6,61,91,271	73.15%
B. Public shareholding		2,42,98,784	26.85%
C.	Non Promoter-Non Public (by Employee Trust)	-	-
Total Shareholding		9,04,90,055	100%

- b) Sohan Devi Nand Lal Nuwal Trust is an irrevocable trust registered *vide* Trust Deed (amended and restated) dated December 31, 2024, settled under the provisions of the Indian Trusts Act, 1882. The details of the Settlers, Trustees and beneficiaries of the Acquirer Trust are tabulated below:

Details of The Acquirer Trust (Sohan Devi Nand Lal Nuwal Trust)		
Particulars	Person	Relationship
Settlers/transferors	Shri Kailash Chandra Nuwal (T1)	Promoter of the Target Company
	Smt. Indira Kailashchandra Nuwal (T2)	Promoter of the Target Company and wife of T1
Trustees	Shri Kailash Chandra Nuwal	Promoter of the Target Company

	Smt. Indira Kailashchandra Nuwal	Promoter of the Target Company and wife of T1
Beneficiaries	Shri Kailash Chandra Nuwal	Transferor and Promoter of the Target Company
	Smt. Indira Kailashchandra Nuwal	Transferor and Promoter of the Target Company
	Shri Rahul Nuwal	Elder son of transferors and Promoter of the Target Company
	Shri Rahil Nuwal	Younger son of Transferors
	Lineal Descendants of settlors	Lineal Descendants of transferors

- c) The Acquirer Trust proposes to acquire interest in the Target Company directly from the promoters of the Target Company.
- d) The direct acquisition of shares and voting rights in the Target Company by the Acquirer Trust is proposed to take place in the following manner:

Sr. No.	Transferor	Acquirer	No of Shares	Percentage
1.	Shri Kailash Chandra Nuwal	Sohan Devi Nand Lal Nuwal Trust	2,08,82,963	23.08%
2.	Smt. Indira Kailashchandra Nuwal		55,68,230	6.15%
TOTAL			2,64,51,193	29.23%

- e) Pursuant to the proposed acquisition of shares and voting rights by Acquirer Trust, the Acquirer Trust along with other promoters and members of the promoter group shall directly acquire control over the Target Company.
- f) There would be no alteration in total equity share capital of the Target Company as a result of the proposed acquisition. The shareholding pattern of the Target Company before and after the proposed acquisition will be as under:

Particulars	Shareholding before the proposed acquisition		Proposed Transaction		After the proposed acquisition	
	No. of Shares	% of shares	No. of Shares	% of shares	No. of Shares	% of shares
Promoters & Promoter Group (other than Acquirer)						
Manish Satyanarayan Nuwal	3,52,32,069	38.93%	-	-	3,52,32,069	38.93%
Kailash Chandra Nuwal	2,08,82,963	23.08%	(2,08,82,963)	(23.08%)	-	-
Indira Kailashchandra Nuwal	55,68,230	6.15%	(55,68,230)	(6.15%)	-	-
Satyanarayan Nandlalji Nuwal	32,38,254	3.58%	-	-	32,38,254	3.58%
Seema Manish Nuwal	12,43,440	1.37%	-	-	12,43,440	1.37%
Rahul Nuwal	25,315	0.03%	-	-	25,315	0.03%
Leeladevi Satyanarayan Nuwal	1,000	0.01%	-	-	1,000	0.01%
Sohandevi Nuwal	-	-	-	-	-	-
Total (A)	6,61,91,271	73.15%	(2,64,51,193)	(29.23%)	3,97,40,078	43.92%
Promoters & Promoter Group - Acquirer and PAC						
Sohan Devi Nand Lal Nuwal Trust	-	-	2,64,51,193	29.23%	2,64,51,193	29.23%
Total (B)	-	-	2,64,51,193	29.23%	2,64,51,193	73.15%
Total (A+B)	6,61,91,271	73.15%	-	-	6,61,91,271	73.15%
Public						
Public shareholding (C)	2,42,98,784	26.85%	-	-	2,42,98,784	26.85%
Non-promoter & Non-public						
Non-promoter & Non-public (D)	-	-	-	-	-	-

TOTAL A+B+C+D	9,04,90,055	100.00%	-	-	9,04,90,055	100.00%
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g) The abovementioned direct acquisition of shares and voting rights by the Acquirer Trust in the Target Company would attract the applicability of the provisions of regulations 3(1) and 4 of the Takeover Regulations, 2011. Vide the Application, the Acquirer Trust has sought exemption from SEBI in respect of the same.

Grounds for seeking exemption -

4. Vide the Application, the Acquirer Trust has, *inter-alia*, provided the following grounds for seeking exemption:

- (a) The proposed transaction is intended to streamline succession and welfare of the family members and their lineal descendants, being members of the promoter and promoter group of the Target Company;
- (b) The proposed direct acquisition is a non-commercial transaction which will not prejudice the interest of the public shareholders of the Target Company in any manner;
- (c) Post the proposed transaction, the Trustees would be the legal owners of 29.23% of the total equity share capital of the Target Company. The Trustees shall be holding the said equity shares of the Target Company for the benefit of the beneficiaries of the Family Trust. As discussed above, the Trustees and the beneficiaries of the Family Trust are promoters and members of the promoter group of the Target Company or their lineal descendants. Therefore, the current promoters and promoter group would continue to exercise control over the Target Company even pursuant to the proposed transaction;
- (d) The proposed transaction is only in the nature of transfer of equity shares within the promoters and promoter group of the Target Company, with no change in the overall promoters and promoter group shareholding in the Target Company. Pursuant to the proposed transaction, the promoters and promoter group will continue to hold an aggregate 73.15 % of the total equity share capital of the Target Company. The public shareholders will continue to hold an aggregate of 26.85% of the total equity share capital of the Target Company;
- (e) The Trust vide Trust Deed have submitted compliance with the criteria stipulated in guidelines stated in Chapter 8 of the Master Circular, i.e., Circular

No. SEBI/HO/CFD/PoD-1/P/CIR/2023/31 dated February 16, 2023(**SEBI Circular**) under Takeover Regulations, 2011.

Consideration-

5. I have considered the Application submitted by the Acquirer Trust and other material available on record. Before I proceed further, I deem it fit to draw reference to the provisions of regulations 3(1) and 4 of the Takeover Regulations, 2011, which state as under –

“Substantial acquisition of shares or voting rights.

3(1): *No acquirer shall acquire shares or voting rights in a target company which taken together with shares or voting rights, if any, held by him and by persons acting in concert with him in such target company, entitle them to exercise twenty-five per cent or more of the voting rights in such target company unless the acquirer makes a public announcement of an open offer for acquiring shares of such target company in accordance with these regulations*

Acquisition of control.

4 *Irrespective of acquisition or holding of shares or voting rights in a target company, no acquirer shall acquire, directly or indirectly, control over such target company unless the acquirer makes a public announcement of an open offer for acquiring shares of such target company in accordance with these regulations.”*

6. Without reiterating the facts as stated above, I note the following:

- (a) The Application submitted is in respect of the proposed direct acquisition of shares and voting rights in the Target Company, i.e., **Solar Industries India Limited**. The proposed acquisition as detailed above, which is to be made by the Acquirer Trust, will lead to direct acquisition of control of the Target Company and will attract the provisions of regulations 3(1) and 4 of the Takeover Regulations, 2011;
- (b) The proposed acquisition is in furtherance to an internal reorganization within the Promoter Family and is intended to streamline succession and promote welfare of Promoter Family. The proposed direct acquisition would be non-commercial transactions which would not affect or prejudice the interests of the public shareholders of the Target Company in any manner;

- (c) The Trustees and the beneficial owners of the Acquirer Trust are either individual promoters, or their immediate family relatives or lineal descendants;
- (d) There will be no change in control of the Target Company pursuant to the proposed acquisition, as stipulated under the Chapter 8 of SEBI Circular;
- (e) The pre-acquisition and post-acquisition shareholding of the promoters and promoter group in the Target Company will remain the same;
- (f) There will be no change in the public shareholding of the Target Company;
- (g) The Target Company shall continue to be in compliance with the Minimum Public Shareholding requirements under the Securities Contracts Regulation Rules, 1957 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (h) The Acquirer Trust have confirmed that it is in compliance with the Guidelines outlined in the SEBI Circular which contain the following clauses:
 - (i) The Acquirer Trust is in substance, only a mirror image of the promoters' holdings and consequently, there is no change of ownership or control of the shares or voting rights in the target company;
 - (ii) Only individual promoters or their immediate relatives or lineal descendants are Trustees and beneficiaries of the Acquirer Trust;
 - (iii) The beneficial interest of the beneficiaries of the Acquirer Trust has not been and will not in the future, be transferred, assigned or encumbered in any manner including by way of pledge / mortgage;
 - (iv) In case of dissolution of the Acquirer Trust, the assets will be distributed only to the beneficiaries of the trust or to their legal heirs;
 - (v) The Trustees will not be entitled to transfer or delegate any of their powers to any person other than one or more of themselves;
 - (vi) Any change in the trustees / beneficiaries and any change in ownership or control of shares or voting rights held by the Acquirer Trust shall be disclosed within 2 days to the concerned stock exchanges with a copy endorsed to SEBI for its record;
 - (vii) As far as the provisions of the SEBI Act, 1992 and the regulations framed thereunder are concerned, the ownership or control of shares

or voting rights will be treated as vesting not only with the Trustees but also indirectly with the beneficiaries;

- (viii) The liabilities and obligations of individual transferors under the SEBI Act, 1992 and the regulations framed thereunder will not change or get diluted due to transfers to the Acquirer Trust;
- (ix) The Acquirer Trust shall confirm, on an annual basis, that they are in compliance with the exemption order passed by SEBI. The said confirmation shall be furnished to the Target Company which it shall disclose prominently as a note to the shareholding pattern filed for the quarter ending March 31 each year, under regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (x) The Acquirer Trust shall get its compliance status certified from an independent auditor annually and furnish the certificate to the stock exchanges for public disclosure with a copy endorsed to SEBI for its records;
- (xi) The proposed acquisition is in accordance with the provisions of the Companies Act, 2013 and other applicable laws;
- (xii) The transferors were disclosed as promoters in the shareholding pattern filed with the stock exchanges for a period of at least 3 years prior to the proposed acquisition;
- (xiii) There is no layering in terms of trustees / beneficiaries in case of the Acquirer Trust;
- (xiv) The Trust Deed do not contain any limitation of liability of the Trustees / beneficiaries in relation to the provisions of the SEBI Act, 1992 and all regulations framed thereunder.

7. Considering the aforementioned, I am of the view that exemption as sought for in the Application (read with further submissions) may be granted to the Proposed Acquirer, subject to certain conditions as ordered herein below.

Order

8. I, in exercise of the powers conferred upon me under section 19 read with sections 11(1) and 11(2)(h) of the SEBI Act, 1992 and regulation 11(5) of the Takeover Regulations, 2011, hereby grant exemption to the Proposed Acquirer, viz., **Sohan**

Devi Nand Lal Nuwal Trust, from complying with the requirements of regulation 3(1) read with regulation 4 of the Takeover Regulations, 2011 with respect to the proposed direct acquisition in the Target Company, viz., **Solar Industries India Limited**, by way of proposed transaction as mentioned in the Application.

9. The exemption so granted is subject to the following conditions:

- (a) The proposed acquisition shall be in accordance with the relevant provisions of the Companies Act, 2013 and other applicable laws.
- (b) On completion of the proposed acquisition, the Proposed Acquirer shall file a report with SEBI within a period of 21 days from the date of such acquisition, as provided in the Takeover Regulations, 2011.
- (c) The statements / averments made or facts and figures mentioned in the Application and other submissions by the Proposed Acquirer are true and correct.
- (d) The Proposed Acquirer shall ensure compliance with the statements, disclosures and undertakings made in the Application. The Proposed Acquirer shall also ensure compliance with the provisions of the SEBI Circular.
- (e) The Proposed Acquirer shall also ensure that the covenants in the Trust Deed are not contrary to the above conditions. In such case, the Trust Deed shall be suitably modified and expeditiously reported to SEBI.

10. The exemption granted above is limited to the requirements of making open offer under the Takeover Regulations, 2011 and shall not be construed as exemption from the disclosure requirements under Chapter V of the aforesaid Regulations; compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015, Listing Agreement / SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable Acts, Rules and Regulations.

11. The exemption granted above from making an open offer in respect of the Proposed Acquisition shall remain valid for a period of one (1) year from the date of this Order and the Applicant shall complete the implementation of the Proposed Acquisition within such period, failing which the granted exemption shall lapse and cease to exist.

12. The Application dated January 23, 2025 (revised on March 10, 2025) read with other submissions, filed by **Sohan Devi Nand Lal Nuwal Trust** is accordingly disposed of.

PLACE: MUMBAI

DATE: MARCH 21, 2025



ASHWANI BHATIA

WHOLE TIME MEMBER

SECURITIES AND EXCHANGE BOARD OF INDIA