

SUNDARAM FINANCE LIMITED (SFL)
CODE OF PRACTICES AND PROCEDURES FOR
FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION
(as amended on 29th March 2019)

(formulated in line with Sub-Regulation (1) of Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015 read with Schedule A thereof)

- (A) This Code may be called “SFL Code for FDUPSI”.
- (B) This Code shall come into force from 1st April 2019.
- (C) Covenants of the Code are:
1. SFL shall ensure to make prompt public disclosure of unpublished price sensitive information (UPSI) that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.

‘UPSI’ means any information which is likely to materially affect the price of the securities and shall include financial results, dividends, change in capital structure, mergers, demergers, acquisitions, delistings, disposals and expansion of business and such other transactions, changes in key managerial personnel and material events in accordance with the Listing Agreement.

‘Generally available information’ means information that is accessible to the public on a non-discriminatory basis.

2. SFL shall ensure to make uniform and universal dissemination of UPSI to avoid selective disclosure.
3. SFL has designated Sri M Ramaswamy, Chief Financial Officer as a Chief Investor Relations Officer to deal with dissemination of information and disclosure of UPSI.
4. SFL shall ensure prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. SFL shall ensure to make appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. SFL shall ensure that information shared with analysts and research personnel is not an UPSI.
7. SFL shall 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. SFL shall handle all UPSI on a need-to-know basis.

Persons of SFL, who are in possession or access to UPSI, shall handle such information with care and to deal with the information with them when transacting their business strictly on a need-to-know basis. No UPSI shall be communicated to any person except where such communication is in furtherance of legitimate purposes as laid down in the Policy for Determination of Legitimate Purposes forming part of this Code, performance of duties or discharge of legal obligations.



SFL Policy for Determination of Legitimate Purposes

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

The SFL Policy (Policy) for Determination of Legitimate Purposes shall come into effect from 1st April 2019.

The Policy is being framed in compliance with the requirement stipulated under Regulation 3(2A) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (the Regulations), for determination of legitimate purposes. The Policy shall form part of the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Code of Conduct framed under Regulations 8 and 9 of the Regulations.

An insider shall not communicate or share any unpublished price sensitive information (UPSI) relating to the Company or securities listed or proposed to be listed, to any person, except in furtherance of legitimate purposes as under:

1. The sharing of UPSI shall be in the ordinary course of business.
2. The sharing of UPSI shall be in connection with plans of the Company, relating to the operations, diversification, expansion, restructuring or discharge of legal obligations.
3. Such sharing of UPSI shall be with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants.
4. The sharing of UPSI has not been carried out to evade or circumvent the prohibitions of the Regulations.

Any person who is in receipt of UPSI pursuant to a legitimate purpose shall be deemed to be an insider for the purpose of compliance with the Regulations. Due notice shall be given by the Company to such person(s) for the purpose of maintaining confidentiality of UPSI in accordance with the provisions of the Regulations.

