



SURANA TELECOM AND POWERLIMITED

(CIN- L23209TG1989PLC010336)

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Secunderabad-500 003

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI)

[Under Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015]

INTRODUCTION:

The Securities and Exchange Board of India (SEBI), in its endeavour to protect the interests of investors in general, has formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015, under the powers conferred on it under the SEBI Act, 1992. These regulations were notified on 15th January, 2015 and came into force with effect from the One Hundred and Twentieth (120th) Day from the date of its notification i.e. with effect from 15th May, 2015. These regulations shall be applicable to all companies whose shares were listed on Indian stock exchanges. It is mandatory in terms of the Regulations for every listed company/entity to formulate a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

In order to comply with the mandatory requirement of the Regulations, it was necessary to formulate a specific Code of Fair Disclosure for SURANA TELECOM AND POWER Limited (hereinafter referred to as 'the Company') for use by its Promoters, Directors, Officers, Employees, and Connected Persons hereinafter called as "***the Code***".

This document embodies the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information to be adopted by the Company and followed by its Directors, Officers, Employees and Connected Persons. The Code seeks to ensure timely, fair and adequate disclosure of price sensitive information to the investor community by the Company to enable them to take informed investment decisions with regard to the Company's Securities.

DEFINITIONS AND INTERPRETATION:

The Code has been formulated as per the principles envisaged in Schedule A to the SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended) and the terms or expressions used, unless explicitly defined herein shall have same

meaning as defined, interpreted or construed in/for the purpose of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended).

OBJECTIVE OF THE PRINCIPLES OF FAIR DISCLOSURE:

Fair disclosure of events and occurrences that could impact price discovery in the market for the Company's securities. Adhering to principles of fair disclosures such as, equality of access to information, publication of policies or decisions such as those on, dividend, inorganic growth pursuits, calls and meetings with analysts, publication of transcripts of such calls and meetings and like as are set in the schedule to the SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended).

CHIEF INVESTOR RELATIONS OFFICER:

The Company Secretary of the Company shall act as Chief Investor Relations Officer (CIRO) who shall deal with dissemination of information and disclosure of unpublished price sensitive information. The CIRO shall be responsible for prompt public disclosure of unpublished price sensitive information that would impact price discovery, in order to make credible and concrete information generally available.

The CIRO shall ensure uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure. In the event of inadvertent selective disclosure of unpublished price sensitive information, prompt dissemination action shall be taken by CIRO to ensure such information is generally available. Unpublished Price Sensitive Information shall be handled on a "need to know" basis i.e. will be disclosed only who need the information to discharge their duty.

RESPONDING TO MARKET RUMOURS:

The CIRO in concurrence of Managing Director shall make appropriate and fair response to queries on news reports and requests for verification of market rumours by Regulatory authorities.

DISCLOSURE/DISSEMINATION OF UNPUBLISHED PRICE SENSITIVE INFORMATION TO ANALYSTS AND RESEARCH PERSONNEL:

Chairman/ Managing Director shall disclose any information (which should not be Unpublished Price Sensitive Information) of the Company to analysts and research personnel. All the officials of the Company should follow the guidelines given hereunder while dealing with analysts and institutional investors:-

(i) Sharing of non-public information:-

Chairman/Managing Director shall provide only public information to the analysts/research persons/large investors like institutions. In case, non-public information (which will not be unpublished price sensitive information) is proposed to be provided, the person proposing to do so shall provide information only after concurrence of Chairman & Managing Director in advance.

(ii) Recording of discussion:-

Chief Investor Relations Officer shall ensure that transcripts or records of proceedings of meetings with analysts and other investor relations conferences are uploaded on the official website of the Company to ensure official confirmation and documentation of disclosures made.

Principles of Fair Disclosure for purposes of Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information are set out in Schedule A as prescribed under SEBI (Prohibition of Insider Trading) Regulations, 2015 which also forms part of Principle for Fair Disclosures.

POLICY FOR DETERMINATION OF “LEGITIMATE PURPOSES”

The sharing of Unpublished Price Sensitive Information (UPSI) by an insider shall be only for “legitimate purpose”. The purpose for which UPSI is shared may be considered "Legitimate Purpose" if, it satisfies the following criteria:

- i. The UPSI shall be shared only on 'need to know' basis.
- ii. Such sharing of UPSI shall be in the ordinary course of business such as performance of duties, discharge of legal obligations, etc. 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 the Regulations.
- iii. The insider shall share the UPSI with the external agencies only in the interest of the Company and/or in compliance with the requirements of the law.
- iv. Any person in receipt of UPSI pursuant to a legitimate purpose shall be considered an "insider" and due notice shall be given to such person to maintain confidentiality of UPSI.
- v. The insider sharing UPSI shall ensure that such third party is also bound by nondisclosure or confidentiality agreements and the liabilities involved which

shall mention the duties and responsibilities of such person with respect to such UPSI and the liabilities involved if such person misuses or uses such UPSI in breach of the Company's Insider Trading Code.

UPLOADING OF THE CODE ON THE COMPANY'S WEBSITE

This Code and any amendments thereto shall be available on the website of the Company.

CODE OF FAIR DISCLOSURE:

The Board of Directors of SURANA TELECOM AND POWER Limited have always thrived to conduct its business in a fair and transparent manner with a view to protect the interest of all the stakeholders in the Company. Towards achieving this objective, the Company and the members of the Board, Officers, all employees and connected persons shall adhere to the following principles of fair disclosure of unpublished price sensitive information in letter as well as in spirit:

1. The Company shall ensure 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. The Company shall ensure Uniform and universal dissemination of unpublished price sensitive unpublished price sensitive information to avoid selective disclosure.
3. The Company Secretary / Compliance Officer of the Company shall act as the Chief Investor Relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. The Company shall make prompt dissemination of Unpublished Price Sensitive Information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. The Company shall provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. The Company will ensure that information shared with analysts and research personnel, if any, is not unpublished price sensitive information.
7. The Company shall develop and follow 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. The Company shall handle of all unpublished price sensitive information on a need to-know basis.

The Managing Director of the Company, subject to approval of the Board, is authorised to amend or modify this Code in whole or in part. The Board of Directors may stipulate further guidelines, procedures and rules, from time to time, to ensure fair disclosure of unpublished price sensitive information.

This Code and every subsequent modification, alteration or amendment made thereto, shall also be intimated to the Stock Exchange where the securities of the Company are listed.

This Code has been adopted by the Board of Directors of SURANA TELECOM AND POWER Limited in their meeting and any subsequent modification(s)/ amendment(s) to SEBI (Prevention of Insider Trading) Regulations, 2015 shall automatically apply to this Code.
