

28th March 2019.

National Stock Exchange of India Limited,
"Exchange Plaza",
Bandra-Kurla Complex, Bandra (East),
Mumbai-400051.

BSE Limited,
P.J. Towers,
Dalal Street,
Mumbai-400001.

Dear Sirs,

Sub.: Approval of various Codes / Corporate Governance Policies.

Ref.: Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended.

- 1) In terms of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015, as amended, the Board of Directors of the Company, by way of circular resolution, has amended the following Codes to be effective from 1st April 2019:
 - i) Code of Conduct to regulate, monitor and report trading by Insiders pursuant to the Regulations (copy enclosed); and
 - ii) Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (copy enclosed).
- 2) Further, in terms of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended, the Board of Directors of the Company, by way of circular resolution, has amended following Corporate Governance Policies to be effective from 1st April 2019:
 - i) Policy on Material Subsidiary,
 - ii) Policy on materiality of related party transactions and dealing with related party,
 - iii) Board Diversity and Remuneration Policy, and
 - iv) Code of Ethics for Directors and Senior Management.

This is for your information as also for the information of your members and the public at large.

Thanking you,

Yours faithfully,

For Suzlon Energy Limited

H.A.Kanuga
Hemal A.Kanuga,
Company Secretary.



Encl.: As above.

SUZLON ENERGY LIMITED (SEL)

**CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY INSIDERS
(THE “CODE”)**

Effective Date: 1st April 2019

SUZLON ENERGY LIMITED (SEL) - CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY INSIDERS (THE “CODE”)

[Under Regulation 9(1) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015]

Effective Date: 1st April 2019

1. INTRODUCTION

- a. In the normal course of business, the Directors, certain Employees and Connected Persons may have access to or possess privileged information / Unpublished Price Sensitive Information (“UPSI”) relating to operations of Suzlon Energy Limited (“SEL”) and its subsidiaries. Therefore, such persons have an important ethical and legal obligation not to engage in acts prohibited under Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015 (the “Regulations” or “SEBI PIT Regulations”). No Insider, including Director / Designated Person, shall trade in the Company’s Securities that are listed or proposed to be listed on a stock exchange when in possession of, or having access to, UPSI. When a person who has traded in securities of the Company has been in possession of UPSI, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession. However, an Insider may prove his innocence in the manner prescribed in the Regulations. Along with regulating, monitoring and reporting insider trading, the Regulation protects interest of the investors as well as ensures fair dealings in the securities market. Insider trading is a crime; therefore, the persons involved may be subject to criminal as well as civil liabilities.
- b. As required under Chapter IV – Regulation 9(1) of the Regulations, SEL has formulated this Code with following objectives:
 - i) to inform all the concerned within SEL & its Subsidiaries of their duties under this Code and Regulations;
 - ii) to establish additional safeguards for dealings by Directors / Designated Persons and their Immediate Relatives;
 - iii) to regulate, monitor and report trading by the Directors / Designated Persons and their Immediate Relatives towards achieving compliance with the Regulations; and
 - iv) to adopt minimum standards as set out in Schedule B to the Regulations.

2. DEFINITIONS

In this Code, unless otherwise defined, the terms used have the meaning as defined under the Regulations:

- a. Board – means the board of directors of Suzlon Energy Limited and, where the context permits, shall include any committee thereof.
- b. CEO – means the Chief Executive Officer of the Company and in his absence, a person who is acting as such and discharging the functions of the CEO, by whatever name called.
- c. Code – means SEL’s Code of Conduct to regulate, monitor and report trading by Insiders, as approved and amended by the Board from time to time.
- d. Company or “SEL”– means Suzlon Energy Limited.
- e. Compliance Officer – means any senior officer, designated so and reporting to the Board, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the Regulations and who shall be responsible for compliance of policies, procedures,

maintenance of records, monitoring adherence to the rules for the preservation of UPSI, monitoring of Trades and the implementation of the codes specified in the Regulations under the overall supervision of the Board.

Note - For the purpose of this definition, the term “financially literate” shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, statement of profit and loss and statement of cash flows.

- f. Connected Persons – this term shall have the meaning given to it under Regulation 2(d) of the Regulations and shall also include such other persons as may be identified by the Board to be Connected Persons from time to time.
- g. Designated Persons – means such persons specified by the Board in consultation with the Compliance Officer to be “Designated Persons” for coverage under the Code, on the basis of their role and function in the organisation and the access that such role and function would provide to UPSI in addition to seniority and professional designation and shall include:
 - i) Employees of SEL in the category / grade of “Senior General Manager” and above specifically including Key Managerial Personnel of SEL;
 - ii) Employees of Material Subsidiaries of SEL in the category / grade of “Senior General Manager” and above;
 - iii) All Promoters, members of the Promoter Group of SEL;
 - iv) CEO of SEL and employees up to 2 (two) levels below CEO of SEL and its Material Subsidiaries, if not covered under point no.2(g)(i);
 - v) Such other persons as may be identified from time to time, including support staff (such as IT, Legal, finance, accounts, secretarial, corporate communications etc.) who may have access to UPSI.
- h. Directors – means the Director of the Company and its Material Subsidiaries.
- i. generally available information – means information that is accessible to the public on a non-discriminatory basis. In this regard, information published on the website of the stock exchanges where the equity shares of the Company are listed as well as on the website of the Company would ordinarily be treated as generally available.
- j. Immediate Relative – means the spouse of a person and includes parent, sibling and child of such person or of the spouse, any of whom is either dependent financially on such person or consults such person in taking decisions relating to trading in Securities.

Note – This is to clarify that “spouse” of a person is presumed to be an “Insider” even if he or she is not dependent financially on such person or does not consult such person in taking decisions relating to trading in Securities.

- k. Insider – this term shall have the meaning as assigned to it under Regulation 2(g) of the Regulations.
- l. Key Managerial Personnel - this term shall have the meaning as assigned to it under Section 2(51) of the Companies Act, 2013, as amended.
- m. Legitimate Purpose – this term shall include sharing of UPSI 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 the Regulations.

- n. Material Financial Relationship – means a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding 12 (twelve) months, equivalent to at-least 25% of such payer’s annual income but shall exclude relationships in which the payment is based on arm’s length transactions.
- o. Material Subsidiary – this term shall have the meaning assigned to it under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- p. Promoter and Promoter Group – these terms shall have their respective meanings assigned to them under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;
- q. Securities – this term shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof except units of a mutual fund.
- r. Trade, traded or trading – means and includes subscribing, buying, selling, dealing or agreeing to subscribe, buy, sell, deal in any Securities of the Company.
- s. trading day – means a day on which the recognised stock exchanges are open for trading.
- t. Unpublished Price Sensitive Information or UPSI – means any information which relates to the Company or its Securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the Securities of the Company and shall, ordinarily include but not be restricted to, information relating to the following:
 - i) financial results;
 - ii) dividends;
 - iii) change in capital structure;
 - iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions; and
 - v) changes in Key Managerial Personnel;
- u. Working Day – means working day at the Registered Office of the Company.

3. APPLICABILITY & DECLARATION

- a. The Code is applicable to all Directors / Designated Persons and to the extent specified, to their Immediate Relatives. As and when any person has been identified as the “Designated Person”, a communication in this regard will be sent to the concerned Designated Person.
- b. All Directors / Designated Persons are advised to carefully go through and familiarise themselves with and adhere to the Code.
- c. In case a Director / Designated Person holds Securities jointly with any other person, related or not, such holding will be considered as the holding of the Director / Designated Person. Accordingly, all the provisions of the Code shall be applicable in totality.
- d. All Directors / Designated Persons are required to confirm their understanding of and agreement to comply with the Code within 30 (thirty) days of the Code taking effect (i.e., latest by 30th April 2019) or within 7 (seven) days of becoming Director / Designated Person, as the case may be, by signing a Declaration in the format prescribed in **Annexure A – Declaration by Director / Designated Person.**

4. COMPLIANCE OFFICER & HIS RESPONSIBILITIES

- a. The Company Secretary of SEL shall be the Compliance Officer who shall be responsible for the implementation of the Code under the overall supervision of the Board. He shall also be responsible for setting forth policies and procedures for various activities mentioned in the Code, maintenance of records, monitoring adherence to the rules for the preservation of UPSI, monitoring of Trades and granting pre-trading approvals to the Directors / Designated Persons for trading in the Company's Securities, by them or their Immediate Relatives.
- b. The Compliance Officer shall provide reports to the Chairman of the Audit Committee, if any or to the Chairman of the Board regarding details of pre-clearances granted and Trades undertaken pursuant to the said pre-clearances by Directors / Designated Persons on a quarterly basis.
- c. The Compliance Officer shall assist all Directors / Designated Persons in addressing any clarification regarding the Regulations or the Code.
- d. The Board shall in consultation with the Compliance Officer specify the Directors / Designated Persons to be covered by the Code and the Compliance Officer shall maintain a record (either manual or in electronic form) of the Directors / Designated Persons and their Immediate Relatives and changes thereto on a quarterly basis. The Compliance Officer shall also provide a summary of such record to the Board on a quarterly basis. Further, the Board (simultaneously with approving this Code) confirms that, unless determined by the Board otherwise, person(s) holding positions / designations specified under Clause 2(g)(i) to (iv) to this Code shall be deemed to be "Designated Persons" for the purposes of the Company.
- e. It is acknowledged that additional persons may have to be added as 'Designated Person(s)' on a case to case basis, in terms of Clause 2(g)(v) or otherwise, depending on business / transactions being undertaken by the Company from time to time and the access that such additional persons are given / may have to UPSI. The CEO of the Company, in consultation with the Compliance Officer, shall have the authority to identify such person(s) to be 'Designated Person(s)' for the purposes of this Code. Upon such identification such person(s) shall be:
 - i) given a prior written notice and be provided reference / web link to this Code and SEBI PIT Regulations;
 - ii) made aware about the duties and responsibilities attached to receipt of inside information and liability that attaches to misuse or unwarranted use of such information on case to case basis;
 - iii) Notwithstanding Clauses 4(e)(i) and (ii) above and without reliance on the Company and any of its officers, such person(s) shall be required to independently and carefully go through and familiarise him / themselves with and adhere to the Code and SEBI PIT Regulations; and to ensure applicable compliance with this Code and the SEBI PIT Regulations at all time;
 - iv) required to enter into Confidentiality Agreements or Non-Disclosure Agreements, if it is felt necessary; and
 - v) required to complete all the formalities including furnishing declarations / information etc. as applicable in the prescribed time.
- f. The person(s) so identified by the CEO to be 'Designated Person(s)' may also cease to be 'Designated Person(s)' upon completion of certain business / transaction(s) or change in person(s) status or involvement in such business / transaction(s). In such a circumstance, the CEO, in consultation with the Compliance Officer, shall have the authority to notify such person(s) that he / they has / have ceased to be 'Designated Person(s)' for the purposes of this Code.

5. PRESERVATION OF UNPUBLISHED PRICE SENSITIVE INFORMATION

a. Confidentiality

All Directors / Designated Persons shall maintain confidentiality of all UPSI coming into their possession, or control or access.

b. Sharing of UPSI on need – to – know basis

i) All information shall be handled within the Company on a need-to-know basis and no person shall communicate, provide or allow access to any UPSI and / or no person shall procure from or cause the communication by any Insider of any UPSI, except in furtherance of the Legitimate Purposes, performance of duties or discharge of legal obligations;

ii) Notwithstanding anything contained in Clause 5(b)(i) above, UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction that would:

- entail an obligation to make an open offer under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the “Takeover Regulations”) where the Board is of informed opinion that sharing of such information is in the best interests of the Company,
- not attract the obligation to make an open offer under the Takeover Regulations but where the Board is of informed opinion that sharing of such information is in the best interests of the Company and the information that constitutes UPSI is disseminated to be made generally available at least 2 (two) trading days prior to the proposed transaction being effected in such form as the Board may determine to be adequate and fair to cover all relevant and material facts, and
- Provided that the Board requires such persons involved in communicating, providing, accessing or procuring UPSI to execute Confidentiality Agreements and Non-Disclosure Agreements and such persons shall keep information so received confidential, except for the purpose of mentioned in Clause 5(b)(ii) above, and shall not otherwise Trade in Securities of the Company when in possession of UPSI.

c. Limited access to confidential information

Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc.

d. Chinese Walls

To prevent the misuse of UPSI, the Company shall follow the ‘Chinese Wall’ approach and separate those departments which routinely have access to such information, considered as “inside areas” from other departments, considered as “public areas”. Employees in the inside areas shall not be allowed to communicate any UPSI to anyone in the public areas, except as may be required on a need-to-know basis, performance of duties or discharge of legal obligations or for Legitimate Purpose in accordance with the Code and the Regulations.

e. Sharing of UPSI pursuant to a Legitimate Purpose

i) Any person who is in receipt of UPSI pursuant to a Legitimate Purpose shall be considered as an Insider for the purpose of the Code and the Regulations;

ii) the Company shall give due notice to such persons to maintain confidentiality of such UPSI; and

iii) Such person has to ensure compliance with the SEBI PIT Regulations.

- f. Process for how and when people are brought ‘inside’ on sensitive transactions
- i) The CEO (in consultation with the Compliance Officer) shall give prior notice and reference / web link to this Code and SEBI PIT Regulations to such person(s) who are brought ‘inside’ on sensitive transaction(s);
 - ii) Such person(s) shall be made aware about the duties and responsibilities attached to receipt of inside information and liability that attaches to misuse or unwarranted use of such information on case to case basis;
 - iii) Notwithstanding anything contained in Clause 5(f)(i) and (ii) above and without reliance on the Company and any of its officers, such person(s) shall be required to independently and carefully go through and familiarise him / themselves with and adhere to the Code and SEBI PIT Regulations and to ensure applicable compliance with this Code and the SEBI PIT Regulations at all time;
 - iv) Confidentiality Agreements or Non-Disclosure Agreements may be signed with such person(s), if it is felt necessary;
 - v) Such person(s) shall be required to complete all the formalities including furnishing declarations / information etc. as applicable in the prescribed time;
 - vi) The person(s) so identified by the CEO may also cease to be ‘inside’ on sensitive transactions upon completion of certain business / transaction(s) or change in person(s) status or involvement in such business / transaction(s). In such a circumstance, the CEO, in consultation with the Compliance Officer, shall have the authority to notify such person(s) that he / they has / have ceased to be ‘inside’ for the purposes of this Code; and
 - vii) A list of such person(s) so notified and / or de-notified by the CEO to be ‘inside’ on sensitive shall be placed before the Board in its next meeting held post such notification / denotification.

6. TRADING WINDOW

All Directors / Designated Persons shall be subject to trading restrictions as enumerated below:

- a. The “Trading Window” for the purpose of the Code shall mean the period during which trading is permitted.
- b. The Trading Window shall be closed when the Compliance Officer determines that Directors / Designated Persons can reasonably be expected to have possession of UPSI, including for the following purposes-
 - i) declaration of financial results (periodical or annual);
 - ii) declaration of dividends (interim or final);
 - iii) change in capital structure;
 - iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
 - v) changes in Key Managerial Personnel; and
 - vi) such other events as the Compliance Officer may find appropriate.
- c. The Trading Window shall be closed as under:
 - i) Generally 10 (ten) days prior to the date of the Board meeting convened to consider such financial results and shall re-open 48 (forty eight) hours after the declaration of financial results;
 - ii) In case of particular circumstances, if so felt by the CEO, then, for the persons specified by the CEO who are directly aware of and / or involved in preparation and handling of the financial results of the Company (i.e., quarterly and annual financial results) – from the end of such

quarter / financial year or for such longer duration exceeding 10 (ten) days prior to the date of the Board meeting convened to consider such financial results till 48 (forty eight) hours after the declaration of the financial results.

Such persons may include one or more of the following, by whatever name called: (a) Managing Director of the Company, (b) Wholetime Director & COO of the Company, (c) Group Chief Executive Officer, (d) Group Chief Financial Officer, (e) Chief Financial Officer of the Company, (f) Head (Accounting) of the Company, (g) Senior Accounting Executives and other executives of the Company having access to the financial statements;

- iii) In other cases, for such period as the Compliance Officer deems fit and shall re-open 48 hours after the UPSI is announced to the Stock Exchanges or the UPSI become generally available.
- d. The Company shall ensure that the gap between clearance of accounts by audit committee and board meeting is as narrow as possible to avoid leakage of material information.
- e. Directors / Designated Persons and their Immediate Relatives shall not, either directly or through their advisors including investment managers, brokers, or other persons trading for or on behalf of their account, Trade in Securities when the Trading Window is closed.
- f. The Trading Window closure period may also be made applicable, generally or selectively, by the Compliance Officer to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, insolvency professional entities, consultants, banks etc., assisting or advising the Company.

7. **PRE-CLEARANCE OF TRADES**

- a. Trading by Directors / Designated Persons and their Immediate Relatives shall be subject to pre-clearance by the Compliance Officer when Trading Window is open if the transactions (either single or aggregate) in any financial year exceeds Rs.10,00,000/- (Rupees Ten Lacs Only). Every Director / Designated Person shall obtain pre-clearance of Trade as per the procedure prescribed hereunder for any trading in the Securities of the Company proposed to be undertaken by such Director / Designated Person or their Immediate Relatives exceeding the specified threshold.
- b. An application for pre-clearance along with an undertaking in favour of the Company shall be made in the format prescribed in **Annexure B - Application cum Undertaking for pre-clearance of Trade** to the Compliance Officer.
- c. On receipt of the pre-clearance application, the Compliance Officer shall scrutinize the application and grant his approval / rejection within 3 (three) Working Days after the receipt of the application. Prior to approving any Trades, the Compliance Officer shall be entitled to seek declarations to the effect that the Director / Designated Person who has applied for pre-clearance is not in possession of UPSI. He shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.
- d. The Trades that have been pre-cleared would need to be executed by the Director / Designated Persons or their Immediate Relatives, within 7 (seven) trading days from the date of pre-clearance, failing which fresh pre-clearance would need to be sought from the Compliance Officer.
- e. The Director / Designated Person shall file within 2 (two) trading days of the execution of the Trade by the Director / Designated Person or their Immediate Relatives, the details of such Trade, with the Compliance Officer in the format prescribed in **Annexure C – Reporting / Confirmation of execution of pre-cleared Trade**. In case the transaction is not undertaken, a report to that effect shall be filed in the format prescribed in **Annexure D – Reporting of non-execution of pre-cleared Trade** within 2 (two) trading days from the expiry of 7 (seven) trading

days. In addition to this, the Director / Designated Person shall also comply the Reporting Requirements mentioned in Clause 11(c) of the Code.

8. TRADING PLANS

- a. An Insider shall be entitled to formulate a Trading Plan for dealing in Securities of the Company and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan. By doing so, the possession of UPSI when a Trade under a Trading Plan is actually executed would not prohibit the execution of such trades that such Insider had pre-decided even before the UPSI came into being.
- b. A Trading Plan in relation to Securities of the Company shall:
 - i) not entail commencement of trading on behalf of the Insider earlier than 6 (six) months from the date of public disclosure of the Trading Plan. In other words, trading can commence only after 6 (six) months from the date of disclosure of the Trading Plan to the Stock Exchanges. It is clarified that such 6 (six) months period is only a statutory cool-off period and would not grant immunity from action if the Insider were to be in possession of the same UPSI both at the time of formulation of the plan and implementation of the same;
 - ii) not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the Company and the second trading day after the disclosure of such financial results;
 - iii) entail trading for a period of not less than 12 (twelve) months;
 - iv) not entail overlap of any period for which another Trading Plan is already in existence. It would be undesirable for an Insider to have multiple Trading Plans operating during the same time period;
 - v) set out either the value of trades to be effected or the number of Securities to be traded along with the nature of the trade (i.e. acquisition or disposal) and the intervals at, duration in or dates on which such trades shall be effected;
 - vi) not entail trading for market abuse;
- c. The Compliance Officer shall only approve a Trading Plan in accordance with the applicable provisions of the Regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the Trading Plan. Upon approval of the Trading Plan, the Compliance Officer shall notify the plan to the stock exchanges on which the Securities of the Company are listed.
- d. The following restrictions shall not be applicable for trades executed as per an approved Trading Plan:
 - i) pre-clearance of Trades;
 - ii) Trading Window norms; and
 - iii) restrictions on Contra Trade.
- e. The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the Trading Plan without being entitled to either deviate from it or to execute any trade in the Securities outside the scope of the Trading Plan. Further the implementation of the Trading Plan shall not be commenced if any UPSI in possession of the Insider at the time of formulation of the Trading Plan has not become generally available at the time of commencement of the implementation and in such event, the Trading Plan may be deferred until such UPSI is generally available information.

9. QUIET PERIOD

- a. The Company shall have quiet period prior to release of its financial results every quarter. During the quiet period, the Company's authorised spokespersons are not permitted to discuss the financial performance, earnings expectations and any other sensitive business matters with any analysts, institutional investors, key customers, media or public in general. Usually, during quiet period the Company should avoid making any major change / developments. The Key Managerial Personnel of the Company are authorised to decide any exceptions in this regard during the quiet period and certain major UPSIs can be notified to the Stock Exchanges. e.g. receipt of significant orders.
- b. The quiet period starts 10 (ten) days prior to the date of the Board Meeting for approval of quarterly / annual financial results and ends after the announcement of the financial results to the Stock Exchanges.

10. OTHER RESTRICTIONS / MINIMUM HOLDING PERIOD

- a. All Directors / Designated Persons and their Immediate Relatives who are permitted to Trade shall not enter into an opposite transaction, i.e. sell or buy any number of Securities of the Company during the next **6 (six) months** following the prior Trade ("Contra Trade"). This restriction on Contra Trade shall not be applicable for Trades pursuant to exercise of stock options.
- b. In case the sale of Securities of the Company is necessitated due to personal reasons like marriage or education expenses or due to medical emergencies, the holding period referred to above may be waived by the Compliance Officer after recording the reasons for waiver / relaxation in writing; provided that such relaxation does not violate the Regulations. It may however, be noted that in terms of the Regulations, no such sale will be permitted when the Trading Window is closed. The format for application of waiver of minimum holding period is provided in **Annexure E – Application for waiver of minimum holding period.**
- c. Notwithstanding the above, if the Director / Designated Person or their Immediate Relatives execute an opposite transaction, inadvertently or otherwise, in violation of the restrictions set out above, the profits from such trade shall be liable to be disgorged for remittance to the Securities and Exchange Board of India ("SEBI") for credit to the Investor Education and Protection Fund administered by SEBI under the Securities and Exchange Board of India Act, 1992.

11. REPORTING REQUIREMENTS

- a. Every Director / Designated Person of the Company shall disclose his / her holding and the holding of his / her Immediate Relatives and of any other person for whom such person takes trading decisions, of the Company's Securities (including derivatives) to the Compliance Officer within 30 (thirty) days of the Code taking effect (i.e., latest by 30th April 2019) and thereafter on annual basis within 30 (thirty) days of the end of every financial year (i.e. latest by 30th April every year) in the format prescribed in **Annexure F – Initial Disclosure by Director / Designated Person.**
- b. Every person on appointment as a Director or any person upon becoming a Designated Person shall disclose his / her holding and the holding of his / her Immediate Relatives and of any other person for whom such person takes trading decisions, of the Company's Securities (including derivatives) as on the date of appointment or becoming a Director / Designated Person to the Company within 7 (seven) days of such appointment or becoming a Designated Person. Such disclosure shall be made in the format prescribed in **Annexure G – Initial Disclosure on appointment of Director or upon becoming a Designated Person.**

- c. Every Director / Designated Person shall disclose to the Company the number of such Securities acquired or disposed of by him / her or by his / her Immediate Relatives within 2 (two) trading days of such transaction if the value of the Securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs.10,00,000/- (Rupees Ten Lacs Only). Such disclosure shall be made in the format prescribed in **Annexure H – Continual Disclosure by Director / Designated Person**. It is clarified for the avoidance of doubts that the disclosure of the incremental transactions after any disclosure under this sub-clause, shall be made when the transactions effected after the prior disclosure cross the threshold of Rs.10,00,000/- (Rupees Ten Lacs Only).
- d. The Company shall notify the particulars of such trading to all Stock Exchanges on which the Company is listed, within 2 (two) trading days of the receipt of the disclosure or from becoming aware of such information.
- e. Every Director / Designated Person shall be required to disclose the names, contact nos. including phone / mobile numbers, Permanent Account Number or any other identifier authorised by law of (i) the Immediate Relatives and (ii) the persons with whom such Director / Designated Person shares a Material Financial Relationship, on an annual basis and as and when the information changes. In addition, the names of educational institutions from which the Director / Designated Persons have graduated and names of their past employers shall also be disclosed on a one time basis. Such details form part of format prescribed in Annexure F – Initial Disclosure by Director / Designated Person or Annexure G – Initial Disclosure on appointment of Director or upon becoming a Designated Person, as may be applicable.
- f. The Compliance Officer shall maintain records of all the declarations and disclosures in the appropriate form given by the Directors / Designated Persons for a minimum period of 5 (five) years.
- g. The Compliance Officer may require other Connected Persons to make disclosures of holdings and trading in Securities of the Company in such form and frequency as he may determine.

12. CODE OF FAIR DISCLOSURE

The Company has prepared a ‘Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information’ (the “Code of Fair Disclosure”) as required by the Regulations. The Code of Fair Disclosure is uploaded on the Company’s website (www.suzlon.com).

13. PENALTY AND PROSECUTIONS FOR CONTRAVENTION OF THE CODE

- a. Insider trading attracts severe monetary penalties and other consequences. The regulatory agencies as well as aggrieved third parties have the right to proceed against the person violating the Regulations by way of injunctive action, nullification of the trading, etc.
- b. Any Director / Designated Person who Trades in Securities of the Company or communicates any information for trading in Securities of the Company in contravention of the Code shall be penalised and appropriate action shall be taken by the Board.
- c. The persons who violate the Code shall also be subject to disciplinary action by the Board, which may include monetary penalty, wage freeze, suspension, ineligible for future participation in ESOP, recovery, clawback etc.
- d. In case it is observed that there has been a violation of the Regulations, the Board shall report such violation to SEBI.

- e. Under Section 15G of the Securities and Exchange Board of India Act, 1992 (“SEBI Act”), any Insider who (i) either on his own behalf or on behalf of any other person, deals in securities of a body corporate listed on any stock exchange on the basis of any UPSI; or (ii) communicates any UPSI to any person, with or without his request for such information except as required in the ordinary course of business or under any law; or (iii) counsels, or procures for any other person to deal in any securities of anybody corporate on the basis of UPSI shall be liable to a penalty which shall not be less than ten lakhs rupees but which may extend to twenty five crore rupees or three times the amount of profits made out of insider trading, whichever is higher. Under Section 24 of the SEBI Act, anyone who contravenes the Regulations is punishable with imprisonment for a maximum period of ten years or with fine which may extend to twenty five crore rupees or with both. Further, in case any person fails to pay the penalty imposed by the adjudicating officer or fails to comply with any of his directions or orders, he shall be punishable with imprisonment for a term which shall not be less than one month but which may extend to ten years, or with fine, which may extend to twenty five crore rupees or with both.

14. MECHANISM FOR PREVENTION OF INSIDER TRADING

- a. In order to ensure compliance with the requirements given in the Regulations to prevent insider trading, the CEO or the Managing Director shall put in place adequate and effective system of internal controls as may be stipulated in the Regulations including but not limited to:
- i) Identify all employees having access to UPSI as Designated Persons;
 - ii) Identify all the UPSI and maintain its confidentiality;
 - iii) Impose adequate restrictions on communication or procurement of UPSI;
 - iv) Maintain list of all employees with whom UPSI has been shared and execute Confidentiality Agreement and / or serve notice to such persons for maintaining confidentiality of UPSI;
 - v) Undertake periodic process review to evaluate effectiveness of such internal controls; and
 - vi) Maintain a structured digital database containing the names of such persons or entities as the case may be with whom UPSI is shared along with PAN or any other identifier authorised by law and provide for adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.
- b. The Board shall ensure that the CEO or the Managing Director ensures compliance with Regulation 9(1) of the Regulations;
- c. The Audit Committee of the Board shall review compliance with the provisions of the Regulations at least once in a financial year and shall verify that the systems for internal controls are adequate and are operating effectively.
- d. Procedures for inquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information:
- i) The Company has in place Whistle Blower Policy to enable employees to report instances of leak of UPSI / suspected leak of UPSI;
 - ii) The procedures to be followed for inquiry in case of leak of UPSI or suspected leak of UPSI is detailed hereunder:
 - Any person (“Whistle Blower”) who discovers that there is an instance of leak of UPSI or suspects leak of UPSI can report such instance to the CEO or to the Management Assurance Department. The manner in which reporting can be made to the Management Assurance Department is specified in the Whistle Blower Policy of the Company available on the Company’s website (www.suzlon.com),
 - It being a matter of utmost importance, the Whistle Blower is advised to mention the subject line “LEAK OF UPSI” in all his email / written communications,

- Upon receipt of any reporting, the CEO shall forward a copy in confidence to the Management Assurance Department. On receipt of any reporting, the Management Assurance Department, as the first step, shall conduct examination about the genuineness of the reporting before conduct of inquiry,
- If the instance of leak of UPSI is found genuine, the Management Assurance Department (in consultation with the CEO) shall conduct appropriate inquiry in the matter specified in the Whistle Blower Policy and intimate its outcome to the Board and the Audit Committee at their next meeting,
- Based on the recommendations of the Board, the Company shall take further action in the matter and inform SEBI of such leaks, inquiries and results of such inquiries, and
- If it is established that the allegation was made by the Whistle Blower with mala fide intentions or was frivolous in nature, the Whistle Blower shall be subject to disciplinary action.

15. DISCLAIMER

- a. This Code may be reviewed for revisions periodically at regular intervals as the Board may determine but at least once in a year.
- b. This Code is subordinate to the SEBI PIT Regulations or other applicable statutory provisions and in the event of disparity between this Code and the SEBI PIT Regulations or other applicable statutory provisions (including due to subsequent amendments to the SEBI PIT Regulations or other applicable statutory provisions), the provisions of the Regulations will prevail.
- c. This Code is only internal code of conduct and one of the measures to avoid insider trading (and may not be immediately updated upon the SEBI PIT Regulations or other applicable statutory provisions getting amended). Every Insider is required to familiarise himself with the SEBI PIT Regulations or other applicable statutory provisions independently at all times (and consult his legal advisor, if he deems necessary) as it will be the primary responsibility of each Insider to ensure his part of compliance of this Code, SEBI PIT Regulations and other related statutes fully.

16. ANNEXURES

The following annexures as attached form part of the Code.

Annexure No.	Details
A	Declaration by Director / Designated Person
B	Application cum Undertaking for pre-clearance of Trade
C	Reporting / Confirmation of execution of pre-cleared Trade
D	Reporting of non-execution of pre-cleared Trade
E	Application for waiver of minimum holding period
F	Form A - Initial Disclosure by Director / Designated Person
G	Form B - Initial Disclosure on appointment of Director or upon becoming a Designated Person
H	Form C - Continual Disclosure by Director / Designated Person

ANNEXURE A
DECLARATION BY DIRECTOR / DESIGNATED PERSON

[Under Clause 3(d) of the Code]

<u>To:</u>	<u>From</u>	
The Compliance Officer,	Name	:
Suzlon Energy Limited (the “Company”)	Designation	:
“Suzlon”, 5, Shrimali Society,	Employee No.	:
Near Shri Krishna Complex,	Company Name	:
Navrangpura,	Tel. No.	:
Ahmedabad-380009	Email	:

I, the undersigned, being a Director / Designated Person as defined under Code of Conduct to Regulate, Monitor and Report Trading by Directors / Designated Persons (the “Code”) of Suzlon Energy Limited (the “Company”), hereby declare and confirm as under:

1. I have received, read and understood the Code;
2. I agree to comply with the Code and that I and my Immediate Relatives shall be bound by the Code to the extent applicable to us;
3. I agree to hold the Company harmless in the event of any investigation against me and / or my Immediate Relatives for any insider trading by the regulatory agencies;
4. I agree to compensate the Company for all economic losses, loss / damage to the Company's public image, fines imposed on the Company, any penalty imposed on the Company, suffered in or as a result of any investigation by regulatory agencies into my or my Immediate Relatives Trades; and
5. I agree to compensate the Company for all legal expenses incurred in defending itself in such investigations.

Date	:	Signature	:
Place	:	Name & Emp Code	:

Application cum Undertaking for pre-clearance of Trade

[Under Clause [7(b)] of the Code]

To:	From:
The Compliance Officer,	Name :
Suzlon Energy Limited (the “Company”)	Designation :
“Suzlon”, 5, Shrimali Society,	Employee No. :
Near Shri Krishna Complex,	Company Name :
Navrangpura,	Tel. No. :
Ahmedabad-380009.	Email :

Pursuant to Clause [7(b)] of the Code, I, the undersigned, hereby seek your approval to Trade in the Securities of the Company as per details given below:

S.N.	Particulars	Remarks
1.	Name of Person proposing to Trade	
2.	PAN of the person trading in Securities of the Company	
3.	Relationship with Director / Designated Person	
4.	Nature of Securities	
5.	Total No. of Securities held as of today	
6.	Nature of Transaction – Purchase / Sale	
7.	No. of Securities to be purchased / sold	
8.	Client ID of person mentioned at S.N. 1 above	
9.	DP ID	
10.	Name of the Depository	

I hereby declare that there will be no opposite transaction for 6 (six) months as per Clause [10(a)] of the Code. I hereby further declare and undertake that:

- I do not have any access nor have I received “Unpublished Price Sensitive Information” (UPSI) upto the date of this application.
- In the event of me having access to or receiving UPSI after the date of signing this application but before the execution of the transaction, I undertake to inform the Compliance Officer of the change in this position and shall completely refrain from trading in the Company’s Securities till the time such information becomes public.
- I have not contravened the Code as notified by the Company from time to time.
- I have made full and true disclosure to the Company in the matter.

Date :	Signature :
Place :	Name & Emp Code :

Approval / Rejection of pre-clearance of Trade

With reference to the above application for pre-clearance of Trade and on the basis of information submitted by you and relying entirely upon the application cum undertaking given by you in this regard, you are hereby granted permission to proceed with the trading in _____ number of Securities of the Company. Kindly note that this approval is valid only for a period of **7 (seven) trading days** from the date of this approval and you are requested to proceed with the trading within the specified time. In the event you are not able to proceed with the trading within the specified time, you would be required to re-submit your application for fresh consideration.

OR

With reference to the above application, this is to inform you that your application has been rejected for following reasons:

Date :	Signature :
Place :	Compliance Officer :

ANNEXURE C

Reporting / Confirmation of execution of pre-cleared Trade

[Under Clause [7(e)] of the Code]

To:

The Compliance Officer,
Suzlon Energy Limited
“Suzlon”, 5, Shrimali Society,
Near Shri Krishna Complex,
Navrangpura, Ahmedabad-380009.

I, _____ (name) confirm that the Trade for which approval was granted by you on _____ (date) was done by me / Immediate Relative as per following details:

Number of Securities purchased / sold	
Price per security	Rs.
Amount	Rs.
Date of Trade	
Private Trade / Trade through Stock Exchange (name of Stock Exchange)	
DP ID and Client ID from which traded	

Date : _____ Signature : _____
Place : _____ Name & Emp Code : _____

ANNEXURE D

Reporting of non-execution of pre-cleared Trade

[Under Clause [7(e)] of the Code]

To:

The Compliance Officer,
Suzlon Energy Limited
“Suzlon”, 5, Shrimali Society,
Near Shri Krishna Complex,
Navrangpura, Ahmedabad-380009.

I, _____ (name) wish to inform you that the Trade for which approval was granted by you on _____, has not been undertaken by me / Immediate Relative due to reasons given below:

Date : _____ Signature : _____
Place : _____ Name & Emp Code : _____

Application for waiver of minimum holding period
[Under Clause [10(b)] of the Code]

To:

The Compliance Officer
Suzlon Energy Limited (the “Company”)
“Suzlon”, 5, Shrimali Society,
Near Shri Krishna Complex,
Navrangpura,
Ahmedabad-380009.

From:

Name :
Designation :
Employee No. :
Company Name :
Tel. No. :
Email :

I, the undersigned, request you to grant me waiver from the minimum holding period as required under Clause [10(b)] of the Code with respect to _____ (nos.) of _____ (Specify type of security) of the Company held by me / my Immediate Relative singly / jointly acquired on _____ [Date] by way of _____ (Bonus / Rights / ESOPs / etc).

I desire to sell the above Securities on account of the following reasons:

I declare that the above details are true, correct and complete in all respects.

Date : Signature :
Place : Name & Emp Code :

Approval / Rejection by Compliance Officer

With reference to the above application, I approve / reject the selling of _____ (no. and description of Securities) of the Company.

Date : Signature :
Place : Compliance Officer :

ANNEXURE F**Form A - Initial Disclosure by Director / Designated Person**

[Under Clause [11(a)] of the Code and Regulation 7(1)(a) read with Regulation 6(2) of the SEBI PIT Regulations]

Name of the Company: **SUZLON ENERGY LIMITED** (CIN: L40100GJ1995PLC025447)ISIN of the Company: **INE040H01021****a. Details of Securities held by Director / Designated Person and other such persons as mentioned in Regulation 6(2)**

Particulars	Category of Person (Promoters / member of the Promoter Group Directors / KMPs / Designated Persons	Securities held as on the date of regulation coming into force		
		Type	No.	%
(1)	(2)	(3)	(4)	(5)
Name:				
PAN:				
CIN / DIN:				
Address:				
Mobile No.				
Email id:				
Educational qualifications and names of institutions:				
Name of past employer:				
DP ID & Client ID of all demat accounts held:				

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

b. Details of Open Interest (OI) in derivatives of the company held by Director / Designated Person and other such persons as mentioned in Regulation 6(2)

Open Interest of the Future contracts held as on the date of regulation coming into force			Open Interest of the Option contracts held as on the date of regulation coming into force		
Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
(6)	(7)	(8)	(9)	(10)	(11)

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options.

c. Details of Immediate Relatives of Director / Designated Person and other such persons as may be specified

Details of relatives	Whether relative is financially dependent on the Designated Person or consults him for taking trading decisions	PAN	Mobile No.	Email id	DP ID & Client ID of all demat accounts held. If more than 1 kindly provide as an annexure.	Securities held as on the date of regulation coming into force		
						Type	No.	%
(12)	(13)	(14)	(15)	(16)	(17)	(18)		
Spouse								
Father (incl. step Father)								
Mother (incl. step Mother)								
Brother (incl. step Brother)								
Sister (incl. step Sister)								
Child (incl. step Child)								

Details of relatives	Whether relative is financially dependent on the Designated Person or consults him for taking trading decisions	PAN	Mobile No.	Email id	DP ID & Client ID of all demat accounts held. If more than 1 kindly provide as an annexure.	Securities held as on the date of regulation coming into force			
						Type	No.	%	
(12)	(13)	(14)	(15)	(16)	(17)	(18)			
Father of Spouse (incl. step Father)									
Mother of Spouse (incl. step Mother)									
Brother of Spouse (incl. step Brother)									
Sister of Spouse (incl. step Sister)									
Notes:									
<ol style="list-style-type: none"> Also mention details of any other person who is either financially dependent or consults the Director / Designated Person in taking decisions relating to trading in Securities or with whom such Director / Designated Person shares a Material Financial Relationship Immediate Relative – means the spouse of a person (in all cases) and includes parent, sibling and child of such person or of the spouse, any of whom is either dependent financially on such person or consults such person in taking decisions relating to trading in Securities. Material Financial Relationship – means a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding 12 (twelve) months, equivalent to at-least 25% of such payer’s annual income but shall exclude relationships in which the payment is based on arm’s length transactions 									

Date :
Place :

Signature :
Name & Emp Code :

ANNEXURE G

Form B - Initial Disclosure on appointment of Director or upon becoming a Designated Person.
[Under Clause [11(b)] of the Code and Regulation 7(1)(b) read with Regulation 6(2) of SEBI PIT Regulations]

Name of the Company: **SUZLON ENERGY LIMITED** (CIN: L40100GJ1995PLC025447)

ISIN of the Company: **INE040H01021**

a. Details of Securities held on appointment of Director or upon becoming a Designated Person of a listed company and other such persons as mentioned in Regulation 6(2)

Particulars	Category of Person (Promoters / member of the Promoter Group Directors / KMPs / Designated Persons	Date of appointment / date of becoming a Designated Person	Securities held as on the date appointment / becoming a Designated Person		
			Type	No.	%
(1)	(2)	(3)	(4)	(5)	(6)
Name:					
PAN:					
CIN / DIN:					
Address:					
Mobile No.					
Email id:					
Educational qualifications and names of institutions:					
Name of past employer:					
DP ID & Client ID of all demat accounts held:					

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

b. Details of Open Interest (OI) in derivatives of the company held on appointment of Director or upon becoming a Designated Person of a listed company and other such persons as mentioned in Regulation 6(2)

Open Interest of the Future contracts held at the time of appointment or upon becoming a Designated Person			Open Interest of the Option Contracts held at the time of appointment or upon becoming a Designated Person		
Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
(7)	(8)	(9)	(10)	(11)	(12)

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options.

c. Details of Immediate Relatives of Director / Designated Persons and other such persons as may be specified

Details of relatives	Whether relative is financially dependent on the Designated Person or consults him for taking trading decisions	PAN	Mobile No.	Email id	DP ID & Client ID of all demat accounts held. If more than 1 kindly provide as an annexure.	Securities held as on the date of appointment or becoming Designated Person		
						Type	No.	%
(12)	(13)	(14)	(15)	(16)	(17)	(18)		
Spouse								
Father (incl. step Father)								
Mother (incl. step Mother)								
Brother (incl. step Brother)								
Sister (incl. step Sister)								
Child (incl. step Child)								
Father of Spouse (incl. step								

Details of relatives	Whether relative is financially dependent on the Designated Person or consults him for taking trading decisions	PAN	Mobile No.	Email id	DP ID & Client ID of all demat accounts held. If more than 1 kindly provide as an annexure.	Securities held as on the date of appointment or becoming Designated Person		
						Type	No.	%
(12)	(13)	(14)	(15)	(16)	(17)	(18)		
Father)								
Mother of Spouse (incl. step Mother)								
Brother of Spouse (incl. step Brother)								
Sister of Spouse (incl. step Sister)								
<p>Notes:</p> <ol style="list-style-type: none"> Also mention details of any other person who is either financially dependent or consults the Director / Designated Person in taking decisions relating to trading in Securities or with whom such Director / Designated Person shares a Material Financial Relationship Immediate Relative – means the spouse of a person (in all cases) and includes parent, sibling and child of such person or of the spouse, any of whom is either dependent financially on such person or consults such person in taking decisions relating to trading in Securities. Material Financial Relationship – means a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding 12 (twelve) months, equivalent to at-least 25% of such payer’s annual income but shall exclude relationships in which the payment is based on arm’s length transactions 								

Date :
Place :

Signature :
Name & Emp Code :

ANNEXURE H

Form C - Continual Disclosure by Director / Designated Person
[Under Clause [11(c)] of the Code and Regulation 7(2) read with Regulation 6(2) of SEBI PIT Regulations]

Name of the Company: **SUZLON ENERGY LIMITED** (CIN: L40100GJ1995PLC025447)

ISIN of the Company: **INE040H01021**

Details of change in holding of Securities of Director / Designated Person of a listed company and other such persons as mentioned in Regulation 6(2):

Name, PAN, CIN/DIN & address with contact nos.	Category of Person (Promoters / Directors/ Designated Persons Immediate relative / others, etc.)	Securities held prior to acquisition/disposal			Securities Acquired /Disposed				Securities held post acquisition/disposal			Date of Allotment advice / acquisition of shares / sale of shares		Date of intimation to company	Mode of acquisition/di sposal (on market / public / rights / preferential offer / off market / Inter-se transfer, ESOPs, etc.)
		Type	No.	%	Type	No.	Value	Transaction Type (Buy / Sale /Pledge/ Revoke /Invoke	Type	No.	%	From	To		
(1)	(2)	(3)	(4)		(5)	(6)	(7)	(8)	(9)	(10)		(11)	(12)	(13)	(14)

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of trading in derivatives of the company by Director / Designated Person of a listed company and other such persons as mentioned in Regulation 6(2).

Trading in derivatives (Specify type of contract, Futures or Options, etc.)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
(15)	(16)	(17)	(18)	(19)	(20)	(21)

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options.

Date:
Place:

Signature :
Name & Emp Code :

POLICY HISTORY DETAILS

SEL – CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY INSIDERS (the “Code”)			
Sr. No.	Date of Board approval	Particulars	Effective Date
1.	30-06-2006	Board took note of Insider Trading Code	19-10-2005
2.	04-02-2011	Code was amended for adopting model code of conduct specified in Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992	15-02-2011
3.	14-05-2015	Code amended as required to be amended in terms of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015	14-05-2015
4.	30-10-2015	Code amended by increasing the pre-clearance limit from Rs.5 lacs to Rs.10 Lacs	30-10-2015
5.	27-03-2019	Code amended as required to be amended in terms of Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations 2018	01-04-2019

**CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF
UNPUBLISHED PRICE SENSITIVE INFORMATION**

[Under Regulation 8(1) of Securities and Exchange Board of India (Prohibition of Insider Trading
Regulations), 2015]

This Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (“Code of Fair Disclosure”) shall come into force from 1st April 2019.

The Company shall ensure:

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. Prompt dissemination of Unpublished Price Sensitive Information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
4. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
5. Ensuring that information shared with analysts and research personnel is not Unpublished Price Sensitive Information.
6. 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.
7. Handling of all Unpublished Price Sensitive Information on a need-to-know basis.

Dissemination of information

1. The Board shall designate a senior officer as chief investor relations officer (“Chief Investor Relations Officer”) who, in consultation with the Compliance Officer, shall deal with the dissemination of information and disclosure of Unpublished Price Sensitive Information.

Determination of Legitimate Purpose

1. The Company shall be guided by the definition of ‘Legitimate Purpose’ as provided in its Code of Conduct to Regulate, Monitor and Report Trading by Insider of the Company (the “Insider Trading Code”) and the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015. The CEO shall be the final deciding authority on whether an item constitutes a Legitimate Purpose or not on a case-to-case basis. In the event of lack of clarity on whether an item constitutes a Legitimate Purpose or not, the person sharing the information shall forward the matter for determination by the CEO, who shall decide on the matter.

Disclaimer:

This Code is subordinate to the Listing Regulations or other applicable statutory provisions including Companies Act, 2013 (collectively referred to as the “Regulations”), as amended, and in the event of disparity between this Code and the Regulations (including due to subsequent amendments to the Regulations), the provisions of the Regulations will prevail and there would not be any necessity to amend this Code to that extent.

POLICY HISTORY DETAILS

SEL – CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION (the “Code of Fair Disclosure”)			
Sr. No.	Date of Board approval	Particulars	Effective Date
1.	14-05-2015	Code of Fair Disclosure amended as required to be amended in terms of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations,2015	14-05-2015
2.	27-03-2019	Code of Fair Disclosure amended as required to be amended in terms of Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations 2018 by adding policy for determination of Legitimate Purpose.	01-04-2019