CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI)

As per Regulation (8) of the SEBI (Prohibition of Insider Trading) Regulations, 2015, a listed company to formulate and publish on its official website a "Code of Practices and Procedure for fair disclosure of Unpublished Price Sensitive Information" in adherence to the principles set out in Schedule A to the said Regulations.

Further, SEBI Notification No. SEBI/LAD-NRO/GN/2018/59 dated 31st December, 2018 amended SEBI (Prohibition of Insider Trading) Regulations, 2015, which will be effective from 1st April, 2019, to make a policy/criteria for determination of "legitimate purposes" as a part of "Codes of Fair Disclosure and Conduct".

Accordingly, a code is hereby amended as under:-

Definitions:

1) **"Act"** means the Securities and Exchange Board of India Act, 1992.

2) **"Board"** means the Board of Directors of the Company.

3) "Company" means **Silverline Technologies Limited**

4) **"Code"** shall mean the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)

5) **"Code of Insider Trading"** shall mean the Code of Conduct for Regulating, Monitoring and Reporting of trading by Designated Person of the Company as amended from time to time.

6) **"Compliance Officer"** means Company Secretary or such other senior officer, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under PIT regulations designated so and reporting to the Board of Directors and who shall be responsible for compliance of this Code, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information under the overall supervision of the Board of Directors of the Company.

7) **"Insider"** means any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of PIT regulations and this Code.

8) "**Legitimate purposes**" means sharing of any information/data which is unpublished price sensitive information, in the ordinary course of business by an insider with any person including partners, collaborators, lenders, customers, suppliers,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 PIT regulations.

9) **"PIT Regulations"** shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.

10) **"Unpublished Price Sensitive Information"** means any information, relating to a 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 and shall, ordinarily including but not 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;
(v) changes in key managerial personnel;

The following Practices and Procedures shall follow for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)

1. The company shall ensure prompt public disclosure of Unpublished Price Sensitive Information("UPSI") that would impact price discovery, as soon as it has credible and concrete information, in order to make such information 'generally available', i.e. to make the information accessible to the public on a non-discriminatory basis.

2. The company shall ensure a uniform and universal dissemination of UPSI to avoid selective disclosure.

3. The company shall ensure prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information 'generally available'.

4. The company shall ensure an appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.

5. The company shall ensure that information shared with analysts and research personnel is not UPSI.

6. The company shall develop 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. The company shall ensure the handling of all UPSI on a need-to-know basis.

8. The Company shall give due notice to the "Insider" to maintain confidentiality of such unpublished price sensitive information shared with them, in compliance with PIT regulations.

9. A structured digital database shall be maintained containing the names of Designated Persons and such persons or entities as the case may be with whom information is shared under PIT Regulations along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Adequate and effective system of internal controls will also be laid out to ensure the compliance of maintenance of a digital database for sharing the information for said legitimate purpose.

10. The Compliance Officer of the Company shall act as the Chief Investor Relations Officer (CIRO) for the purpose of dealing with dissemination of information and disclosure of UPSI as contained herein.

11. This Code is subject to review from time to time.

(Note: Pursuant to SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, necessary amendments have been made in section of Definition and Clauses 8 & 9 which shall come into effect from 1st April, 2019)