



The Sandur Manganese & Iron Ores Limited

“Satyalaya”, Door No.266 (Old No.80), Behind Taluka Office
Ward No.1, Palace Road, Sandur - 583 119, Ballari District, Karnataka

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

1.0 PREAMBLE

1.1 The Securities and Exchange Board of India had promulgated the SEBI (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as “Regulations”) on 15 January 2015. As per Regulation 8 read with Schedule A of the Regulations, every listed company is required to frame a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (hereinafter referred to as the ‘Code’) in order to disseminate ‘Unpublished Price Sensitive Information’ (hereinafter referred to as ‘UPSI’) universally and not selectively by such companies. This Code is intended to lay down the principles and practices to be followed by The Sandur Manganese & Iron Ores Limited (the Company) pertaining to universal disclosure of UPSI.

The Company intends to follow best practices, duly compliant with applicable laws, in the matter of disclosure of UPSI. Accordingly, the following Code was adopted by the Board of Directors of the Company, at its meeting held on 11 July 2015. In view of the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 effective from 1 April 2019, the Code has been revised by the Board of Directors at its meeting held on 8 March 2019 replacing the earlier Code.

The revised Code shall be effective from 1 April 2019.

2.0 PRINCIPLES FOR FAIR DISCLOSURE

- 2.1 The Company shall make prompt public disclosure of unpublished price sensitive information (UPSI) that would impact price discovery no sooner than credible and concrete information comes into being in order to make such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.
- 2.2 The Company should ensure that uniform and universal dissemination of UPSI to avoid selective disclosure
- 2.3 The Company Secretary shall be designated as the Chief Investor Relationship Officer of the Company to ensure timely, adequate, uniform and universal dissemination of information and disclosure of Unpublished Price Sensitive Information (UPSI) pursuant to this Code so as to avoid selective disclosure.
- 2.4 In the event of selective disclosure of UPSI, inadvertently or otherwise, the Company shall respond promptly to ensure prompt dissemination of the UPSI. The Chief Investor Relationship Officer shall respond promptly and fairly upon learning of the selective disclosure. In this context, rumours or media speculation (including quotes of unnamed persons) shall not be considered as selective disclosure.
- 2.5 The Company shall respond appropriately and fairly to queries on news reports and requests for verification of market rumours by regulatory authorities. The Company will endeavour to respond promptly to such requests.

- 2.6 The Company shall restrain from sharing any UPSI with analysts and research personnel.
- 2.7 The Company shall develop best practices to make transcripts or record of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
- 2.8 The Company shall handle all UPSI on a need to know basis i.e. UPSI shall be disclosed only to those where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

3.0 **POLICY FOR DETERMINATION OF “LEGITIMATE PURPOSES”**

- 3.1 UPSI can be shared by an insider in the ordinary course of business only on a “need to know basis” and for legitimate purposes as provided hereunder and not to evade or circumvent the prohibitions of the Regulations:
- 3.2 Sharing of relevant UPSI with consultants, advisors engaged by the Company in relation to the subject matter of the proposed deal/ assignment in relation to UPSI
- 3.3 Sharing of relevant UPSI with intermediaries/ fiduciaries viz. merchant bankers, legal advisors, auditors in order to avail professional services from them in relation to the subject matter of the UPSI
- 3.4 Sharing of relevant UPSI with persons for legitimate business purposes (e.g., attorneys, investment bankers or accountants);
- 3.5 Sharing of relevant UPSI with persons who have expressly agreed in writing to keep the information confidential, such as potential customers, joint venture partners and vendors; and not to transact in the company’s securities on the basis of such information
- 3.6 Sharing of relevant UPSI in case mandatory for performance of duties or discharge of legal obligations.
- 3.7 Insiders 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.

4 **REVIEW**

- 4.1 This Code of Conduct is framed based on the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and amendments thereof, notified to date.
- 4.2 In case of any subsequent changes in the regulations which makes any of the provisions in the policy inconsistent with the regulations, then the provisions of the regulations would prevail over this Code of Conduct and the Code of Conduct would be modified in due course to make it consistent with law.
