



**CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

**(This code is being adopted in satisfaction of Regulation 8 (1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015)  
(Applicable w.e.f. 15<sup>th</sup> May, 2015)**

**A. DEFINITIONS RELEVANT TO THE CODE**

(a) "**Compliance Officer**" or "**Chief Investor Relation Officer**" means any senior officer, designated so and reporting to the board of directors or head of the organization in case board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board of directors of the listed Company or the head of an organization, as the case may be;

(b) "**Unpublished Price Sensitive Information**" ("**UPSI**") means any information, relating to a Company or its securities, directly or indirectly, that is not generally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; and

**B. OBJECTIVE OF THE CODE**

This code is applicable to all disclosures of unpublished price sensitive information by SHL, (hereinafter referred to as the "Company") its subsidiaries, associates and the companies under the same management.

**C. UNIFORM AND UNIVERSAL DISSEMINATION OF UPSI**

The Company has adopted a Disclosure Policy i.e code of practices and procedures for fair disclosure of unpublished price sensitive information. The Disclosure Policy is designed to be aligned with regulation 8 of SEBI (Prohibition of insider trading) regulation 2015.. The Disclosure Policy defines Material Event and Material Information. Prompt public disclosure of UPSI shall be done no sooner than credible and concrete information comes into being in order to make such information generally available.

Material Events mean events that a reasonable stakeholder dealing with the Company would consider important in deciding to engage and deal with the Company, its products and services and in its securities. Whether any particular information could be considered Material by a reasonable stakeholder depends on specific circumstances existing at a particular point of time.



Material Information- Material Information shall mean Material Events meeting the requirements of the Disclosure Policy. When a Material event or Material Information triggers disclosure, the Company shall promptly furnish the Material Information to all stock exchanges where its Securities are listed.

Information published on the website of a stock exchange, would ordinarily be considered generally available information.

The information released by the Company to the stock exchanges may also be hosted on the Company website [www.sunilhealthcare.com](http://www.sunilhealthcare.com) for wider circulation.

#### **D. INTERACTIONS WITH ANALYSTS, INVESTORS AND RESEARCH PERSONNEL**

The Company shall ensure that the following guidelines are followed while dealing with analysts and institutional investors.

In order to maintain a transparent and effective two-way communication between a Company, the financial community, the Management shall interact with equity research analysts, investors and other members of the investing community from time to time.

During these interactions, the Company will ensure that no UPSI is disclosed selectively to any one or group of research analysts or investors, to the disadvantage of other stakeholders. In structured communication events, the Company may make arrangements to ensure that the interactions at the event are available to the public simultaneously. This simultaneous access may be achieved by making arrangements for simultaneous audio broad cast of such interaction/ calls over the phone or internet or suitable media with due notice of such interaction. Recording of the proceedings in suitable media will be made available on the official website for a period of 5 years.

##### **Handling of unanticipated questions**

The Company shall promptly and carefully deals with analysts' questions that raise material issues outside the intended scope of discussion. Unanticipated questions may be taken on notice and a considered response given later. If the answer includes UPSI, a public announcement shall be made before responding.

##### **Medium of disclosure/dissemination**

Disclosure and dissemination of information may be done through various media so as to achieve maximum reach and quick dissemination. All disclosures to the stock exchanges must be made promptly. The Company shall also disclose information through the use of its dedicated Internet website [www.sunilhealthcare.com](http://www.sunilhealthcare.com)

##### **Company's website**

The Company's website ([www.sunilhealthcare.com](http://www.sunilhealthcare.com)) may provide a means of giving a direct access to analyst briefing material, significant background information and questions and answers.

#### **E. PROMPT DISSEMINATION OF UPSI THAT IS DISCLOSED SELECTIVELY**

In the event of selective disclosure of UPSI, inadvertently or otherwise the Company shall respond promptly to ensure prompt dissemination of the UPSI as per clause C above.



The compliance officer shall respond promptly and fairly upon learning of the selective disclosure. In this context, rumors or media speculation (including quotes of unnamed persons) shall not be considered as selective disclosure

**F. RESPONSE TO REGULATORY AUTHORITIES**

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 endeavor to respond promptly to such requests.

**G. OVERSEEING AND COORDINATING DISCLOSURE**

The prime responsibility for overseeing and disclosure in the Company shall be on the Compliance Officer designated under the SHL Code of Conduct to Regulate, Monitor and Report Trading by Insiders.

The Compliance Officer shall be responsible for;

- I. Complying with continuous disclosure requirements;
- II. Overseeing and coordinating disclosure of UPSI to stock exchanges, analysts, Shareholders and media;
- III. Educating staff on disclosure policies and procedure.

The Compliance Officer shall approve the disclosure of the information in advance.

Compliance officer / Chief Investor Relations Officer is designated to deal with dissemination of information and disclosure of UPSI.

**H. RESPONDING TO MARKET RUMOURS**

All the stock exchanges where the Securities of the Company are listed are required to be informed well in advance the name and address of the Compliance Officer to whom the exchanges may refer any market rumours for verification.

Such a communication to the stock exchanges may include fax number, telephone number and email id of the Compliance Officer.

On receipt of requests from any of the stock exchanges for verification of market rumours, the Compliance Officer shall ascertain the factual position and thereafter appropriately and fairly respond to such queries or requests.

At the time of making such response, the Compliance Officer may decide as to whether a public announcement is necessary for verifying or denying rumours and then make the disclosure.

**I. Handling of all unpublished price-sensitive information**

The Company will handle all UPSI with internal personnel on a need-to-know basis and no UPSI shall be communicated to any person except for internal personnel's legitimate purposes, performance of duties or discharge of his or her legal obligations. The Company may form internal guidelines which shall contain appropriate Chinese Walls procedures and processes while sharing the UPSI on a need-to-know basis.



The information filed by Company with stock exchanges under a continuous disclosure requirement may be made available on the Company's website.

**J. Legitimate Sharing –policy for determination of “Legitimate Purposes”**

- i. The sharing of UPSI shall be deemed to be for “Legitimate Purpose” if the unpublished price sensitive information is shared in the ordinary course of business by an insider with partner, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professional or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Regulation.
- ii. The information shall be shared with any person on ‘need to know’ basis.
- iii. 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. Sharing of information may be constructed as insider trading even while it is pursuit of compliances required or business interests of the company in appropriate circumstances. The person who has the UPSI should ideally recuse himself from assigned task of the sharing the UPSI with the third parties in such doubtful cases to avoid any adverse inferences in this regard.
- v. The agreement entered into involving sharing of UPSI should have a “confidentiality clause” or a separate Non- Disclosure agreement shall be executed with parties to safeguard the disclosure of UPSI.
- vi. To determine whether the sharing of UPSI is for legitimate purpose or not, the following facts are to be considered by the every person who has been in possession of UPSI and is required to share the same:
  - a. Whether the concerned UPSI is required to be shared?
  - b. Why the information is required by the recipient?
  - c. Where is the authorization to share the same?
  - d. Whether non- disclosure agreement were signed?
  - e. Whether the notice to maintain confidentiality of the shared UPSI has been given?
  - f. Whether the Compliance Officer was intimated in case of ambiguity?