

**CODE OF PRACTICES AND PROCEDURES  
FOR  
FAIR DISCLOSURES OF UNPUBLISHED PRICE SENSITIVE INFORMATION [under  
Regulation 8(1) of the Securities and Exchange Board of India (Prohibition of Insider  
Trading) Regulations, 2015]**

**INTRODUCTION**

The Securities and Exchange Board of India (SEBI), in its endeavor to protect the interests of investors in general, had formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“Regulations”) under the powers conferred on it under the SEBI Act, 1992. These regulations came into force with effect from 15<sup>th</sup> May, 2015 and the same have been made applicable to all companies whose shares were listed on stock exchanges. The Company is required to formulate Code of Practices and Procedures for fair disclosures of Unpublished Price Sensitive Information.

**OBJECTIVE OF THE CODE OF FAIR DISCLOSURES**

The Code of Practices and Procedures for Fair Disclosures is required for the Company to ensure timely and adequate disclosure of unpublished price sensitive information which would impact the price of the company’s securities and to maintain the uniformity, transparency and fairness in dealing with all stakeholders and in ensuring adherence to applicable laws and regulations. Further, the Company endeavors to preserve the confidentiality of un-published price sensitive information and to prevent misuse of such information.

**DEFINITIONS**

‘**Chief Investors Relations Officer**’ means Compliance Officer of the Company.

“**Unpublished price sensitive information**” means any information, relating to a company or its securities, directly or indirectly, that is not generally available which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 financial results, dividends, change in capital structure, mergers, de-mergers, acquisitions, delisting’s, disposals and expansion of business and such other transactions, changes in Key managerial personnel; and materials events in accordance with the listing agreements.

The company will adhere to the following so as to ensure fair disclosure of events and occurrence that could impact price of its securities in the market:

**Sylph Technologies Ltd.**

ST-4, “Press House” 22, Press Complex, A. B. Road,  
INDORE (M.P.) 452008, INDIA, Phone: 0731-2571451  
E-mail : info@sylphtechnologies.com; mhfl@bsnl.in  
Url : [www.sylphtechnologies.com](http://www.sylphtechnologies.com)  
CIN: L36100MP1992PLC007102

## **1.NORMS FOR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

### **A). Prompt public disclosure of Unpublished price sensitive information**

Unpublished Price sensitive information shall be given by company to stock exchanges promptly and also the said information shall be uploaded to the Company's official website [www.sylphtechnologies.com](http://www.sylphtechnologies.com) in order to be accessed by the Investors and members of the company i.e to make the information generally available.

### **B). Uniform and Universal dissemination of unpublished price sensitive information**

The disclosure of unpublished price sensitive information shall be on a continuous, immediate, uniform basis and will be universally disseminated. The company may consider others ways of supplementing information released to stock exchanges by improving Investor access to their public announcements.

### **C). Overseeing and co-coordinating disclosure**

The Chief Investor Relations Officer, for the purpose of these regulations, shall oversee corporate disclosures and deal with dissemination of information and disclosure of unpublished price sensitive information.

The Chief Investor Relations Officer shall be responsible for ensuring that the Company complies with continuous disclosure requirements and overseeing and co-ordinating disclosure of unpublished price sensitive information to stock exchanges, on the website of the company and media.

### **D). Prompt dissemination of unpublished price sensitive information in respect of improper disclosure or otherwise**

The company shall avoid selective disclosure of unpublished price sensitive information. In the event, if due to oversight or inadvertence the same information is not uniformly and universally made available to all the stakeholders , necessary steps shall promptly be take to make such information generally available on non discretionary basis.

### **E). Responding to market rumors**

The Chief Investor Relations Officer shall promptly respond to any queries on news reports or

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requests for verification of market rumors by exchanges.

The Chief Investor Relations Officer shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumors and then making the disclosure. He/she shall also provide appropriate assistance and fair response to the regulatory authorities including the stock exchanges for verification of news reports and market rumors.

#### **F). Sharing of information with analyst and research personal**

Only information which is publically available shall be shared with analyst and research personal, prospective investors. The board of Directors shall identify the directors/ executive of the company, who shall be authorized to participate at the meeting with analyst and research personal, prospective investors. The authorized representative of the company shall avoid to make any forward looking statement in respect of its financial performance and also shall not share unpublished price sensitive information with analyst and research personal, prospective investors.

#### **G). Documentation of disclosure made to the analyst or at the investors relations conference**

The proceeding of the meeting with the analyst and other investors relations conference shall be recorded and preserved. As a good practice, transcript thereof may be uploaded on the official website of the company, which will ensure that the information is generally available.

#### **H). Unpublished price sensitive information on Need-to-Know basis**

Unpublished Price Sensitive Information shall be handled on a “need to know” basis i.e. unpublished Price Sensitive Information shall be disclosed only to those where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

### **2. Disclosure of Code on Public Domain**

This Code and any amendment thereof will be published on the Company’s website [www.sylphtechnologies.com](http://www.sylphtechnologies.com).

### **3. Amendment of the Code**

This Code and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchange where the securities of the Company are listed.

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