



Swan Energy Limited

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION ("UPSI")

[Under Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015]

1) Background

Regulation 8 (1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 mandates every listed company to formulate and publish on its website, a **'Code of practices and procedures for fair disclosure of unpublished price sensitive information ("UPI")'**, that it would follow in order to adhere to each of the principles set out in Schedule A to SEBI (PIT) Regulations, 2015 ("Regulations"), without diluting the provisions of these Regulations in any manner.

In this regard, the Board of Directors of Swan Energy Limited ("SEL/Company") has formulated this policy setting out the procedure to be followed for fair disclosure of UPI and has laid down the following code.

Chief Investor Relation Officer (CIRO) to oversee and coordinate disclosures

1. The Company Secretary & Compliance Officer of the Company is designated as the CIRO and is responsible for dissemination of information and disclosure of UPI.
2. The CIRO is also responsible for ensuring compliance under this code, overseeing and coordinating disclosure of UPI to stock exchanges, shareholders, analysts and media and for educating Company's employees on disclosure policies and procedure.
3. All the UPI is to be handled on "need to know basis", i.e., UPI should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information. All the non-public information directly received by any employee should immediately be reported to the CIRO.

Prompt disclosure of UPI:

4. The Company shall ensure that any event which has a bearing on the share price of the Company shall be disseminated promptly upon the conclusion of the event, by communicating the same to the stock exchanges in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
5. To ensure that the information is disseminated in a uniform manner, the Company will transmit the information to all the stock exchanges at the same time.

Disclosure with reference to Analysts/Media:

6. All UPI shall be first communicated to the stock exchanges before the same is shared with analyst & research personnel.
7. Transcript of the meetings/conference calls with analysts, if any, shall be furnished to the stock exchanges and then posted on the Company's website.

Responding to Market Rumors

8. The Key Managerial Personnels, as authorised by the Board of Directors of the Company for the purpose of determining materiality of event or information and for the purpose of making disclosures to the stock exchange(s), shall give an appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities. They shall also be responsible for deciding whether a public announcement is necessary for verifying or denying rumors and making disclosures.

Legitimate Purpose

9. The UPSI can be shared as an exception by an Insider for legitimate purpose as per policy for determination of Legitimate Purpose as given in Annexure A

Annexure A

POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES

Background

The Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulation 2018, notified on December 31, 2018, requires every listed Company, *inter alia*, to formulate a policy for determination of legitimate purpose. Accordingly, the Board of Directors of Swan Energy Limited ("the Company") adopted this policy for determination of legitimate purpose.

This Code will be applicable from April 01, 2019.

Definition

- i. **"Legitimate Purposes"** shall mean sharing of Unpublished Price Sensitive Information (UPSI) in the ordinary course of business with the insider, including instances provided hereunder, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations:
 - Sharing the relevant UPSI with consultant, advisors engaged by the Company in relation to the subject matter of the proposed deal/assignment/tie-up/fund raising resulting to UPSI;
 - Sharing the relevant UPSI with intermediaries/fiduciaries, merchant bankers, legal advisors, auditors, valuers, insolvency professionals, business support agents, service providers, in order to avail professional services from them in relation to the subject matter of UPSI;
 - Sharing the relevant UPSI with persons engaged or involved in the processes leading to disclosure of events set out in Schedule III to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - Sharing the relevant UPSI for advice, consultation, transaction support, intermediation and approvals in the process of evaluation of new business opportunities.

- Sharing the relevant UPI for statutory consolidation requirements or related customary disclosure obligations.
- Sharing the relevant UPI with potential customers, joint ventures partners and vendors essential to fulfill the terms and conditions of business contract.
- Sharing the relevant UPI in case mandatory for performance of duties or discharge of legal information.

ii. **"Insider"** shall include the following persons, in receipt of UPI pursuant to a "legitimate purpose":

- a) Partners
- b) Collaborators/Land owner
- c) Lenders
- d) Customers
- e) Suppliers
- f) Bankers
- g) Legal Advisors
- h) Auditors (Statutory, Branch, Cost, Secretarial, GST and any other Auditor as applicable)
- i) Staff Members of the Audit firm/team conducting the Audit
- j) Insolvency Professionals
- k) Advisors or Consultants
- l) Merchant Bankers
- m) Any other advisor(s)/consultant(s)/partner(s) with whom UPI is shared

All the other terms used in the Policy shall have the same meaning as assigned to them under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

Restrictions

Till the UPI becomes a generally available information, UPI can be shared with Insider only on a need-to-know basis and for legitimate purpose as provided under this Policy and a due notice will be issued to the Insider to maintain confidentiality of UPI shared for legitimate purpose.

The Board of Directors shall require the Insider(s) to execute confidentiality and/or non-disclosure agreement to keep UPI so received confidential, and shall not otherwise trade in securities of the company when in possession of UPI.

The Insider will obtain Company's written consent, in case UPI received by the Insider under this Policy is proposed to be used by the Insider for purpose other than the initial legitimate purpose for which the Company has provided UPI.

Digital Database

The Board of Directors shall ensure that a structured digital database ("SDD") is maintained containing the names of such persons or entities, as the case may be, with whom UPSI is shared under Regulation 3 along with the Permanent Account Number (PAN) or any other identifier authorized by law, where PAN is not available. Such database shall be maintained with adequate internal controls and checks, such as time stamping, audit trails, etc. to ensure non-tampering of the database.

Amendment

The Board of Directors of the Company, subject to applicable laws, rules & regulations, may amend /substitute any provision(s) with a new provision(s) or replace this entire Policy with a new Policy.

In any circumstance where the terms of this Policy differ from any law, rule, regulation etc. for the time being in force, the law, rule, regulation etc. shall take precedence over this Policy.