S. E. POWER LIMITED

CIN : L40106DL2010PLC206937

PHOENIX
RUBBER REBORN

Date: 27th May, 2015

The Manager
Department of Corporate Relationship
BSE Limited
25 P. J. Towers, Dalal Street
Mumbai-400001

The Asstt. Vice President
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (East)
Mumbai-400051

Ref.: Scrip Code: 534598

Scrip Symbol: SEPOWER

Dear Sirs,

Sub: Codes of Fair Disclosure under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

Pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("the Regulations, 2015") and SEBI Circular No. CIR/ISD/01/2015 dated 11th May, 2015, we hereby confirm that the company has formulated and adopted following codes:

1. the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, as required under Regulation 8(1) of the Regulations, 2015 and the same is published on the official website of the Company.

2. the Code of Conduct for Prevention of Insider Trading in Securities of the Company as required under Regulation 9(1) of the Regulations, 2015.

Further, in compliance with Regulations 8(2) of the Regulations, 2015, please find attached the Code of Fair Disclosure for your records.

Thanking you,

Yours faithfully,

For S. E. Power Limited

(Manendra Singh)
(Company Secretary)

Encl: As above.

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CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

1. This Code shall be effective from 15th day of May, 2015.

2. **Definitions:**

For the purpose of this code the following terms shall have the meanings assigned to them hereunder:

i. "Act" means the Securities and Exchange Board of India Act, 1992;

ii. "Code" or "this Code" shall mean this Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information;

iii. "Company" or "the Company" means S. E. Power Limited;

iv. "Connected Person" means,-

(i) any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship between himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

(ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established, -

(a) an immediate relative of connected persons specified in clause (i); or
(b) a holding company or associate company or subsidiary company; or
(c) an intermediary as specified in section 12 of the Act or an employee or director thereof; or
(d) an investment company, trustee company, asset management company or an employee or director thereof; or
(e) an official of a stock exchange or of clearing house or corporation; or
(f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
(g) a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
(h) an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
(i) a banker of the company; or
(j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent. of the holding or interest;

v. "Generally Available Information" means information that is accessible to the public on a non-discriminatory basis, such as information published on the website of the stock exchanges. "Generally Available" with respect to information shall be construed accordingly;

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vi. "Insider Trading Regulations" means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time;

vii. "Immediate Relative" means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities;

viii. "Insider" means any person who is: i) a connected person; or ii) in possession of or having access to unpublished price sensitive information;

ix. "Trading" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly ;

x. "Unpublished Price Sensitive Information" means any information, relating to the 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 of the Company and shall, ordinarily include but not restricted to, information relating to the following:

a) financial results;
b) dividends;
c) change in capital structure;
d) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
e) changes in key managerial personnel; and
f) material events in accordance with the listing agreement.

The provisions of this Code have to be read along with the Insider Trading Regulations and if there is any inconsistency / contradiction between the two, the provisions of the Insider Trading Regulations shall prevail.

3. Object of the Code

This Code has been formulated to ensure prompt, timely and adequate disclosure of Unpublished Price Sensitive Information.

4. Principles of Fair Disclosure

The Company shall ensure:

i. Prompt public disclosure of Unpublished Price Sensitive Information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
ii. Uniform and universal dissemination of Unpublished Price Sensitive Information to avoid selective disclosure.
iii. Prompt dissemination of Unpublished Price Sensitive Information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
iv. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
v. Information shared with analysts and research personnel is not Unpublished Price Sensitive Information.
vi. Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website of the Company to ensure official confirmation and documentation of disclosures made.

vii. Handling of all Unpublished Price Sensitive Information on a need-to-know basis.

5. **Chief Investor Relations Officer**

i. The Company shall designate a senior officer as a Chief Investor Relations Officer ("CIRO") to deal with dissemination and disclosure of Unpublished Price Sensitive Information.
ii. The CIRO would be responsible to ensure timely, adequate, uniform and universal dissemination and disclosure of Unpublished Price Sensitive Information pursuant to the Insider Trading Regulations so as to avoid selective disclosure.
iii. The CIRO shall be responsible for ensuring that the Company complies with continuous disclosure requirements, overseeing and co-ordinating disclosure of Unpublished Price Sensitive Information to Stock Exchange(s) where Company's Securities are listed.
iv. Disclosure/dissemination of Unpublished Price Sensitive Information may normally be approved in advance by CIRO. In case of doubt, the CIRO shall consult and seek approval of the Managing Director / Executive Director(s) / the Chief Financial Officer of the Company, before dissemination of such information.
v. If Unpublished Price Sensitive Information is accidentally disclosed without prior approval of CIRO, the person responsible shall inform the CIRO immediately. The CIRO will then promptly disseminate the information so as to make such information generally available.

6. **Responding to market rumours**

The CIRO shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumours and then making the disclosure, if required. He may consult the Managing Director or Executive Director(s) or the Chief Financial Officer of the Company and thereafter make appropriate disclosures.

7. **Medium of disclosure/dissemination**

i. The Company shall ensure that disclosure to Stock Exchange(s) where Company's Securities are listed is made promptly.
ii. Disclosure/dissemination of information may be done through various media so as to achieve maximum reach and quick dissemination.
iii. The Company may also facilitate disclosure through the use of its official website.
iv. The information filed by the Company with exchanges under continuous disclosure requirement may be made available on the Company website.

The Company will also promptly intimate any amendment to this Code of Corporate Disclosure Practices to the Stock Exchanges(s) where Company's Securities are listed, as required under the Insider Trading Regulations.

