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March 29, 2019

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C-1, G Block,
Bandra Kurla Complex, Bandra (East)
Mumbai 400 051

BSE Limited
Phirozee Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001

Sub: Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

Ref.: Scrip ID – STRTECH/ Scrip Code - 532374

Dear Sirs,

Pursuant to Regulation 8(2) of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended, the Board of Directors vide circular resolution dated March 28, 2019 has approved the revised Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information effective April 1, 2019. The said Code shall also be available on the website of the Company www.sterlitetech.com.

A copy of the said code is enclosed for your records.

Yours faithfully,

For **Sterlite Technologies Limited**

A.V. Deshpande

Amit Deshpande
Company Secretary
(ACS 17551)

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Enclosures: As above

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURES OF UNPUBLISHED PRICE SENSITIVE INFORMATION

Regulation 8 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time), requires all listed companies to formulate a code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (**Fair Disclosure Code**). Accordingly, the Board of Directors of Sterlite Technologies Limited (**"STL"**) has formulated this Fair Disclosure Code. This following intends to formulate the policy for fair disclosure of UPSI and the Board of Directors shall adhere to it in letter and in spirit.

A. Principles of fair Disclosure and Conduct

1. Prompt public disclosure of 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. Uniform and universal dissemination of UPSI information to avoid selective disclosure.

3. Unless otherwise resolved by the Board, the Compliance Officer shall act as the chief investor relations officer to deal with dissemination of information and disclosure of UPSI.

4. Prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

5. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.

6. Ensuring that information shared with analysts and research personnel is not UPSI.

7. Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.

8. Handling of all UPSI on a need-to-know basis.

B. Policy for determination of 'legitimate purpose'

1. In terms of the SEBI Regulations, the term "legitimate purpose" is clarified to include sharing of UPSI in the ordinary course of business by an insider with Company's partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing of UPSI has not been carried out to evade or circumvent the prohibitions of the SEBI Regulations.

2. The SEBI Regulations require the Board to formulate a policy for determination of 'legitimate purpose', in line with the guidance provided in the SEBI Regulations. The assessment of whether sharing of UPSI for a particular instance would tantamount to 'legitimate purpose' would entirely

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depend on the specific facts and circumstances of each case. Accordingly, this Policy only sets out the principles that should be considered while assessing if the purpose for which UPSI is proposed to be shared is "legitimate".

3. Primarily, the following factors should be considered:

   (i) whether sharing of such information is in the ordinary course of business of the Company;
   (ii) whether information is sought to be shared to evade or circumvent the prohibitions of the Regulations;
   (iii) whether sharing the information is in the best interests of the Company or in furtherance of a genuine commercial purpose;
   (iv) whether the information is required to be shared for enabling the Company to discharge its legal obligations; and
   (v) whether the nature of information being shared is commensurate to the purpose for which access if sought to be provided to the recipient.

4. It is clarified that in the event there exist multiple purposes for sharing UPSI, each purposes will be evaluated on its own merits, in line with the aforementioned principles.

5. The recipient of UPSI shall be informed of the following, by way of written intimation and/ or contractual agreement, such as, confidentiality agreement or non – disclosure agreement, that:

   (i) the information being shared is UPSI and that the Company is the exclusive owner of such UPSI;
   (ii) upon receipt of UPSI, the recipient would be deemed to be an Insider and a Designated Person under the Code, and subject to the provisions of the SEBI Regulations and the Code,
   (iii) the recipient must maintain confidentiality of the UPSI at all times,
   (iv) the recipient may use the UPSI only for the approved purposes for which it was disclosed;
   (v) the recipient should provide a written undertaking that he/she/it shall not undertake Trades in the securities of the Company while in possession of the UPSI;
   (vi) the recipient must extend all cooperation to the Company, as may be required in this regard, and
   (vii) the recipient must also adopt a code of conduct in terms of Regulation 9 of the SEBI Regulations, to *inter alia* ensure that it safeguards the UPSI in line with the SEBI Regulations.

   In view of the above, the Board noted that information is shared by the Company, from time to time, in the ordinary course of its business activities with its promoters, advisers and service providers, viz., auditors, merchant bankers and legal advisers/consultants of the Company, in line with the aforementioned principles.

6. The Board, or any person authorised by the Board in this regard, shall be responsible for maintaining structured digital database, in compliance with the SEBI Regulations, comprising necessary details of all recipients of UPSI, who receive UPSI in compliance with the SEBI Regulations, including, name,

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address, email, Permanent Account Number (PAN), or any other identifier authorised by law (where PAN is not available) and such other documents as may be necessary, in the manner that may be prescribed by the Board or SEBI. In this regard, adequate systems and controls shall be put in place to ensure compliance with the SEBI Regulations towards sharing of UPSI for legitimate purposes.

C. Amendment of this Policy

The Board reserves the right to amend or modify this policy in whole or in part, as it may deem appropriate, to ensure compliance with the SEBI Regulations.

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AND