

Global Communications Policy

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India**

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Coverage	Sify Technologies Limited; and by extension all subsidiaries and related entities

Change History

Version	Revision Date	Revised By	Description
1	27-01-2025	Praveen Krishna	Broadened scope of applicability
2	26-02-2025	Praveen Krishna	Addition of operability and subsuming of the IR committee power and functions
3	31-03-2025	Legal Consultant	Detailing and Operational Note
4	01-04-2025	Jayashree Chandrasekhar	Non-material change and language
5	19-09-2025	Praveen Krishna	Expansion of committee

Distribution list

Name & Title	Purpose
All CXOs	Operationalizing and Adherence
All Business Heads	Operationalizing and Adherence
All Operational Heads	Operationalizing and Adherence
Other Designated Spokespersons	Operationalizing and Adherence

1. Objective

Sify Technologies Limited along with its Subsidiaries ("the Company") is committed to fully disclosing accurate corporate information to its stakeholders and investors. Sify regards such disclosure as part of its duty to ensure transparent corporate management and ethical business practices. The opportunities for the Company to communicate information to the world are evolving - and each employee or associate is viewed by its customers, partners, stockholders and other outside parties as a potential representative of the Company. This Communication Policy (the "Policy") is intended to assist the Company in fulfilling its obligations to ensure that all information and material relevant to the Company's shareholders and the market is disclosed in a timely manner, while protecting the Company's commercially sensitive information. It is imperative that this is accomplished consistently for both positive and negative information and that all required and voluntary disclosures have a balanced view relative to the performance and prospects of the Company.

The provisions pertaining to communications and disclosures under this Policy have been designed to comply with the provision of Sections 302 of the U.S. Sarbanes-Oxley Act of 2002 ("US Act"), the corresponding rules and regulations of the SEBI (Listing Obligations and Disclosure Requirements) and as promulgated by the SEC to implement Section 302 of the Act and Indian securities laws. It further enables the Company to evaluate, conclude, certify and report on the effectiveness of its communications and disclosures controls and procedures.

The purpose of this policy is to ensure that all communication and disclosure to the shareholders, Public, Analysts, Investors/Potential Investors and other stakeholders are made in a timely and affective manner enabling them to make informed decisions about investment in the Company's equity in accordance with all applicable laws and Regulations. The purpose of this policy is also to maintain fair disclosure of Company's information without advantage to any particular investor(s).

This Communications Policy (the "Policy") establishes standards for the communication and disclosure of information by Sify and its stakeholders to ensure:

1. Clear obligations for stakeholders regarding communications and disclosures related to strategy, operations, brand, unpublished Price Sensitive Information (UPSI), organizational changes, restructuring, listing, and earnings.
2. Defined procedures for internal and external communications.
3. Prevention of selective disclosure of material changes or information.
4. Constitution, powers, and duties of the Corporate Communications committee.
5. Prohibition of insider trading.
6. Fair and prompt public disclosure of Unpublished Price Sensitive Information (UPSI).
7. Identification of authorized persons responsible for communications and disclosures on behalf of the Company.

2. Applicability

This Policy applies to the operations of the Company including Subsidiaries, Affiliates, Joint Ventures or Partnerships where an Associate is under Company's Service, controlled or might be controlled by the Company.

This Policy is binding on all directors, members of the Company's Board of Directors (the "Board" and collectively "Associates"), employees, officers, Associates, Agents or Person employed through such Agent or any person on Contract or any Person either employed by Sify or is connected to Sify through any Project and independent contractors of Sify, irrespective of whether they directly interact with investors or handle UPSI as part of their primary responsibilities.

This Policy applies to any disclosure of employees, officers, directors, and independent contractors of Sify in the media pertaining to financial and non-financial information of the Company, and any information disclosed in the media should be aligned with the information on Company's official website.

3. Expressions

This policy covers all forms of communication that is expressed through designated spokespersons for Business, Corporate Communications, Investor Relations, Public Relations, Internal or External management, Company-related narratives, Partnership announcements, Government announcements and Brand, which is either broadcasted or telecasted, or is going to be broadcasted or telecasted and includes any electronic form of such broadcast including through emails, social and print communications, messages, chats etc., through standalone or shared media

Employees should only use company-approved communication channels for business purposes, including telephone, email, instant messaging, and video conferencing. In the case of using company information over or through their private social media handles, these information should have previously appeared on the company social media channel, or they should avail explicit approval for the same.

4. Definitions

1. **Material Changes or Information:** Information that a reasonable investor would consider important in making an investment decision.
2. **Corporate Communications committee:** A committee responsible for overseeing the communication of material information as detailed in the Corporate Communications committee clause in this Policy document.

3. Authorized Spokespersons: Individuals authorized to communicate on behalf of the Company.
4. "Connected Person": It means Connected Person as defined under applicable Regulations and shall also include directors and key managerial personnel of the promoters.
5. "Core Documents" means prospectuses, take-over bid circulars, issuer bid circulars, directors' circulars, rights offering circulars, management's discussion and analysis ("MD&A"), annual information forms, information circulars, annual financial statements, interim financial statements, legal document, statutory filings and material change reports that shall be publicly expressed, written, broadcast, filmed or oral communication, including a communication prepared and transmitted in electronic form, the content/s of which would reasonably be expected to affect the market price or value of the securities of the Company.
6. "Insider" means any person who is
 - a) Connected Person or
 - b) Any person who is in possession of or having access to Unpublished Price Sensitive Information of the Company.
7. "Misrepresentation" means:
 - a) an untrue statement of a material fact (as defined herein); or
 - b) an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in the circumstances in which it is made.
8. "Undisclosed Material Information or 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 the following:
 - a) Financial results (including transcripts);
 - b) Dividends;
 - c) Change in capital structure;
 - d) Mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
 - e) Changes to the Company's Board of Directors or key managerial personnel;
 - f) Such other information that the Corporate Communications committee may decide from time to time.
9. Information means and includes "non-public" or "unpublished" until it has been widely disseminated to the public (through, for example, a filing with the Stock Exchanges, a press conference, a press release or even a

management quote) or is accessible to the public on a non-discriminatory basis and the public has had a chance to absorb and evaluate it.

In case where any term has not been defined herein, then such terms shall be given the meaning as generally understood by public at large dealing with such Undisclosed Material Information or Unpublished Price Sensitive Information.

5. Corporate Communications committee

5.1 Constitution

The Corporate Communications committee shall comprise of Executive Director & Group CFO, Head - Legal, CFOs' of the subsidiaries and Head - Communications, with final consent of the Chairman, who besides other tasks as specified under this policy, shall have the authority to make determinations of matters covered under this Policy with respect to the information disclosed about the Company. The Corporate Communications committee may consult with the Company's Head-Legal and such other person including expert advisors as it considers necessary in furtherance to the objectives of this Policy.

5.2 Powers and Duties

The Corporate Communications committee shall, either by itself or through such other person/s as appointed by it, be responsible to:

1. Brief, review and approve, before it is Generally Disclosed (as defined herein), each Document or Statement pertaining to Undisclosed Material Information (as defined) to assess the quality of the disclosures made in the Document including, but not limited to, whether the Document or Statement is accurate and complete in all material respects;
2. Review and approve the Operational procedures circulated under this Policy to Company's Associates;
3. Establish timelines for the preparation and dissemination of Core Documents, which will include sufficient time for review by the Corporate Communications committee in advance of the applicable filing deadline;
4. Oversee the design and implementation of this Policy and the Company's "Communications controls and procedures," which are defined as controls and procedures that are designed to ensure that information required to be disclosed by the Company in its Core Documents is recorded, processed, summarized and reported within the specified time periods;

5. To determine materiality thresholds of events/ information which is likely to materially affect the price of the securities (constituting UPSI).
6. In its discretion, conduct interim evaluations of the Company's disclosure controls and procedures in the event of significant changes in securities regulatory requirements, IFRS, legal or other regulatory policies, or stock exchange requirements, or if it otherwise considers such evaluations appropriate;
7. Performing the actions needed for disclosure, as appropriate, of material fact about Sify's current or prospective business, governance and financial performance, in a formal, transparent and timely manner, in compliance with all applicable securities laws and regulations.
8. Make determinations about whether:
 - a. material change (as defined herein) has occurred; or
 - b. selective disclosure has been or might be made; or
 - c. where a misrepresentation has been made;
9. Overseeing the preparation and updating (if necessary) and presenting for review to the Corporate Communications committee, all press releases containing material information, financial information or earnings guidance, all analyst presentations, investor conference and rating agency presentations, all shareholder correspondence and the investor relations section of the Company's website.
10. Establishing timelines (allowing for sufficient time for the preparation and review of the disclosure, especially risk-sensitive areas) for each Form 20-F reporting period to appropriate parties, which shall include critical dates and deadlines during the disclosure process relating to:
 - a. preparation and distribution of drafts and receipt of comments, to the members of the Corporate Communications committee.
 - b. review of drafts by independent auditors and external legal counsel; and
 - c. preparation of back-up materials, and for each quarterly Form 6-K reporting period, as it deems appropriate.
11. Assigning drafting/review responsibilities by designating personnel to be responsible for drafting/reviewing each portion of the periodic report. The Corporate Communications committee shall ensure that factual back-up documentation is obtained to the extent information included in the disclosures is not taken from the financial statements.

12. Designating internal or external counsel experienced in SEC matters to conduct form checks of the annual report on Form 20-F/Form 6K;
13. To make necessary amendment(s) to the Policy as may be required from time to time.

6. Investor Relations Committee

Further to the Corporate Communications Committee being established, the Investor Relations Committee (“IR Committee”) and its duties shall be subsumed into it.

The scope of the Investor Relations Committee was primarily responsible for performing the Investor Relations function which includes interaction with any person outside of Sify including making any official disclosure before any Regulatory Authority, Stock Exchange or any other Statutory Authority. The Investor Relations Committee may perform the above said function either by itself or through other internal resource from respective Departments as it deems fit.

7. Internal Communications

7.1 General Rules

- Employees must refrain from discussing UPSI in public spaces or through unsecured communication channels.
- All internal communications involving UPSI must be encrypted and shared only with authorized personnel.
- Team meetings discussing UPSI must include confidentiality disclaimers and ensure restricted attendance.

7.2 Training and Awareness

- Regular training programs shall be conducted to educate employees on their responsibilities under this Policy and the implications of securities laws.
- Special training sessions will be held for new employees and independent contractors to ensure they understand their obligations under this Policy.

7.3 Reporting Suspected Breaches

Employees, Associates, Agents or Person employed through such Agent or any person on Contract or any Person either employed by Sify or is connected to Sify through any Project must promptly report any suspected breaches of this Policy to the Corporate Communications committee or General Counsel/Head Legal.

8. External Communications

8.1 Authorized Spokespersons

Only the following individuals are authorized to communicate on behalf of the Company:

- Chairman and Managing Director
- Executive Director and Group CFO
- Head - Communications
- Such other individuals as unanimously designated by the Disclosure Committee. - these individuals will differ based on business need.

In case where any individual is designated to communicate with respect to any External Communications, such individual shall, besides observing the rules and parameters as laid out hereunder, get seized of such designation moment when the desired Communication has been made unless otherwise specified particularly by the Corporate Communications committee

8.2 Any Authorised Person provided under Rule 8.1 must:

- Adhere strictly to pre-approved communication guidelines.
- Undergo periodic training on handling UPSI and responding to external queries.
- Coordinate with the Corporate Communications committee before making any public statement.

8.3 Modes of Communication

Authorized Spokespersons may communicate through the following channels:

- Press Releases: Must be reviewed and approved by the Corporate Communications committee prior to dissemination. They should contain factual, concise, and consistent information.
- Social Media Platforms: Posts on official accounts must align with the Company's approved messaging. Employees are prohibited from sharing UPSI or unauthorized information on personal accounts.
- Public Displays: Information shared during roadshows, trade fairs, or industry events must be vetted to ensure compliance with this Policy.
- Websites: All material disclosures must be pre-approved and then be promptly uploaded to the official Company website within regulatory timelines.
- Broadcasts/Telecasts: Content for interviews or televised appearances must be pre-approved.

- **Print and Electronic Media:** Only pre-approved written communications are permissible.
- **Press Interviews, Panel discussions, Conferences, Seminars** - when representing Sify (the brand or any of the subsidiaries) Participants must adhere to the scripts or guidelines provided by the Corporate Communications committee.
- Any out of turn request for information, clarification, rebuttal or details from the media or any third party should be directed to the Head-Communications. Likewise, employees, in their individual capacity should refrain from reaching out to the media or members of the media.

8.4 Approval Process

- All external communications must be reviewed and approved by the Corporate Communications committee before dissemination.
- The Head - Communications is responsible for coordinating true and correct public disclosures and in ensuring timely communication through appropriate channels.

9. Financial Communications and Investor Relations

9.1 Earnings Calls and Roadshows

- Earnings calls and roadshows must adhere to pre-approved scripts and presentation materials which shall be approved unanimously by the Corporate Communications committee
- Any changes to scripts during presentations must be disclosed to the public promptly.
- Transcripts of earnings calls and recordings of roadshows must be made publicly available on the Company's website within 24 hours of such Public Presentation.
- Spokespersons should not divulge any forward-looking statements broadly classified as Capex, Financial outlays, Investments or third party investment.

9.2 Preventing Selective Disclosure

- Any UPSI shared with analysts, investors, or media must be previously and broadly disclosed to the public through stock exchanges and the Company's website.

- A written and audio-visual record of all meetings with investors and analysts must be maintained for at least three years.

9.3 Handling Queries

- All queries related to financial performance, strategic plans, or restructuring must be routed to the Head - Communications.

10. Insider Trading Rules

10.1 Prohibition of Insider Trading

- Employees, officers, directors, and contractors are prohibited from trading securities based on UPSI.
- Trading windows will be defined, and blackout periods will be communicated to all stakeholders.
- Any trading in securities during blackout periods or without pre-clearance is strictly prohibited.

10.2 Reporting Requirements

- Any insider with knowledge of a potential breach must report it immediately to the Head - Legal.
- In case of any Whistle Blower concern, procedure as laid out in Whistle Blower Policy shall apply.

10.3 Consequences of Violations

- Violations of insider trading rules will result in immediate suspension of the offender's official authority and privileges and possible legal action.

10.4 Dark period/Silent period

- The Company does not permit trading by any associate to buy or sell in ESOPs/Equities from the midnight of the end of the quarter prior to announcing its quarterly, half yearly and Annual Results and up to 48 hours after the announcement.

11. Handling UPSI

11.1 Identification and Classification

- UPSI must be identified by the Corporate Communications committee and must be classified by the Committee or by any such Designated Person based on its sensitivity and potential impact.

- Detailed logs of all UPSI must be maintained, including access and dissemination details.

11.2 Secure Storage

- UPSI must be stored in secure systems with access controls and audit trails.
- Encryption protocols and multi-factor authentication will be mandatory for accessing UPSI repositories.

12. Prompt Disclosure of Material Events or Information

The Company shall furnish Material Events or Information to all stakeholders on a continuous and immediate basis. All disclosures shall be made with the prior approval of the Disclosure Committee.

13. Materiality Criteria of the Event or Information

Materiality criteria shall be determined by Corporate Communications committee on a case-to-case basis depending on specific facts and circumstances relating to the event/information. In order to enable determining whether a particular event/information is material in nature, the Committee shall consider the following criteria:

1. The omission of an event or information, which is likely to result in:
 - a) discontinuity or alteration of event or information already available publicly; or
 - b) significant market reaction if the said omission came to light at a later date;
2. In case where the criteria specified in clauses a) and b) are not applicable, an event/ information may be treated as deemed material, if in the opinion of the Disclosure Committee, the event/ information is considered material.

The Corporate Communications committee may, from time to time, modify or amend existing indicative guidelines or specify new guidelines to ascertain materiality of events/information in this regard.

In respect of events or information pertaining to subsidiaries, the Corporate Communications committee may consider the criteria mentioned above and any other indicative guidelines, for determining materiality of such events or information vis-à-vis the Company.

14. Legitimate Purpose

An Insider shall not share UPSI with any person including other Insider(s) except where such communication is in the ordinary course of business or on a need-to-know basis and is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

An Insider before so sharing the UPSI with any other person shall notify such other person that the information is UPSI and to maintain confidentiality of the same. Further, the Insider shall get a Non-Disclosure Agreement executed by the recipient of UPSI and forward the same to the Head - Communications.

In case where the Designated Persons as specified under Rule 8.1, who are employees and Directors and bound by the terms of the Code of Conduct in their capacity as employees or Directors, respectively, need not separately execute a Confidentiality Agreement. Legitimate Purpose shall, inter-alia, include sharing of UPSI on need-to-know basis by an insider with promoters, partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, etc. provided that such sharing has not been carried out to evade or circumvent the prohibitions under the applicable Regulations.

15.Unintended or Inadvertent Disclosures

In the event of an unintended disclosure, inadvertently made, by the spokesperson or an employee of the Company, it shall immediately be brought to the notice of Head-Communications who shall as expeditiously as possible direct such spokesperson or employee to rebutted or clarified to the target audience as soon as possible to minimize any impact due to such un-intended or inadvertent disclosures.

Such Unintended or Inadvertent Disclosures shall as soon as possible be brought to the notice of Corporate Communications committee along with one Assessment Report to be prepared by the Head-Communications citing the impact of such Unintended or Inadvertent Disclosure along with subsequent actions taken to curb/rectify such disclosure.

16. Violations and Consequences

16.1 Reporting Violations

- Violations of this Policy must be reported to the Corporate Communications committee or Head-Legal.
- A confidential hotline will be available for anonymous reporting.

16.2 Disciplinary Action

- Any Breaches of this Policy except in case where such breach has arisen out of any Unintended or Inadvertent Disclosures as specified in Rule 14, may result in disciplinary actions, including termination of employment or contractual agreements.

Such Disciplinary Proceeding shall be in addition to any Legal or Statutory Proceeding which may be initiated by the Company on the recommendation of the Corporate Communications committee and on written advice of Head-Legal.

In case where such breach has arisen due to any Unintended or Inadvertent Disclosures, Corporate Communications committee upon consulting Head-Communications, Head-Legal and Head-Human Resources, may take such action against such person who has made Unintended or Inadvertent Disclosure as it deems fit.

16.3 Regulatory Penalties

- Violations may also result in penalties under applicable securities laws.
- The Company will cooperate fully with regulatory authorities in investigating breaches.

17. Policy Review and Updates

This Policy will be reviewed annually by the Corporate Communications committee to ensure alignment with regulatory requirements and Company objectives. Updates will be communicated to all stakeholders promptly.

18. Acknowledgment

All employees, officers, directors, and independent contractors must acknowledge receipt and understanding of this Policy. Failure to do so does not exempt them from compliance.

Acknowledgments must be recorded and stored in the Company's compliance database for reference.