

INTRASOFT TECHNOLOGIES LTD

**CODE OF INTERNAL PROCEDURES AND CONDUCT FOR REGULATING,
MONITORING AND REPORTING OF TRADING BY INSIDERS**

(Effective from 15th May 2015 and as Amended with effect from 1st April, 2019)

1. Definitions

- 1.1 **“Act”** means the Securities and Exchange Board of India Act, 1992;
- 1.2 **“Board”** means the Board of Directors of the Company;
- 1.3 **“Code”** or **“Code of Conduct”** shall mean the Code of Regulating, Monitoring and Reporting of trading by insiders of IntraSoft Technologies Ltd as amended from time to time;
- 1.4 **“Company”** means IntraSoft Technologies Ltd;
- 1.5 **“Compliance Officer”** means Company Secretary or such other senior officer, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations designated so and reporting to the Chairman of Audit Committee and the Board of Directors and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors of the Company;

Explanation—For the purpose of this regulation, “financially literate” shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows.

- 1.6 **“Connected Person”** means:
- (i) any person who is or has, during the six months prior to the date of this code become effective, been associated with the 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himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access;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 the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest;

1.7 **“Dealing in Securities”** means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the securities of the Company either as principal or agent;

1.8 **“Designated Person(s)”** shall include :

- (i) Managing Director and Whole-time Director
- (ii) every employee in the grade of Senior Managers and above of the Company and its subsidiaries;
- (iii) every employee in the finance, accounts, secretarial and legal department of the Company and its subsidiaries; and
- (iv) any other employee as may be determined and informed by the Compliance Officer from time to time;

1.9 **“Director”** means a member of the Board of Directors of the Company;

1.10 **“Employee”** means every employee of the Company including the Directors and Key Managerial Personnel in the employment of the Company;

1.11 **"Generally available Information"** means information that is accessible to the public on a non-discriminatory basis;

1.12 **"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;

1.13 **“Insider”** means any person who is,

- (i) a connected person; or
- (ii) in possession of or having access to unpublished price sensitive information
- (iii) Any person in receipt of unpublished price sensitive information pursuant to a “legitimate purpose” shall be considered an “insider” for purposes of these regulations and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.”

- (iv) "legitimate purpose" shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations."
- 1.14 **"Key Managerial Personnel"** shall have the same meaning as defined under Section 2(51) of the Companies Act, 2013;
- 1.15 **"Promoter"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;
- 1.16 **"Promoter group"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;
- 1.17 **"Securities"** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund;
- 1.18 **"Takeover regulations"** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- 1.19 **"Trading Day"** means a day on which the recognized stock exchanges are open for trading;
- 1.20 **"Trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly;
- 1.21 **"Unpublished Price Sensitive Information"** means any information relating to the securities of the company, 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:
- (i) financial results;
 - (ii) dividends;
 - (iii) change in capital structure;
 - (iv) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
 - (v) changes in key managerial personnel; and
- 1.22 **"Regulations"** shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto

Words and expressions used and not defined in these regulations but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of

1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation.

2. Compliance Officer

2.1 The Compliance Officer shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the Codes specified in these regulations under the overall supervision of the Board of Directors of the Company.

2.2 The Compliance Officer shall report to the Board of Directors of the Company and in particular shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the Board of Directors at such frequency as may be stipulated by the Board of Directors.

2.3 The Compliance Officer shall assist all employees in addressing any clarifications regarding the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct.

3. Preservation and sharing of "Price Sensitive Information"

3.1 All information shall be handled within the Company on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the legitimate purposes, performance of duties or discharge of legal obligations.

3.1.1 Need to Know:

"Need to know" basis means that Unpublished Price Sensitive Information should be disclosed only to those within the Company

- (i) Who need the information for furtherance of legitimate purposes, performances of duties or discharge of legal obligations and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.
- (ii) All non-public information directly received by any employee should immediately be reported to the head of the department.

3.2 Limited access to confidential information:

Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc.

3.3 Sharing of "Unpublished Price Sensitive Information"

Unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:

- an obligation to make an open offer under the takeover regulations or merger or acquisitions, where the Board of Directors of the listed Company is of informed opinion that sharing of such information is in the best interests of the Company; or
- not attracting the obligation to make an open offer under the takeover regulations but where the Board of Directors of the listed Company is of informed opinion that sharing of such information is in the best interests of the Company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine to be adequate and fair to cover all relevant and material facts

However, the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the limited purpose and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information. Further, the board of directors shall ensure that a structured digital database is maintained containing the names of such persons or entities as the case may be with whom information is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database

4. Prevention of misuse of “Unpublished Price Sensitive Information”

Employees and Connected Persons designated on the basis of their functional role ("**designated persons**") in the Company shall be governed by this internal code of conduct governing dealing in securities.

When a person who has traded in securities has been in possession of unpublished price sensitive information, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.

4.1 Trading Plan:

An insider shall be entitled to formulate a trading plan for dealing in securities of the Company and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

4.2 Trading Plan shall:

- (i) not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
- (ii) not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the Company and the second trading day after the disclosure of such financial results;
- (iii) entail trading for a period of not less than twelve months;
- (iv) not entail overlap of any period for which another trading plan is already in existence;

- (v) set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
- (vi) not entail trading in securities for market abuse.

4.3 The Compliance Officer shall consider the Trading Plan made as above and shall approve it forthwith. However, he shall be entitled to take express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the Regulations. Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.

4.4 The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

4.5 Upon approval of Trading Plan the Compliance Officer shall notify the plan to the stock exchange on which shares are listed.

However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any unpublished price sensitive information and the said information has not become generally available at the time of the commencement of implementation. The commencement of the plan shall be deferred until such unpublished price sensitive information becomes generally available information. Further, the Insider shall also not be allowed to deal in securities of the Company, if the date of trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.

5 Trading Window

5.1 The trading period shall be called "Trading Window" for trading in the Company's securities. Such trading window shall be closed from the end of every quarter and shall be opened 48 hours after such information is made public.

5.2 When the trading window is closed, all employees / designated persons and their immediate relatives shall not trade in the Company's securities during such period.

5.3 The trading window will be closed, inter alia, at the time of :-

- a. Declaration of financial results of the Company (quarterly and annual).
- b. Declaration of Dividend (Interim & Final)
- c. Issue of securities by way of public / rights / Bonus etc.
- d. Any major expansion plans or execution of new projects.
- e. Amalgamation, mergers, takeovers and buy back.
- f. Disposal of whole or substantially whole of the undertaking.
- g. Any changes in policies, plans or operations of the Company which has major impact on the results of the Company.

- 5.4 All employees / designated persons of the Company shall conduct all their dealing in the securities of the Company only in a valid trading window and shall not deal in any transaction involving the purchase or sale of the Company's securities during the period when trading window is closed or during any other period as may be specified by the Company from time to time.
- 5.5 In case of ESOPs, exercise of option may be allowed in the period when the trading window is closed. However, sale of shares allotted on exercise of ESOPs will not be allowed when trading window is closed.
- 5.6 The Compliance Officer shall intimate the closure of trading window to all the designated persons of the Company. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates.
- 5.7 Employees / Designated Persons shall not deal in the securities of the Company when in possession of Unpublished Price Sensitive Information even if the trading window is open.

6 Code of Conduct

- 6.1 The Chief Executive Officer, Managing Director or such other analogous person of the Company, intermediary or fiduciary shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in these regulations to prevent insider trading.
- 6.2 The internal controls shall include the following:
- a) all employees who have access to unpublished price sensitive information are identified as designated employee;
 - b) Employees of the company, intermediary or fiduciary designated on the basis of their functional role or access to unpublished price sensitive information in the organization by their board of directors or analogous body;
 - c) Employees of material subsidiaries of the company designated on the basis of their functional role or access to unpublished price sensitive information in the organization by their board of directors;
 - d) All promoters of the Company and promoters who are individuals or investment companies for intermediaries or fiduciaries;
 - e) Chief Executive Officer and employees upto two levels below Chief Executive Officer of the Company, intermediary, fiduciary and its material subsidiaries irrespective of their functional role in the company or ability to have access to unpublished price sensitive information;
 - f) Any support staff of the company, intermediary or fiduciary such as IT staff or secretarial staff who have access to unpublished price sensitive information."
 - g) all the unpublished price sensitive information shall be identified and its confidentiality shall be maintained as per the requirements of these regulations;
 - h) adequate restrictions shall be placed on communication or procurement of unpublished price sensitive information as required by these regulations;
 - i) lists of all employees and other persons with whom unpublished price sensitive information is shared shall be maintained and confidentiality agreements shall be signed or notice shall be

- served to all such employees and persons;
- j) all other relevant requirements specified under these regulations shall be complied with;
 - k) periodic process review to evaluate effectiveness of such internal controls.
- 6.3 The board of directors of the Company and the board of directors or head(s) of the organisation of intermediaries and fiduciaries as defined in Regulation 9 (1) shall ensure that the Chief Executive Officer or the Managing Director or such other analogous person ensures compliance with regulation 9 and sub-regulations (1) (2) and (3) of the said Regulation.
- 6.4 The Audit Committee of the Company or other analogous body for intermediary or fiduciary shall review compliance with the provisions of these regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.
- 6.5 The Company shall formulate written policies and procedures for inquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information, which shall be approved by board of directors of the company and accordingly initiate appropriate inquiries on becoming aware of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information and inform the Board promptly of such leaks, inquiries and results of such inquiries.
- 6.6 The whistle-blower policy of the Company includes such provisions to make employees aware of such policy to enable employees to report instances of leak of unpublished price sensitive information.
- 6.7 In case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information and on initiation of inquiry by the Company the relevant intermediaries and fiduciaries shall co-operate with the Company in connection with such inquiry conducted by the Company.

7 Pre-clearance of trades

- 7.1 All Employees and their immediate relatives, except those who had given trading plan and the same is approved by the Compliance Officer, who intend to deal in the securities of the Company when the trading window is open and if the proposed trade, aggregates in excess of 5000 shares or if the value (market value) aggregates in excess of Rs. 10 lacs, whichever is lower, whether in one transaction or in series of transactions over any calendar quarter should pre-clear the transaction. However, no employee shall be entitled to apply for pre-clearance of any proposed trade if such employee is in possession of unpublished price sensitive information even if the trading window is open. The pre-clearance procedure shall be hereunder:
- (i) An application shall be made in the prescribed Form (**Annexure 1**) to the Compliance officer indicating the estimated number of securities that the employee intends to deal in, the details as to the depository with which he has a security account and such other details as may be required by any rule made by the company in this behalf.

- (ii) An undertaking (**Annexure 2**) shall be executed in favour of the Company by such employee incorporating, *inter alia*, the following clauses, as may be applicable:
 - (a) That the said employee does not have any access or has not received “Price Sensitive Information” up to the time of signing the undertaking.
 - (b) That in case the said employee has access to or receives “Price Sensitive Information” after the signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance Officer of the change in his position and that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes public.
 - (c) That he/she has not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time.
 - (d) That he/she has made a full and true disclosure in the matter.
- (iii) All employees and their immediate relatives shall execute their order in respect of securities of the Company within one week after the approval of pre-clearance is given. The employee shall file within 2 (two) days of the execution of the deal, the details of such deal with the Compliance Officer in the prescribed form, if the transaction is not executed, intimation to that effect shall also be filed. (**Annexure 4 & 5**).
- (iv) If the order is not executed within one week after the approval is given, the employees and their immediate relatives must pre-clear the transaction again.

All employees who buy or sell any number of shares of the Company shall not enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction. All employees shall also not take positions in derivative transactions in the shares of the Company at any time. In case of any contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI under the Act. Provided that this shall not be applicable for trades pursuant to exercise of stock options.

In case of subscription in the primary market, the above mentioned entities shall hold their investments for a minimum period of 30 days. The holding period would commence when the securities are actually allotted.

- (v) The Compliance Officer may waive off the holding period in case of sale of securities in personal emergency after recording reasons for the same. However, no such sale will be permitted when the Trading window is closed.

8 Other Restrictions / Compliances

8.1 The disclosures to be made by any person under this Code shall also include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.

8.2 The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this Code.

8.3 The disclosures made under this Code shall be maintained for a period of five years.

8.4 Designated persons shall be required to disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the company on an annual basis and as and when the information changes: (a) immediate relatives (b) persons with whom such designated person(s) shares a material financial relationship (c) Phone, mobile and cell numbers which are used by them

8.5 In addition, the names of educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a one time basis.

Explanation—The term “material financial relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer’s annual income but shall exclude relationships in which the payment is based on arm’s length transactions.

The Company shall have a process for how and when people are brought ‘inside’ on sensitive transactions. Individuals should be made aware of the duties and responsibilities attached to the receipt of Inside Information, and the liability that attaches to misuse or unwarranted use of such information

9 Reporting Requirements for transactions in securities

Initial Disclosure

9.1 Every promoter, member of the promoter group, Key Managerial Personnel, and Director of the Company, within thirty days of these regulations taking effect, shall disclose to the Company the details of all holdings in securities of the Company presently held by them and Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter or member of the promoter group shall disclose his holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a promoter.

Continual Disclosure

9.2 Every Promoter, member of the promoter group, designated person and Director of the Company shall disclose to the Company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. 10,00,000/- (Rupees Ten Lakhs only).

The disclosure shall be made within 2 trading days of:

(a) the receipt of intimation of allotment of shares, or

(b) the acquisition or sale of shares or voting rights, as the case may be.

9.3 Half Yearly / Annual Disclosure:

All the Designated Person of the Company shall be required to forward following details of their securities transactions including the statement of immediate relatives to the Compliance officer:

- a. all holdings in securities of the Company at the time of joining the Company;
- b. periodic statement of any transactions in securities whether pre-clearance of trades was obtained or not, on a Half Yearly basis within 7 days from the end of half year, **(Annexure 6)** ;
- c. annual statement of all holdings in securities as on 31st March of each year, before 30th April of that year, **(Annexure 7)**.

10. Disclosure by the Company to the Stock Exchange(s)

10.1 Within 2 trading days of the receipt of intimation under Clause 9.3 or becoming aware of the information specified in Clause 9.3, the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed, the information received.

10.2 The Compliance officer shall maintain records of all the declarations in the appropriate form given by the directors / officers / designated persons for a minimum period of five years.

11. Dissemination of Price Sensitive Information

11.1 No information shall be passed by Designated Persons by way of making a recommendation for the purchase or sale of securities of the Company.

11.2 Disclosure/dissemination of Price Sensitive Information with special reference to analysts, media persons and institutional investors:

The following guidelines shall be followed while dealing with analysts and institutional investors

- Only public information to be provided.
- At least two Company representatives be present at meetings with analysts, media persons and institutional investors.
- Unanticipated questions may be taken on notice and a considered response given later. If the answer includes price sensitive information, a public announcement should be made before responding.
- Simultaneous release of information after every such meet.

12. Penalty for contravention of the code of conduct

12.1 Every Designated Person shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her immediate relatives).

12.2 Any Designated Person who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalised and appropriate action may be taken by the Company.

12.3 Persons who violate the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, recovery, clawback, ineligibility for future participation in employee stock option plans, etc.

12.4 The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.

ANNEXURE 1
SPECIMEN OF APPLICATION FOR PRE-DEALING APPROVAL

Date:

To,
The Compliance Officer,
IntraSoft Technologies Ltd
502A, Prathamesh, Raghuvanshi Mills Compound
S. B. Marg, Lower Parel (W)
Mumbai

Dear Sir/Madam,

Application for Pre-dealing approval in securities of the Company

Pursuant to the SEBI (prohibition of Insider Trading) Regulations, 2015 and the Company's "Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders", I seek approval to purchase / sale / subscription of _____ equity shares of the Company as per details given below:

1.	Name of the applicant		
2.	Designation		
3.	Number of securities held as on date		
4.	Folio No. / DP ID / Client ID No.)		
5.	The proposal is for		(a) Purchase of securities (b) Subscription to securities (c) Sale of securities
6.	Proposed date of dealing in securities		
7.	Estimated number of securities proposed to be acquired/subscribed/sold		
8.	Price at which the transaction is proposed		
9.	Current market price (as on date of application)		
10.	Whether the proposed transaction will be through stock exchange or off-market deal		
11.	Folio No. / DP ID / Client ID No. where the securities will be credited / debited		

I enclose herewith the form of Undertaking signed by me.

Yours faithfully,

Name & Signature:

ANNEXURE 2

**FORMAT OF UNDERTAKING TO BE ACCOMPANIED WITH THE
APPLICATION FOR PRE-CLEARANCE**

UNDERTAKING

To,
.....,
Mumbai

I, _____, _____ of the Company residing at _____, am desirous of dealing in _____ (no. of shares) shares of the Company as mentioned in my application dated _____ for pre-clearance of the transaction.

I further declare that I am not in possession of or otherwise privy to any Unpublished Price Sensitive Information (as defined in the Company's Code of Conduct for prevention of Insider Trading (the Code) up to the time of signing this Undertaking.

In the event that I have access to or received any information that could be construed as "Price Sensitive Information" as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public. I declare that I have not contravened the provisions of the Code as notified by the Company from time to time.

I undertake to submit the necessary report within four days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

If approval is granted, I shall execute the deal within 7 days of the receipt of approval failing which I shall seek fresh pre-clearance.

I declare that I have made full and true disclosure in the matter.

Date :

Signature : _____

ANNEXURE 3

FORMAT FOR PRE- CLEARANCE ORDER

To,

Name : _____

Designation : _____

Place : _____

This is to inform you that your request for dealing in _____ (nos) shares of the Company as mentioned in your application dated _____ is approved. Please note that the said transaction must be completed on or before _____ (date) that is within 7 days from today.

In case you do not execute the approved transaction /deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within 2 days from the date of transaction/deal. In case the transaction is not undertaken a 'Nil' report shall be necessary.

Yours faithfully,
for

COMPLIANCE OFFICER

Date : _____

Encl: Format for submission of details of transaction

ANNEXURE 4

FORMAT FOR DISCLOSURE OF TRANSACTIONS

(To be submitted within 2 days of transaction / dealing in securities of the Company)

To,
The Compliance Officer,
.....,
Mumbai

I hereby inform that I

- have not bought / sold/ subscribed any securities of the Company
- have bought/sold/subscribed to _____ securities as mentioned below on ____ (date)

Name of holder	No. of securities dealt with	Bought/sold/subscribed	DP ID/Client ID / Folio No	Price (Rs.)

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 years and produce to the Compliance officer / SEBI any of the following documents:

1. Broker's contract note.
2. Proof of payment to/from brokers.
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of Delivery instruction slip (applicable in case of sale transaction).

I agree to hold the above securities for a minimum period of six months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval. *(applicable in case of purchase / subscription).*

I declare that the above information is correct and that no provisions of the Company's Code and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

Date : _____

Signature :

Name :

Designation:

ANNEXURE 5

ANNEXURE 6

Date:

To
The Compliance officer,
IntraSoft Technologies Limited
502A, Prathamesh,
Raghuvanshi Mills Compound, S.B.Marg,
Lower Parel
Mumbai - 400013

Half Yearly DISCLOSURE

For the period ended- _____

I have been identified as Designated Person for the purpose of Insider Trading Code, hereby declare that during the Half year period ended 30th September, _____ I and my immediate relatives have made the following transaction in the Securities of the Company

Folio No./Client ID	Name and relation	No. of Shares	Nature of Transaction	Pre-clearance taken (Yes/No)

Thanking you,

Signature
Name:-

ANNEXURE 7

Date:

The Compliance officer,
IntraSoft Technologies Limited
502A, Prathamesh,
Raghuvanshi Mills Compound, S.B.Marg,
Lower Parel
Mumbai - 400013

ANNUAL DISCLOSURE

I have been identified as Designated Person for the purpose of Insider Trading Code and as on 31st March, _____ holding of myself and my immediate relatives in the Securities issued by the Company are as under:

Folio No/ Client Id	No. of Shares

Thanking You

Signature
Name:-