

POLICY AND PROCEDURE (MECHANISM) FOR INQUIRY IN CASE OF LEAK (/SUSPECTED LEAK) OF UNPUBLISHED PRICE SENSITIVE INFORMATION (“UPSI”) [Under Regulation 9A of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018].

1. OBJECTIVE

The SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 has mandated every listed company to formulate a written policy and procedures for inquiry in case of leak of unpublished price sensitive information and initiate appropriate enquiries on becoming aware of leak of unpublished price sensitive information (‘UPSI’) and inform the Board promptly of such leaks, enquiries and results of such inquiries.

In this regard, Board of Directors of IntraSoft Technologies Limited have laid down this policy to avoid leakages of UPSI and for procedure of inquiry in case of actual/suspected leak of Unpublished Price Sensitive Information (‘the policy’), for adoption to be in force with effect from April 01, 2019 mainly with the objectives:

- (i) To strengthen the key pillars of people, process and technology and internal control system to prevent leak of UPSI.
- (ii) To identify the present system and controls on UPSI, responsibility of who manages such controls and periodicity of such review.
- (iii) To restrict and prohibit the practice of sharing of UPSI, with the un-authorized person, which originates from within the company and which affects the market price of the Company as well as loss of reputation and investors’/ financiers’ confidence in the company.
- (iv) To have a uniform code to curb the un-ethical practices of sharing UPSI by Insiders, Employee(s) & Designated Persons with any person, firm, Company or Body Corporate.
- (v) To initiate and conduct an inquiry in case of leak of UPSI or suspected leak of UPSI and inform the same to the Securities and Exchange Board of India (“SEBI”) promptly.
- (vi) To penalize any Insider, Employee & Designated Persons who appears to have found guilty of violating this policy.

2. DEFINITIONS

- (i) **Chief Investor Relation Officer (“CIRO”)** shall mean the Compliance Officer of the Company appointed by the Board of Director under Securities and Exchange Board India (Listing Obligations and Disclosure Requirements) Regulations, 2015

(ii) **Leak of UPSI** shall mean communication of information which is / shall be UPSI by any Insider, Employee & Designated Persons or any other known or unknown person to any person other than a person(s) authorized by the Board after following the due process prescribed in this behalf in the “Code of Practices and procedures for Fair Disclosure of UPSI of the Company and /or under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment, re-amendment or re-enactment thereto.

(iii) **Support Staff** shall include IT staff or secretarial staff who have access to unpublished price sensitive information.

(iv) **Un-published Price Sensitive Information (“UPSI”)** shall mean 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 include but not restricted to, information relating to the following:

a) Periodical financial results of the Company;

b) Intended declaration of dividends (Interim and Final);

c) Change in capital structure i.e. Issue of securities, buy - back of securities or any forfeiture of shares or change in market lot of the Company’s shares;

d) Mergers, De-mergers, Amalgamation, Acquisitions, De-listing of Securities, Scheme of Arrangement or Takeover, disposals, spin off or selling division of whole or substantially whole of the undertaking and expansion of business and such other transactions;

e) Any major expansion plans or execution of new projects or any significant changes in policies, plans or operations of the Company;

f) Changes in key managerial personnel;

g) Any other matter as may be prescribed under the SEBI (Prohibition of Insider Trading) Regulations, 2015 and/or Companies Act, 2013 and Rules made thereunder to be price sensitive, from time to time.

3. DUTIES OF CHIEF INVESTOR RELATIONS OFFICER (“CIRO”)

The CIRO shall be responsible to;

(i) Oversee the Compliance of this policy.

(ii) Report the incident of actual or suspected leak of UPSI to the Securities and Exchange Board of India.

(iii) Intimate the incident of actual or suspected leak of UPSI to the Stock Exchanges.

(iv) To co-ordinate with and disclose the relevant facts of the incident of actual or suspected leak of UPSI to the Inquiry committee.

4. DISCLOSURE OF ACTUAL OF SUSPECTED LEAK OF UPSI TO STOCK EXCHANGES:

On becoming aware of actual or suspected leak of Unpublished Price Sensitive Information of the Company, the CISO shall ensure that the same shall be promptly intimated to the Stock Exchanges on which the securities of the Company are listed in the format as set out in "Annexure A" to this policy.

5. REPORT OF ACTUAL OF SUSPECTED LEAK OF UPSI TO SEBI

On becoming aware of actual or suspected leak of Unpublished Price Sensitive Information of the Company, the CISO shall ensure that a report on such actual or suspect leak of UPSI, preliminary enquiry thereon and results thereof shall be promptly made to the SEBI in the format as set out in "Annexure B" to this policy.

6. CONSTITUTION OF ENQUIRY COMMITTEE

The Board of Directors or any Committee authorized by them in this behalf, shall constitute a committee to be called as "Enquiry Committee". The Enquiry Committee shall consist of minimum 3 (three) Members which shall include Managing Director, Chief Financial Officer and Chief Investor Relation Officer (Compliance Officer) and any other officer of the Company as may be mutually decided by the members of the Committee.

7. DUTIES OF ENQUIRY COMMITTEE

The Enquiry Committee shall be responsible-:

(a) To identify persons involved in major deals/ activities and instruct them not to share any UPSI beyond that set of people and ensure that information is percolated down to juniors or external teams on need to know basis.

(b) To ensure investment by the Company in right technology to avoid data leakage, IP based controls, recording calls, restricted use of mobiles, secured access for teams working on preparing financials during the 'non trading window' period.

(c) Inculcate the culture to report on any attempt of breach and conduct refresher trainings around the sensitivity of the role played.

(d) Monitor any significant price changes just before the declaration of financial earnings for any significant fluctuations proactively.

(e) To conduct a preliminary enquiry to ascertain the truth contained in the information or complaint pertaining to actual or suspected leak of UPSI, if any;

(f) To authorize any person to collect necessary support material; and

(g) To decide disciplinary action thereon.

8. PROCEDURE FOR INQUIRY IN CASE OF LEAK OF UPSI

On becoming aware of suo moto or otherwise, of actual or suspected leak of Unpublished Price Sensitive Information of the Company by any promoter, director, key managerial person, Insider, employee, designated person, support staff or any other known or un-known person, the CRIO after informing the same to the Managing Director or Chief Financial Officer of the Company, shall follow the below mentioned procedure in order to inquire and/or investigate the matter to ensure-:

(a) Preliminary Inquiry: Preliminary inquiry is a fact-finding exercise. The object of preliminary inquiry is to ascertain the truth or otherwise of the allegations contained in the information or complaint, if any, and to collect necessary available material in support of the allegations, and thereafter to decide whether there is justification to embark on any disciplinary action. The Enquiry Committee shall appoint and/or authorize any person(s), as it may deem fit, to initiate/conduct an inquiry to collect the relevant fact, material substances on actual or suspected leak of UPSI.

(b) Report of Preliminary inquiry to the Enquiry Committee: The Person(s) appointed/authorized to inquire the matter of actual or suspected leak of UPSI submit his/her report to the Enquiry Committee within 7 days from the date of his appointment on this behalf.

(c) Disciplinary Action: The Disciplinary action(s) shall include, wage freeze, suspension, recovery, termination of employment contract/agreement etc., as may be decided by the Members of the Committee.

9. 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. This Policy and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchanges, if required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment, re-amendment or reenactment thereto.

Annexure "A"

FORMAT FOR INTIMATION OF ACTUAL OR SUSPECTED LEAK OF UPSI TO THE STOCK EXCHANGES

To

Corporate Relationship Department
BSE Limited
P.J.Towers, Dalal Street,
Fort, Mumbai

Listing Department
National Stock Exchange of India Ltd
Exchange Plaza, Bandra Kurla Complex
Mumbai

Scrip code: 533181 / ISFT

Dear Sir / Madam,

Sub: Intimation of actual or suspected leak of UPSI pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015
, we are reporting actual or suspected leak of Unpublished Price Sensitive Information (UPSI) of the Company, as follows;

Name of Offender, if known	
Name of Organisation	
Designation (Employee, Insider, Designated Person or any other)	
Nature of Information	
Whether any action initiated by the Company? If yes, narration of the same	Yes/ No

Request you to kindly take the above on your records.

Thanking You
Yours Faithfully,
For IntraSoft Technologies Limited

Compliance Officer

Annexure "B"

FORMAT FOR INTIMATION OF ACTUAL OR SUSPECTED LEAK OF UPSI TO THE STOCK EXCHANGES

To

Securities and Exchange Board of India
Plot No. C 4-A, G Block, BSE Limited
Near Bank of India, Bandra Kurla Complex,
Bandra East, Mumbai- 400051

Scrip code: 533181 / ISFT

Dear Sir / Madam,

Sub: Intimation of actual or suspected leak of UPSI pursuant to Regulation 9A (5) of SEBI (Prohibition of Insider Trading) Regulation, 2015.

Pursuant to Regulation 9A (5) of SEBI (Prohibition of Insider Trading) Regulation, 2015, we are reporting actual or suspected leak of Unpublished Price Sensitive Information (UPSI) of the Company, as follows;

Name of Offender, if known	
Name of Organisation	
Designation (Employee, Insider, Designated Person or any other)	
Nature of Information	
Whether any action initiated by the Company? If yes, narration of the same	Yes/ No

Request you to kindly take the above on your records.

Thanking You
Yours Faithfully,
For IntraSoft Technologies Limited

Compliance Officer

