

***Code of Practices and Procedures (COPP) of Intec Capital Limited
for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)***
*For Members of Board of Directors & designated employees of Intec Capital Limited
Pursuant to Regulation 8(1) of the Securities and Exchange Board of India (Prohibition
of Insider Trading) Regulations, 2015 [SEBI PIT, 2015]*



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<i>Policy / Process Note Information</i>	
<i>Policy Name</i>	<i>Code of Practices and Procedures (COPP) of Intec Capital Limited for Fair Disclosure of Unpublished Price Sensitive Information (UPSI) For Members of Board of Directors & designated employees of Intec Capital Limited Pursuant to Regulation 8(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 [SEBI PIT, 2015]</i>
<i>Approved by Board of Directors, if any</i>	<i>Approved by Board of Directors on Friday, September 11, 2020</i>
<i>Effective Date</i>	<i>Friday, September 11, 2020</i>

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1. Preamble and preface

- 1.1. The Securities and Exchange Board of India (SEBI), in its endeavor to protect the interests of investors in general, had formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“Regulations”) under the powers conferred on it under the SEBI Act, 1992.
- 1.2. SEBI vide its Circular No. LD-NRO / GN / 2014-15 / 21 185, dated 15th January, 2015, has introduced SEBI (Prohibition of Insider Trading) Regulations, 2015, to be effective from 15th May, 2015 and the same have been made applicable to all companies whose shares were listed on Indian stock exchanges.
- 1.3. The Company is required to formulate "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" (hereinafter referred to as the "Code"). pursuant to Regulation 8 under Chapter — IV of SEBI Prohibition of Insider Trading) Regulation, 2015
- 1.4. The Company endeavors to preserve the confidentiality of un-published price sensitive information and to prevent the misuse of such information. To achieve these objectives, and in compliance with the aforesaid SEBI regulations, Intec Capital Limited hereby notifies this Code.
- 1.5. This Code shall be applicable upon the Members of the Board of Directors of the Company with effect from 15th May, 2015.
- 1.6. Any subsequent modification and / or amendments brought about by SEBI in the SEBI (Prohibition of Insider Trading) Regulation, 2015 shall automatically apply to this Code.

2. Objective of the Code of Fair disclosures

- 2.1. The Code of Practices and Procedures for Fair Disclosures is required for the Company to ensure timely and adequate disclosure of unpublished price sensitive information which would impact the price of the company’s securities and to maintain the uniformity, transparency and fairness in dealing with all stakeholders and in ensuring adherence to applicable laws and regulations.
- 2.2. Further, the Company endeavors to preserve the confidentiality of un-published price sensitive information and to prevent misuse of such information.

3. Definitions

- 3.1. **‘Compliance Officer’** for the purpose of these regulations means the Company Secretary of the Company. In absence of the Company Secretary the Board of Directors may authorized such other officer of the Company to discharge the duties of Compliance Officer under the regulations.
- 3.2. **‘Chief Investors Relations Officer’** means Compliance Officer of the Company.

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- 3.3. **"Generally available information"** means information that is accessible to the public on a non-discriminatory basis;
- 3.4. **"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;
- 3.5. **"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 financial results, dividends, change in capital structure, mergers, de-mergers, acquisitions, delisting's, disposals and expansion of business and such other transactions, changes in Key managerial personnel; and materials events in accordance with the listing agreements.
- 3.6. Intec Capital Limited means "ICL"

4. Chief Investors Relations Officer

Ms. Shefali Singhal, Company Secretary is designated as Chief Investor Relations Officer to take all required action for dissemination of information and disclosure of unpublished price sensitive information indiscriminately.

5. Power of the Board of Directors

- 5.1. The Chief Investor Relations Officer, subject to the approval of the Board of Directors, reserves the right to amend or modify this Code in whole or in part, at any time without assigning any reason whatsoever
- 5.2. The Board may also establish further rules and procedures, from time to time, to give effect to the intent of this Code and to further the objective of good corporate governance.
- 5.3. The decision of the Board of Directors of the Company with regard to any or all matters relating to this Code shall be final and binding on all concerned.

6. Principles of Fair Disclosure for Purposes of Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

This Code intends to formulate a stated framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for the securities of the Company. To achieve this objective, the members of the Board of Directors shall adhere to the following principles in letter as well as in spirit:

- 6.1. **Norms for disclosure of Unpublished Price sensitive information**
- 6.1.1. **Prompt public disclosure of Unpublished price sensitive information**

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Unpublished Price sensitive information shall be given by company to stock exchanges promptly and also the said information shall be uploaded to the Company's official website www.inteccapital.com in order to be accessed by the Investors and members of the company i.e. to make the information generally available.

6.1.2. Uniform and Universal dissemination of unpublished price sensitive information

The disclosure of unpublished price sensitive information shall be on a continuous, immediate, uniform basis and will be universally disseminated. The company may consider others ways of supplementing information released to stock exchanges by improving Investor access to their public announcements.

6.2. Overseeing and coordinating disclosure

6.2.1. The Chief Investor Relations Officer, for the purpose of these regulations, shall oversee corporate disclosures and deal with dissemination of information and disclosure of unpublished price sensitive information.

6.2.2. The Chief Investor Relations Officer shall be responsible for ensuring that the Company complies with continuous disclosure requirements and; overseeing and coordinating disclosure of unpublished price sensitive information to stock exchanges, on the website of the company and media.

6.2.3. If information is accidentally disclosed without prior approval of Chief Investor Relations Officer, the person responsible may inform the Chief Investor Relations Officer immediately, even if the information is not considered unpublished price sensitive. In such event of inadvertent, selective disclosure of unpublished price sensitive information, the Chief Investor Relations Officer shall take prompt action to ensure such information is generally available.

6.3. Responding to market rumours

6.3.1. The Chief Investor Relations Officer shall promptly respond to any queries or requests for verification of market rumours by exchanges.

6.3.2. The Chief Investor Relations Officer shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumours and then making the disclosure. He/she shall also provide appropriate assistance and fair response to the regulatory authorities including the stock exchanges for verification of news reports and market rumours.

6.4. Process of disseminating information in order to make the unpublished price sensitive information generally available

6.4.1. Disclosure / dissemination of information may be done through various media so as to achieve maximum reach and quick dissemination.

6.4.2. Company shall ensure that disclosure to stock exchanges is made promptly.

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6.4.3. The website of the company may provide a means of giving investors a direct access to analyst briefing material, significant background information and questions and answers.

6.5. Manner of dealing with analyst and research personnel

6.5.1. *Only Public information to be provided* – A company shall provide only public information to the analyst / research persons / large investors like institutions. Alternatively, the information given to the analyst should be simultaneously made public at the earliest.

6.5.2. *Recording of discussion* - In order to avoid misquoting or misrepresentation, it is desirable that at least two company's representative be present at meetings with analysts, brokers or institutional investors and discussion should preferably be recorded.

6.5.3. *Handling of unanticipated questions* - A listed company should be careful when dealing with analysts' questions that raise issues outside the intended scope of discussion. Unanticipated questions may be taken on notice and a considered response given later. If the answer includes unpublished price sensitive information, a public announcement should be made before responding.

6.5.4. *Simultaneous release of Information* - When a company organizes meetings with analysts, the company shall make a press release or post relevant information on its website after every such meet.

6.6. Unpublished price sensitive information on Need-to-Know basis

Unpublished Price Sensitive Information shall be handled on a "need to know" basis i.e. unpublished Price Sensitive Information shall be disclosed only to those where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations

7. Disclosure of Code on Public Domain

7.1. This Code and any amendment thereof will be published on the Company's website www.inteccapital.com.

7.2. Further, this Code and every subsequent amendment made thereto, shall be promptly intimated to the Stock Exchange where the securities of the Company are listed.

8. Review / Amendment of the Code

8.1. The Company will review this Code and make changes as and when deems necessary.

For Intec Capital Limited

Sanjeev Goel
Managing Director

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DIN: 00028702

Place:

Date: