

Process on how and when people are brought 'Inside' on Sensitive Transactions under clause 15 of Schedule – B SEBI (Prohibition of Insider Trading) Regulations, 2015

<i>Policy / Process Note Information</i>	
<i>Policy Name</i>	<i>Process on how and when people are brought 'Inside' on Sensitive Transactions under clause 15 of Schedule – B SEBI (Prohibition of Insider Trading) Regulations, 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>

1. Background

- 1.1. The clause 15 of Schedule – B of SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended on 31st January 2018 and also on 21st January 2019 has mandated every listed company to formulate the Process on How and When people are brought '**Inside**' on **Sensitive Transactions** and subsequently intimation of duties and responsibilities and the liability to the person(s) who has/have been brought '**Inside**' on sensitive transaction(s).
- 1.2. This Process is effective from 1st April 2019.
- 1.3. In this regard, Board of Directors of Intec Capital Limited has laid down this Process.

2. Scope and Objectives

- 2.1. The Company endeavors to preserve the confidentiality of unpublished price sensitive information (UPSI) and to prevent misuse of such information.
- 2.2. The purpose of this process is to determine how and when people are brought 'Inside' on sensitive transaction(s) and when a person is considered as an insider, he 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.

3. DEFINITION

- 3.1. "**Board**" means the Board of Directors of the Company.
- 3.2. "**Company**" means Intec Capital Limited (ICL)
- 3.3. "**Code**" means the Intec Capital Limited "Insider Trading Code of Conduct for Listed Company for Regulating, Monitoring and Reporting of Trading by Insiders / Designated Persons" of Intec Capital Limited.
- 3.4. "**Connected Person**" means Connected Person as defined under Regulations and shall also include promoters and their directors and key managerial personnel. (Regulation 2(1)(d)).
- 3.5. "**Compliance Officer**" means the person as defined in Code.
- 3.6. "**Chief Investors Relations Officer**" (CIO) means Compliance Officer of the Company appointed by the Board of Director.
- 3.7. "**Insider**" means any person who, (i) a connected person; or (ii) in possession of or having access to unpublished price sensitive information.
- 3.8. "**Generally available information**" is defined as information that is accessible to the public on a non-discriminatory basis.
- 3.9. "**Legitimate Purposes**" means sharing of UPSI in the ordinary course of business on need to know basis 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.
- 3.10. "**PIT Regulations**" shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.

3.11. "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;

3.12. "Unpublished Price Sensitive Information" ("UPSI") means as defined in the code.

4. Process for how and when people are brought 'inside' on sensitive transactions.

4.1. The CIO in consultation with Managing Director **shall decide** on how and when any person(s) should be brought 'inside' on any proposed or ongoing sensitive transaction(s).

4.2. A broad categorization of the persons to be treated as insider should be made based on their involvement in any activity relating to unpublished price sensitive information.

4.3. A person(s) shall be brought inside on any proposed or ongoing sensitive transaction(s) of the Company who may be an existing or proposed partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants etc. for **legitimate purpose** which shall include the following;

- (i) in the ordinary course of business.
- (ii) in furtherance of performance of duty(ies);
- (iii) for discharge of legal obligation(s).
- (iv) for any other genuine or reasonable purpose as may be determined by the CIO of the Company.
- (v) for any other purpose as may be prescribed under the Securities Regulations or Company Law or any other law for the time being in force, in this behalf, as may be amended from time to time.

5. Intimation of duties and responsibilities and the liability to the person(s) who has/have been brought inside' on sensitive transaction(s).

5.1. As per Regulation 3 (28) of PIT Regulations, any person(s) who has/have been brought inside on any proposed and/or ongoing sensitive transaction(s) and in receipt of unpublished price sensitive information shall be considered an "insider" for purposes of this Code and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations, in the format as set out in by the CIO in consultation with Managing Director of the Company;

5.2. The Chief Investors Relations Officer should make the concerned person 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.

5.3. The aforesaid notice to **insiders** shall cover the following:-

- (i) To make aware such person that the information shared is or would be confidential.
- (ii) To instruct such person to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.
- (iii) To make aware to such person the duties and responsibilities attached to the receipt of such information and the liability attached to misuse or unwarranted use of such information.

6. Policy Review and Amendment

- 6.1. The Policy shall be reviewed periodically in accordance with review of internal control and check as well as changes or any regulatory requirements from time to time.
- 6.2. 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.
- 6.3. On behalf of Board of Directors, the Managing Director is allowed to change in case urgency of change and implementation of policy and subsequently get the policy ratified by the Board of directors.
- 6.4. 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.
- 6.5. 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 re-enactment thereto.

For Intec Capital Limited

Sanjeev Goel
Managing Director
DIN: 00028702

Place:
Date: