

<b>Policy / Process Note Information</b>	
<b>Policy Name</b>	<i>Policy for Determination of Legitimate purposes for the sharing of Unpublished Price Sensitive Information(Under Regulation 3 (2A) read with Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015)</i>
<b>Last Recommended / Reviewed by Committee of Board (CoB), if any</b>	<i>Last approved by ACM on Friday May 24, 2019</i>
<b>Last Approved / Reviewed by Board of Directors, if any</b>	<i>Last approved by Board of Directors on Friday May 24, 2019</i>
<b>Recommended by Committee of Board (CoB), if any</b>	<i>Recommended by CSR Committee in its meeting scheduled on 10<sup>th</sup> June 2021</i>
<b>Approved by Board of Directors, if any</b>	<i>Approved by Board of Directors on 10<sup>th</sup> June 2021</i>
<b>Effective Date</b>	<i>10<sup>th</sup> June 2021</i>

**Policy for Determination of Legitimate purposes for the sharing of Unpublished Price Sensitive Information(Under Regulation 3 (2A) read with Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015)**

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## 1. BACKGROUND

The Company shares data or information with various stakeholders like organizations, agencies, institutions, intermediaries, establishments, persons, etc., during the course of its business operations. Such unpublished data or information, if made publicly available may materially impact the market price of the listed securities of the Company. If such persons trade on the basis of unpublished price sensitive information ('UPSI'), it could result in an undue advantage to such persons. The trading in the securities of the Company by an insider is governed by and subject to the SEBI (Prohibition of Insider Trading) Regulations, 2015 ('Regulations') as amended from time to time and the Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information ('Code').

This Policy is framed by the Board of Directors of the Company pursuant to the insertion of Regulation 3(2A) and 3(2B) to SEBI (Prohibition of Insider Trading) Regulations, 2015 via Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018 and is part of Intec Capital's "Code of Fair Disclosure and Conduct" formulated under Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations 2015 (hereinafter referred to as "Regulations").

This Policy will be known as "Policy for Determination of Legitimate Purposes for the sharing of Unpublished Price Sensitive Information (UPSI) " hereinafter referred to as the "Policy".

## 2. APPLICABILITY (AS SPECIFIED IN CODE)

This policy is applicable to all Insiders.

## 3. DEFINITIONS

(a) "**Connected Person**" means Connected Person as defined under Regulations and shall also include promoters and their directors and key managerial personnel. (Regulation2(1)(d)).

(b) "**Insider**" means any person who is

- i) a Connected Person or
- ii) in possession of or having access to Unpublished Price Sensitive Information. (Regulation 2(1)(g))

**Policy for Determination of Legitimate purposes for the sharing of Unpublished Price Sensitive Information(Under Regulation 3 (2A) read with Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015)**

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(c) "**Unpublished price sensitive information or UPSI**" 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:—

- (i) Financial results;
- (ii) dividends;
- (iii) change in capital structure;
- (iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
- (v) changes in key managerial personnel.

4. "**LEGITIMATE PURPOSE**" shall mean sharing of UPSI in the ordinary course of business or on a need to- know basis. The Company may share the UPSI if required in the interest of the Company. Legitimate Purpose shall interalia include sharing of UPSI 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 the Regulations. (Regulation 3(2A) and 3(2B))

In following cases which are illustrative in nature, sharing of UPSI would be considered as legitimate purpose:

- i. For investigation, inquiry or request for information by statutory or governmental authorities or any other administrative body recognized by law;  
*Example:* Any call for information or query received from Ministry of Corporate Affairs, Income Tax Authority, Securities and Exchange Board of India ("SEBI"), Stock Exchanges, Reserve Bank of India, Sectoral Regulatory Body, etc.
- ii. Under any proceedings or pursuant to any order of courts or tribunals;  
*Example:* National Company Law Tribunal, National Company Law Appellate Tribunal, Quasi judicial authority, Other Appellate Tribunals, Arbitration Proceedings, etc.
- iii. As part of compliance with applicable laws, regulations, rules and requirements;  
*Example:* Company Law, Securities Law, Income Tax Law, Banking Law, etc.
- iv. Arising out of any contractual obligations or arrangement entered by the Company set forth in any contract, agreement, arrangement, settlement, understanding or undertaking.  
*Example:* Due-diligence for any kind of restructuring, namely mergers & acquisitions, joint venture agreements, share purchase agreements, franchisee agreement, etc. v. Arising out of business requirement including requirement for the purposes of

**Policy for Determination of Legitimate purposes for the sharing of Unpublished Price Sensitive Information(Under Regulation 3 (2A) read with Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015)**

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promoting the business and Strategies of business which may requires sharing of information with Promoters and Promoters in turn with their Promoters on need to know basis.

Some of the examples which are illustrative in nature are as mentioned below;

- Sharing the relevant UPSI by Company or Promoter(s) for advice, consultation, valuation, fund raising or other intermediation and approvals in relation to the subject matter of a proposed deal/assignment/tie-up/venture/fundraising;
- Sharing the relevant UPSI by Company or Promoter(s) with intermediaries, fiduciaries, merchant bankers, advisors, lawyers, bankers, consultants, valuers, auditors, insolvency professionals, business support agents, transaction processing service providers in order to avail professional services from them;
- Sharing the relevant UPSI by Company or Promoter(s) for advice, consultation, transaction support, intermediation and approvals on projects relating to enterprise transformation, strategy, change management, analytics, re-organization, operation improvement, technology and similar domains;
- Sharing the relevant UPSI by Company or Promoter(s) with business partners essential to fulfill the terms and conditions of a business contract with a client, vendor, collaborator or lender;
- Sharing the relevant UPSI by Company or Promoter(s) for advice, consultation, transaction support, intermediation and approvals in the process of evaluation of new products, business opportunities and new lines of business;
- Sharing the relevant UPSI by Company or Promoter(s) for statutory consolidation requirements or related customary disclosure obligations;
- Sharing the relevant UPSI by Company or Promoter(s) with persons engaged or involved in the processes leading to disclosure of events set out in Schedule III to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;

*Any person in receipt of UPSI pursuant to a “legitimate purpose” shall be considered an “insider” for purposes of the Regulations and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with regulations.*

## 5. PROCESS FOR SHARING UPSI

The insider shall conduct the following steps while sharing UPSI:

- i) Satisfy that information is UPSI and sharing is for legitimate purpose
- ii) Identify the persons with whom the information is to be shared
- iii) Notify the recipient that UPSI is being shared and enter into a confidentiality/non-disclosure agreement.

***Policy for Determination of Legitimate purposes for the sharing of Unpublished Price Sensitive Information(Under Regulation 3 (2A) read with Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015)***

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- iv) Mode of sharing UPSI shall be either by an email (address directly to the insider without copying) or hard copy or any other electronic mode or device or provide access to the information, data, server with acknowledgement.
- v) Maintain names of the persons along with PAN (or any other identifier where PAN is not available) with whom information is shared. The database shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database. This database shall be kept confidential.

**6. SYSTEM AUDIT**

There should be periodic audit once in a year to ensure the integrity of the system and data maintained.

**7. POLICY REVIEW**

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. In the events of inconsistency of this Policy with any legal provisions, the provisions of the law shall override this Policy.

**8. DISCLOSURE OF THE POLICY**

The Company shall disclose this Policy on its website i.e. ([www.inteccapital.com](http://www.inteccapital.com)).

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