

Code of Conduct for Prevention of Insider Trading and Fair Disclosure of UPSI under SEBI (Prohibition of Insider Trading) Regulations, 2015

<i>Policy / Process Note Information</i>	
<i>Policy Name</i>	<i>Code of Conduct for Prevention of Insider Trading and Fair Disclosure of UPSI under SEBI (Prohibition of Insider Trading) Regulations, 2015</i>
<i>Recommended by Committee of Board (CoB), if any</i>	<i>Recommended by Nomination and Remuneration Committee in its meeting scheduled on Friday, May 30, 2025</i>
<i>Approved by Board of Directors, if any</i>	<i>Approved by Board of Directors on 30th May, 2025</i>
<i>Effective Date</i>	<i>30th May, 2025</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. Code of Practices and Procedures for Fair Disclosure of UPSI

- 2.1. The Company shall adhere to the principles of fair disclosure of Unpublished Price Sensitive Information (UPSI) as required under Regulation 8 of the SEBI (Prohibition of Insider Trading) Regulations, 2015
- 2.2. The Company shall:
 - 2.2.1. Promptly disclose UPSI to stock exchanges.
 - 2.2.2. Ensure uniform and universal dissemination of UPSI to avoid selective disclosure.
 - 2.2.3. Designate the Company Secretary as the Chief Investor Relations Officer (CIRO) to oversee dissemination and disclosure of UPSI.
 - 2.2.4. Make all such disclosures available on the Company's website (www.inteccapital.com).
 - 2.2.5. Respond to stock exchange queries and verify or deny market rumours promptly.
 - 2.2.6. Disclose UPSI only on a "need to know" basis for legitimate purposes or legal obligations.

3. Scope and Objectives

- 3.1. The Company endeavors to preserve the confidentiality of unpublished price sensitive information (UPSI) and to prevent misuse of such information.
- 3.2. 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.

4. DEFINITION

- 4.1. **"Board"** means the Board of Directors of the Company.
- 4.2. **"Company"** means Intec Capital Limited (ICL)
- 4.3. **"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.
- 4.4. **"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)).
- 4.5. **"Compliance Officer"** means the person as defined in Code.

- 4.6. **“Chief Investors Relations Officer” (CIO)** means Compliance Officer of the Company appointed by the Board of Director.
- 4.7. **“Insider”** means any person who, (i) a connected person; or (ii) in possession of or having access to unpublished price sensitive information.
- 4.8. **“Generally available information”** is defined as information that is accessible to the public on a non-discriminatory basis.
- 4.9. **“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.
- 4.10. **“Material Financial Relationship”** means a relationship in which one person is a recipient of any kind of payment such as a loan or gift during the immediately preceding 12 months, equivalent to at least 25% of such payer’s annual income, excluding arms-length transactions.
- 4.11. **“PIT Regulations”** shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.
- 4.12. **“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;
- 4.13. **“Unpublished Price Sensitive Information” (“UPSI”)** means as defined in the code.
- 5. Process for how and when people are brought ‘inside’ on sensitive transactions.**
- 5.1. 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).
- 5.2. 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.
- 5.3. 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) or disclosure to regulators, tribunals, or courts
 - (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.
 - (vi) UPSI sharing with intermediaries for strategic consulting, transformation projects or transaction structuring
- Any such sharing shall be documented in the structured digital database as required under Regulation 3(5) of SEBI PIT Regulations, along with PAN or other identifiers.
- 5.4. A Designated Person or Insider intending to share UPSI must:
- Ascertain that the information qualifies as UPSI;
 - Share such information only for legitimate purposes, legal obligations, or performance of duties;
 - Identify and record the name, PAN, and purpose for sharing with the Chief Investor Relations Officer (CIRO);

- Ensure the recipient is informed that they are receiving UPSI and are required to maintain confidentiality;
- Ensure that the recipient executes a confidentiality and non-disclosure undertaking before access is given.

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

- 6.1. 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;
- 6.2. 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. The CIRO shall ensure that dissemination of UPSI is backed by an internal compliance process and is made in a fair, transparent, and timely manner. The CIRO shall also oversee the functioning of the structured digital database. The CIRO shall also be responsible for:
- Verifying that sharing of UPSI is for legitimate purposes,
 - Notifying recipients about their insider status and responsibilities,
 - Ensuring signed undertakings are archived,
 - Recording purpose, medium, and identity of recipients in the structured digital database.
- 6.3. 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.
- 6.4. The Compliance Officer shall maintain a structured digital database containing the name of persons or entities with whom UPSI is shared along with their PAN or other legally valid identifier where PAN is not available and ensure that disclosures under Regulation 7 are obtained from designated persons, their immediate relatives, and persons with whom they share a material financial relationship. The database shall have internal controls such as time-stamping and audit trails to prevent tampering.
- 6.5. The Company shall ensure that no UPSI is shared during any meetings with analysts or investors, if any held. If any UPSI is inadvertently shared, the same shall be promptly disseminated as per Regulation 8.
- 6.6. The mode of sharing UPSI shall be either through
- Direct email (without copying multiple persons),
 - Hard copy,
 - Access to restricted drives/servers,
 - Any other secure electronic medium provided access is auditable and acknowledged.

7. Principles of Fair Disclosure

- 7.1. The Company shall follow the following principles:
- Ensure prompt public disclosure of UPSI.
 - Provide equal access to all stakeholders.
 - Handle UPSI strictly on a need-to-know basis.
- 7.2. This Code and any amendments shall be uploaded on the Company's website under the 'Investor' section and remain available for at least 5 years, in line with Regulation 46(2)(d) of SEBI LODR.

8. Policy Review and Amendment

- 8.1. 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.
- 8.2. 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.
- 8.3. 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.
- 8.4. 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.
- 8.5. 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. This integrated policy is in compliance with both Regulation 8 and Regulation 9 of SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time. This Code also integrates requirements previously covered under the standalone “Policy for Determination of Legitimate Purposes” pursuant to Regulation 3(2A) and (2B).

For Intec Capital Limited

Sanjeev Goel
Managing Director
DIN: 00028702

Place:
Date: