



3i INFOTECH CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING & CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

as amended as per SEBI (Prohibition of Insider Trading Regulations), 2015

CHAPTER 1 – PRELIMINARY

1. Title, Commencement & Extent:

- 1.1 This Code is called 3i Infotech Code of Conduct for Prevention of Insider Trading & Code of Practices and Procedures for Fair Disclosure.
- 1.2 This Code deals with the obligations as a 'Registrar and Transfer agent' for its Client companies and obligations as an issuer in respect of its own Securities. The amendments to the Code, if any, approved by board of Directors of the Company from time to time will be effective from the date of the board meeting in which the amendments have been approved.

2. Definitions:

In this Code, unless the context otherwise requires; -

- A. "Approved Trading Plan" shall have the meaning ascribed thereto in Clause 9 of the Code.
- B. "Code" means this 3i Infotech Code of Conduct for Prevention of Insider Trading & Code of Practices and Procedures for Fair Disclosure, as modified from time to time.
- C. "Compliance Officer" means the officer appointed by the Company as compliance officer pursuant to Clause 3 of the Code and the Regulations.
- D. "Client" means any Indian company, which has Securities listed or traded on a recognized stock exchange in India and for whom the Company is acting or may act in future as an intermediary within the meaning of Section 12 of SEBI Act, 1992.
- E. "Company" means 3i Infotech Limited.
- F. "Connected Person" shall have the meaning ascribed to the term under the Regulations.



- G. “trading” means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any Securities, and “trade” shall be construed accordingly.
- H. “Director” means a director of the Company and also a director of any Subsidiary of the Company, as may be designated by the Managing Director and the Chief Executive Officer (CEO) of the Company from time to time.
- I. “Designated Persons” shall mean:
- i. Promoters of the Company;
 - ii. employees in grades G7 to G12 of the Company;
 - iii. all employees of the Company forming part of the following departments / divisions of the Company (irrespective of the grade / job rank of such employee):
 - a. Finance department including Corporate Planning and Strategy Group;
 - b. Legal and Secretarial Group;
 - c. Office of CEO including Corporate Communications department;
 - d. Risk Management and Process Standardisation including internal audit department and
 - e. Office of Human Relations (HR).
 - iv. the employees of the Company and its Subsidiaries, designated by the Managing Director & CEO of the Company from time to time, in consultation with the Compliance Officer;
 - v. any other person designated by the Managing Director & CEO of the Company from time to time, in consultation with the Compliance Officer;
 - vi. auditors, accountancy firms or law firms engaged by the Company and
 - vii. Immediate Relatives of (i) to (vi) above, and of Directors.
- J. “generally available information” means information that is accessible to the public on a non-discriminatory basis (and the term ‘generally available’ shall be construed accordingly).
- K. “Key Managerial Personnel” shall have meaning as prescribed in Section 2 (51) of the Companies Act, 2013 and as amended from time to time.
- L. “Restricted List” shall have the meaning ascribed thereto in Clause 12 of the Code.

- M. "Immediate Relative" means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.
- N. "Insider" means any person who is-
- i) a Connected Person; or
 - ii) in possession of or having access to Unpublished Price Sensitive Information.
- It is hereby clarified that employees of Subsidiaries or associate companies of the Company, having Unpublished Price Sensitive Information, shall also be considered as "Insiders";
- O. "Unpublished Price Sensitive Information" means any information, which relates directly or indirectly to the Company or a Client, that is not generally available which upon becoming available, is likely to materially affect the price of Securities of the Company or Client as the case may be, and shall, ordinarily including but not restricted to, information relating to the following:
- i. periodical financial results;
 - ii. intended declaration of dividends (both interim and final);
 - 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 (KMP) and
 - vi. material events in accordance with the listing agreement.
- P. "Pre-clearance" shall mean the Company Pre-Clearance or the Other Pre-Clearance.
- Q. "Promoter" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof.
- R. "Regulations" means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.
- S. "SEBI" means the Securities and Exchange Board of India.



- T. “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 and includes Securities of the Company and of the Clients.
- U. “Specified Insiders” means Directors and Designated Persons.
- V. “Subsidiary” shall have the same meaning as defined in Section 2(87) of the Companies Act, 2013 and as amended from time to time.
- W. “Trading Window” shall mean the period during which trading in Securities of the Company is permitted.
- X. “Trading Day” means a day on which the relevant recognized stock exchanges are open for trading.

All terms used in this Code but if not defined herein shall have the meanings ascribed to them under the Regulations, or the Companies Act, 2013 (if not defined under the Regulations).

CHAPTER 2 – COMPLIANCE OFFICER – APPOINTMENT & ROLE

3. Compliance Officer

- 3.1 The Company Secretary of the Company shall be the Compliance Officer for the purpose of the Code and will report to the Chairman of the Audit Committee of the Company. In the absence of the Company Secretary, any other person as may be designated by the Chairman of the Audit Committee shall be the Compliance Officer for the purpose of the Code.
- 3.2 The Compliance Officer shall be responsible for setting forth policies, procedures, monitoring adherence to the rules for the preservation of Unpublished Price Sensitive Information; pre-clearing trading in Securities by Specified Insiders; addressing any clarifications/ difficulties regarding the Regulations and/or the Code and the implementation of the Code, under the overall supervision of the board of Directors of the Company.
- 3.3 The Compliance Officer shall also act as ‘chief investor relations officer’ who shall be responsible for dissemination of information and disclosure of Unpublished



Price Sensitive Information. In this regard, the Compliance Officer shall be responsible for ensuring; (a) prompt public disclosure of Unpublished Price Sensitive Information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available; (b) uniform and universal dissemination of Unpublished Price Sensitive Information to avoid selective disclosure; and (c) prompt dissemination of Unpublished Price Sensitive Information that gets disclosed selectively, inadvertently or otherwise to make such information generally available. In connection with the forgoing, the following steps shall be taken:

- i. All disclosure of any Unpublished Price Sensitive Information (save and except disclosure required to be made under law or in accordance with this Code) on behalf of the Company shall be first marked to the Compliance Officer, for approval. Any such information shall be disclosed on behalf of the Company only if the same is approved by the Compliance Officer. In case of doubt, the Compliance Officer, shall consult and seek approval of the Managing Director and/or CEO of the Company, before any disclosure of such information; and
- ii. Should any disclosure of information on behalf of the Company take place without prior approval (as required pursuant to (i) above) by any employee of the Company and/or an Insider, whether out of accidental omission, selectively, inadvertently or otherwise, then such person shall forthwith inform the Compliance Officer about such disclosure. The Compliance Officer shall then promptly disseminate the information so as to make such information generally available.

3.4 The Compliance Officer shall also be responsible to give accurate and fair response on queries on news reports and for request for verification of market rumours by regulatory authorities. In this regard, the following steps shall be taken:

- i. The name and contact details of the Compliance Officer (to whom the stock exchanges may refer any market rumours for verification) shall be informed to the stock exchanges where the Securities of the Company are listed; and any change in such details shall be promptly informed to the stock exchange;
- ii. All the requests/ queries received by the Company / Compliance Officer shall be documented and as far as practicable, the Compliance Officer shall request

for such queries/ requests in writing;

- iii. On receipt of requests / requests, the Compliance Officer shall ascertain the factual position and thereafter appropriately and fairly respond to such queries or requests; and
- iv. If necessary, the Compliance Officer may decide to make a public announcement for verifying or denying rumours and then make the disclosure to the relevant stock exchange(s).

3.5 The Compliance Officer shall ensure that Unpublished Price Sensitive Information is not shared with analysts and research personnel, except in accordance with this Code. In this regard, the following procedures / practices shall be followed:

- i. In case any Unpublished Price Sensitive Information is proposed to be provided, the person proposing to provide such information shall consult and seek permission of the Compliance Officer, in advance. If the Compliance Officer grants such permission (for providing such Unpublished Price Sensitive Information), then the Compliance Officer shall ensure that that the information provided to the analyst/research personnel is made generally available, simultaneously;
- ii. The Compliance Officer shall be informed about every meeting/ call (of the Company) with the analysts and/or researcher personnel, and shall attend the same. The Compliance Officer may be accompanied by any other employee of the Company, as may be deemed necessary by the Compliance Officer;
- iii. In order to avoid misquoting or misrepresentation, the Compliance Officer can make transcripts or arrangements for recording the discussions at such meetings /calls (of the Company) with analysts and/or researcher personnel. In addition, the Company shall develop best practices to make transcripts or records of proceedings of meetings/calls with analysts / research personnel and/or other investor relations conferences available on its official website to ensure official confirmation and documentation of disclosures made; and
- iv. The Company shall take extreme care and caution when dealing with questions of analysts / research personnel that raise issues outside the intended scope of discussion during the meetings/calls (of the Company with the analysts and/or researcher personnel). Further, the Compliance Officer should tackle the unanticipated questions carefully. The unanticipated

questions may be noted, and a considered response should be given later, including, if required, in consultation with the Managing Director and/or CEO of the Company.

- 3.6 The Company shall disseminate all credible and concrete Unpublished Price Sensitive Information on a continuous and in a timely manner to stock exchanges where its Securities are listed, in accordance with the requirements of applicable law, in order to make such information generally available. As a good corporate practice, the Unpublished Price Sensitive Information disclosed to the relevant stock exchanges may also be supplemented by prompt updates on the Company's website and to the press (as deemed necessary). The Company may also consider other modes of public disclosure of Unpublished Price Sensitive Information so as to improve investor access to the same.
- 3.7 The Compliance Officer shall maintain a record of the Specified Insiders and any changes made in the list of Specified Insiders.
- 3.8 The Compliance Officer may at any time, call for any demat account number and monitor dealing in Securities of the Company by accessing data base available with the Company.

CHAPTER 3 – RESTRICTIONS ON COMMUNICATION AND TRADING BY INSIDERS

4. Preservation of “Unpublished Price Sensitive Information”

- 4.1 Subject to Clause 4.3 below and other the provisions of this Code, Insiders shall maintain the confidentiality of all Unpublished Price Sensitive Information and must not pass on such information directly or indirectly by way of making a recommendation for the purchase or sale of securities, or otherwise.
- 4.2 Notwithstanding anything contained in this Code, Insiders may communicate, provide, allow access to or procure, Unpublished Price Sensitive Information, in connection with a transaction which would-
- i. entail an obligation to make an open offer under the takeover regulations where the board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the Company;

- ii. not attract the obligation to make an open offer under the takeover regulations but where the board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the company and the information that constitute Unpublished Price Sensitive Information is disseminated to be made generally available at least 2 (two) Trading Days prior to the proposed transaction being effected in such form as the board of directors may determine;
- 4.3 Unpublished Price Sensitive Information is to be handled by Insiders on a "need to know" basis, and no Unpublished Price Sensitive Information shall be communicated to any person except in furtherance of the Insider's legitimate purposes, performance of duties or discharge of his legal obligations.
- 4.4 Access to Unpublished Price Sensitive Information should be limited to the extent possible.
- 4.5 Files containing Unpublished Price Sensitive Information shall be kept secure. Computer files must have adequate security of login and password, etc.
- 4.6 To prevent the misuse of Unpublished Price Sensitive Information, the Company has adopted a "*Chinese Wall*" policy which separates those areas of the Company which routinely have access to Unpublished Price Sensitive Information, considered "inside areas" from those areas which provides support services, considered as "public areas", as discussed in Clause 7 below.

5. Trading when in possession of unpublished price sensitive information

- 5.1 No Insider shall trade in Securities that are listed or proposed to be listed on a stock exchange when in possession of Unpublished Price Sensitive Information (of the Company or the Client, as the case may be):

Provided that the Insider may prove his innocence by demonstrating the circumstances including the following: –

- i. the transaction is an off-market *inter-se* transfer between Promoters who were in possession of the same Unpublished Price Sensitive Information without being in breach of regulations for communication of Unpublished Price

Sensitive Information and both parties had made a conscious and informed trade decision;

- ii. in the case of non-individual insiders: –
 - a. the individuals who were in possession of such Unpublished Price Sensitive Information were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such Unpublished Price Sensitive Information when they took the decision to trade; and
 - b. appropriate and adequate arrangements were in place to ensure that the Regulations (and the provisions of this Code) are not violated and no Unpublished Price Sensitive Information was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached;
- iii. the trades were pursuant to a trading plan set up as prescribed in Clause 9.

- 5.2 In the case of Insiders being Connected Persons, the onus of establishing that they were not in possession of the relevant Unpublished Price Sensitive Information, shall be on such Connected Persons and in other cases, the onus would be on SEBI.

6. Prevention of misuse of Unpublished Price Sensitive Information

- 6.1 Unless otherwise expressly allowed in this Code, Specified Insiders shall not use Unpublished Price Sensitive Information (in respect of the Company or the Client, as the case may be) for trading in Securities, whether on their own account, their Immediate Relatives' account, Company's account or Client's account, and further shall ensure that their Immediate Relatives shall also not engage in trading in Securities on their own account, if such Specified Insider is in possession of any such Unpublished Price Sensitive Information.

7. Chinese wall policy

- 7.1 The 'Chinese Wall' policy means and aims at physically segregating the functional areas within the Company that are processing and access the Unpublished Price Sensitive Information routinely from the other areas. The basic objective is to limit

the access to the Unpublished Price Sensitive Information on need-to-know basis and thereby monitor and prevent the misuse of the same, during the mutual interactions between such areas. The areas processing or accessing the Unpublished Price Sensitive Information shall be considered as "inside areas" and all the other areas shall be regarded as "public areas".

- 7.2 Except as expressly permitted under this Code, the Insiders in the inside area shall not communicate any Unpublished Price Sensitive Information to anyone in public area.
- 7.3 The Designated Persons in inside area shall be physically segregated from employees in public area.
- 7.4 There shall be proper demarcation of relevant areas as inside areas.
- 7.5 In exceptional circumstances, Designated Persons and other persons from the public areas may be brought "over the wall" and given Unpublished Price Sensitive Information strictly on the basis of "need to know" criteria, under intimation to the Compliance Officer.
- 7.6 Except as otherwise specifically determined by the Compliance Officer (and communicated to employees of the Company and also Specified Insiders), the Company's following functional areas shall be considered as inside areas:
- 7.7 In respect of Securities of Clients, the following sections of Transaction Processing Department
- Equity Shares
 - Debt securities
 - Retail Borrowings
 - Wholesale Borrowings
 - Depository services section
- 7.8 In respect of Securities of the Company, the following departments:
- Finance department including Corporate Planning and Strategy Group;
 - Legal and Secretarial Group;
 - Office of CEO including Corporate Communications department;
 - Risk Management and Process Standardisation including internal audit department; and
 - Office of Human Relations (HR).

- 7.9 The Designated Persons within the inside area shall take particular care as to distribution and storage of material, non-public information/ documents containing Unpublished Price Sensitive Information. Appropriate security measures as to passwords, document reproduction and distribution, and secure storage should be exercised.

CHAPTER 4 – REQUIREMENTS FOR TRADING IN SECURITIES OF THE COMPANY

8. Trading in Securities of the Company

- 8.1 If a Specified Insider has an Approved Trading Plan (in relation to Securities of the Company), then such Approved Trading Plan shall be irrevocable and the Specified Insider shall mandatorily have to implement the said plan, without being entitled to either deviate from it or to execute any trade in the Securities of the Company outside the scope of the Approved Trading plan.
- 8.2 If a Specified Insider does not have an Approved Trading Plan (in relation to Securities of the Company), then the Specified Insider shall be entitled to trade in the Securities of the Company only when the Trading Window is open, and:
- i. after obtaining pre-clearance from the Compliance Officer (in respect of such proposed trade), (“**Company Pre-Clearance**”), if the value of the Securities of the Company proposed to be traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of [INR 10,00,000 (Indian Rupees ten lakhs)]. or such other value as may be specified by SEBI.
 - ii. without obtaining any pre-clearance from the Compliance Officer if the proposed trade (in **Securities of the Company**) is at or below the threshold mentioned in (i) above.

9. Trading Plan

- 9.1 A Specified Insider shall be entitled to formulate a trading plan (of Securities of the Company) and present it to the Compliance Officer for pre-clearance in form as prescribed in **Annexure I** and public disclosure, pursuant to which trades may be carried out on his behalf in accordance with such plan.

- 9.2 Such trading plan shall:
- i. not entail commencement of trading in the Securities of the Company (on behalf of the Specified Insider) earlier than six months from public disclosure of such plan;
 - ii. not entail trading for the period between the twentieth Trading Day prior to the last day of any financial period for which results are required to be announced by the Company and the second Trading Day after the disclosure of such financial results;
 - iii. entail trading for a period of not less than twelve months;
 - iv. not entail overlap of any period for which another trading plan is already in existence;
 - v. set out either the value of trades to be effected or the number of relevant Securities of the Company to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
 - vi. not entail trading in Securities of the Company for market abuse.
- 9.3 The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of the Regulations (and provisions of this Code) and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.
- 9.4 As mentioned in Clause 8.1 above, the trading plan once approved (“**Approved Trading Plan**”) shall be irrevocable and the Specified Insider shall mandatorily have to implement the said plan, without being entitled to either deviate from it or to execute any trade in the Securities of the Company outside the scope of the trading plan.

Provided that the implementation of the Approved Trading Plan shall not be commenced if any Unpublished Price Sensitive Information of the Company in possession of the Specified Insider at the time of formulation of the said plan has not become generally available at the time of the commencement of

implementation and in such event the Compliance Officer shall confirm that the commencement ought to be deferred until such Unpublished Price Sensitive Information becomes generally available information so as to avoid a violation of sub-regulation (1) of regulation 4 of Regulations, and Clause 5.1 above.

- 9.5 Upon approval of the trading plan, as aforesaid, the Compliance Officer shall notify the plan to the stock exchanges on which the Securities of the Company are listed.

10. Company Pre-clearance & Trading Window

- 10.1 Application for obtaining the Company Pre-clearance shall be made in form as prescribed in **Annexure II**. No such pre-clearance shall be applied for by the Specified Insiders to the Compliance Officer if such Specified Insider is in possession of Unpublished Price Sensitive Information of the Company (even if the Trading Window is not closed). Prior to granting the Company Pre-clearance, the Compliance Officer shall be entitled to seek declarations to the effect that the applicant for pre-clearance is not in possession of any Unpublished Price Sensitive Information of the Company – and the Compliance Officer shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.
- 10.2 Even exercise of options granted and vested under Employee Stock Option Scheme (ESOS) of the Company shall be permitted only during the period when the Trading Window is open.
- 10.3 Unless otherwise specified by the Compliance Officer, the Trading Window shall be, inter alia, closed 21 (twenty one) days prior to declaration of financial results (quarterly, half-yearly and annual) and declaration of dividends (interim and final) or at any other time as designated by the Compliance Officer if any Unpublished Price Sensitive Intimation is under active consideration of the Company, such as the following:
- i. periodical financial results;
 - ii. intended declaration of dividends (both interim and final);
 - 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 (KMP) and
 - vi. material events in accordance with the listing agreement;
- 10.4 The Trading Window shall be opened 48 (forty eight) hours after the relevant information relating to items specified above is made generally available.

CHAPTER 5 – REQUIREMENTS FOR TRADING IN OTHER SECURITIES

11. Trading in other Securities

The Specified Insider shall be entitled to trade in Securities other than those of the Company, only after obtaining a pre-clearance from the Compliance Officer in respect of such proposed trade (“**Other Pre-Clearance**”). Application for obtaining such pre-clearance shall be made in form as prescribed in **Annexure II**. No such pre-clearance shall be applied for by the Specified Insiders to the Compliance Officer if such Specified Insider is in possession of Unpublished Price Sensitive Information of the Clients. Prior to granting the Other Pre-clearance, the Compliance Officer shall be entitled to seek declarations to the effect that the applicant for pre-clearance is not in possession of any Unpublished Price Sensitive Information of the Clients – and the Compliance Officer shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.

12. Restricted list

- 12.1 In order to monitor trading in Securities other than those of the Company, by Specified Insiders, the Compliance Officer shall maintain (and update, as required) a list designated as Restricted List. The Compliance Officer shall confidentially maintain the Restricted List, which shall be used as the basis for approving or rejecting applications for pre-clearance of trades.
- 12.2 Securities of a Client shall be put on the Restricted List if the Company is handling any assignment for it and its employees is privy to Unpublished Price Sensitive Information of such Client.

- 12.3 Securities which are being purchased or sold or are being considered for purchase or sale by the Company on behalf of its Clients shall be put on the Restricted List.
- 12.4 In addition to the Securities as mentioned in Clauses 12.3 and 12.4 above, the Compliance Officer may add any other Securities that it so deems necessary to be included in the Restricted List.
- 12.5 When any Securities are on the Restricted List, trading in these securities by Specified Insiders shall be blocked or shall be disallowed at the time of pre-clearance of trades.

CHAPTER 6 – OTHER COMPLIANCES

13. Execution / non-execution of pre-cleared orders and related reportings

- 13.1 Upon obtaining an Approved Trading Plan, if trade is not executed in accordance with the Approved Trading Plan, including at the times indicated in the Approved Trading Plan, then the relevant Specified Insider shall report the same (with necessary reasons), in the form as prescribed as **Annexure III**.
- 13.2 Upon obtaining a Pre-Clearance:
- 13.2.1 The relevant trades shall be executed within 1 (one) week after the Pre-Clearance is given.
- 13.2.2 In case of execution of trades pursuant to a Pre-Clearance, the Specified Insider shall report the details of the trades so executed, within [2 (two) days] of executing the trade in the form as prescribed as **Annexure IV**.
- 13.2.3 In case trade is not executed within one week after the Pre-Clearance is given, then (a) the Specified Insider shall report the same (with necessary reasons) in the form as prescribed as **Annexure IV**, within [2 (two) days] of expiry of the aforesaid one week period; and (b) the Specified Insider must apply for fresh Pre-clearance of the transaction again.
- 13.2.4** If the Specified Insiders decides to not trade after securing the Pre-clearance, then the Specified Insider shall report the same (with necessary

reasons), in the form as prescribed as **Annexure IV**.

- 13.3 The Specified Insider shall submit supporting documentations, if any, requested by the Compliance Officer in connection with the submission of the reports mentioned in Clauses 13.1 and 13.2 above.
- 13.4 The Specified Insiders, who buy or sell any number of Securities (whether pursuant to a Pre-Clearance, Approved Trading Plan or otherwise), shall not enter into an opposite transaction i.e. sell or buy any number of such Securities during the next six months following the prior transaction. Should a contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the SEBI Act, 1992. The Specified Insiders shall also not take positions in derivative transactions in the Securities of the Company at any time.

14. Reporting Requirements

- 14.1 Every public disclosure under this Clause shall be made in such form as may be specified by SEBI in writing.
- 14.2 The disclosures to be made by any person under this Clause shall include those relating to trading by such person's Immediate Relatives and by any other person for whom such person takes trading decisions (collectively, "**Dependants**").
- 14.3 The disclosures of trading in Securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this Clause; provided that trading in derivatives of Securities is permitted by any law for the time being in force.
- 14.4 The disclosures made under this Clause shall be maintained by the Company, for a minimum period of five years, in such form as may be specified by SEBI in writing.

14.5 Disclosures

i. by certain persons

(1) Initial Disclosures

On appointment as a Director or upon becoming a Promoter or being designated as a Designated Person, a Specified Insider shall disclose his holding of Securities as on the date of appointment / becoming a Promoter / date of designation, to the Company within 7 days of such date, as per **Annexure V** (for each of the companies in relation to whose Securities this disclosure is being made). Upon receipt of such disclosure, the Company shall be entitled to require the Specified Insider to undertake such steps as the Company deems fit, including *inter alia* restraint from trading in any of the disclosed Securities, disposals of any such Securities, etc – and the said Specified Insider shall take all such steps, as requested.

(2) Continual Disclosures.

(a) Every Specified Insider and employee of the Company shall disclose to the Company the number of Securities of the Company acquired or disposed of within 2 Trading Days of such transaction if the value of the Securities of the Company traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of INR 10,00,000 (Indian rupees ten lakhs) or such other value as may be specified by SEBI, as per **Annexure VI**, (irrespective of whether such transaction is further to an Approved Trading Plan, a Pre-Clearance or otherwise);

(b) The Company shall notify the particulars of trading of Securities of the Company (as evident from the abovementioned disclosure) to the stock exchange on which the Securities of the Company are listed within 2 Trading Days of receipt of the disclosure or from becoming aware of such information, in the form prescribed by SEBI in writing.

Explanation. — It is clarified for the avoidance of doubts that the disclosure of the incremental transactions after any disclosure under this sub-Clause, shall be made when the transactions effected after the prior disclosure cross the

threshold specified in clause (a) of sub-Clause (2) above (of this Clause 14.5(i)).

- ii. by other Specified Insider
 - (a) The Company may, in its discretion, require any other Specified Insider or class of Specified Insiders to make disclosures of holdings and trading in Securities, in such form as may be prescribed by the Company, and at such frequency as may be determined by the Company in order to monitor compliance with the Regulations.
 - (b) Further, all Specified Insiders shall submit to the Company an annual statement of all tradings and/or holdings in Identified Securities as on March 31, within April 5 of the next financial year, as per **Annexure VII**.

CHAPTER 7 – MISCELLANEOUS

15. Penalty for contravention of code of conduct

- 15.1 All Insiders shall be individually responsible for complying with the provisions of the Regulations and the Code to the extent applicable.
- 15.2 Any Director who violates the Code shall be subject to disciplinary action, as may be deemed fit by the board of Directors of the Company. Any Designated Person who violates the Code shall be subject to disciplinary action, which may include freeze on emoluments, ineligibility for future participation in the stock option plans or suspension/termination of service/contract, or any other action as may be deemed fit by the Company.
- 15.3 The action by the Company shall not preclude SEBI from taking any action in case of violation of the Regulations.

16. Information to SEBI in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015

In case, it is found by the Company or Compliance Officer that there has been a violation of the Regulations, the same shall be informed to SEBI.



3i INFOTECH LIMITED

ANNEXURE I

(See Clause 9.1)

TRADING PLAN PRE-CLEARANCE FORM

(Under 3i Infotech Code of Conduct for Prevention of Insider Trading & Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information)

To
The Compliance Officer
3i Infotech Limited

Dear Sir,

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct for Prevention of Insider Trading, ("**Code**") I, residing at _____ seek approval for the trading plan relating to the Securities of the Company, as per the below details:

Sr. No.	Particulars	Details
1.	Nature of transaction	[purchase/sale/subscription/pledge or otherwise encumber]
2.	Whether transaction by applicant/ applicant's immediate relative (if immediate relative, provide necessary details of such immediate relative and relationship with the applicant)	
3.	Description of securities proposed to be transacted (including no. of securities / value of trades)	
4.	Name of the company whose securities are proposed to be traded	
5.	Folio No./DP ID Client ID	
6.	Intervals / dates on which such trades shall be effected	



In connection with the said trading plan, I hereby specifically confirm that such trading plan does:

- i. not entail commencement of trading in the Securities of the Company (on my behalf) earlier than six months from public disclosure of such plan;
- ii. not entail trading for the period between the twentieth Trading Day prior to the last day of any financial period for which results are required to be announced by the Company and the second Trading Day after the disclosure of such financial results;
- iii. entail trading for a period of not less than twelve months;
- iv. not entail overlap of any period for which another trading plan is already in existence;
- v. set out either the value of trades to be effected or the number of relevant Securities of the Company to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
- vi. not entail trading in Securities of the Company for market abuse.

Capitalised terms used and not defined herein shall have the same meaning as prescribed to it in the Code.

Yours faithfully,

Name:

Employee No.:

Designation:

Date:

Contact details:

Location:



3i INFOTECH LIMITED

**ANNEXURE II
(See Clause 10.1)**

APPLICATION FOR COMPANY PRE-CLEARANCE / OTHER PRE-CLEARANCE

(Under 3i Infotech Code of Conduct for Prevention of Insider Trading & Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information)

To
The Compliance Officer
3i Infotech Limited

Dear Sir,

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct for Prevention of Insider Trading ("**Code**"), I seek approval for [purchase/sale/subscription/pledge or otherwise encumber] of [certain Securities of the Company / certain Securities other than Securities of the Company], [by myself / my Immediate Relative], as per the details given below:-

Sr. No.	Particulars	Details
1.	Name of the applicant	
2.	Designation	
3.	Nature of transaction	<i>[purchase/sale/subscription/pledge or otherwise encumber]</i>
4.	Description of securities proposed to be transacted ("Identified Securities")	
5.	Name of the company whose Identified Securities are proposed to be traded	
6.	Whether transaction by applicant / applicant's Immediate Relative (if Immediate Relative, provide necessary details of such immediate relative and relationship with the applicant) ("Trader")	
7.	Number of such Identified Securities held as on date of this application by the Trader	
8.	Number of such Identified Securities held as on date of this application by the applicant	
9.	Proposed date of trading in Identified Securities	
10.	Estimated number of Identified Securities to be dealt	
11.	Current market price (as on date of application)	



12.	Whether transaction is through the stock exchange or off-market trade	
13.	Folio no/ DP No/ Client ID No, where the securities would be credited/debited	
14.	Previous approval no. and date for purchase allotment (if any)	

My undertaking for the purpose of [Company Pre-clearance / Other Pre-clearance] is enclosed herewith. This is to request you to pre-clear the proposed trade.

Capitalised terms used and not defined herein shall have the same meaning as prescribed to it in the Code.

Yours faithfully,

Name:
Employee No.:
Designation:
Date:
Contact details:
Location:

TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-CLEARANCE
FORMAT OF UNDERTAKING/DECLARATION

To
The Compliance Officer
3i Infotech Limited

Dear Sir,

I, _____ of the Company residing at _____, on [my own behalf/ on behalf of <insert name of Immediate Relative>, my Immediate Relative], do hereby state as under, that:

- (a) I/we do not have any access nor have we received any “Unpublished Price Sensitive Information” of the company whose Securities are proposed to be traded (“**Identified Company**”), up to the time of signing of this undertaking (and such Unpublished Price Sensitive Information, “**Relevant UPSI**”)
- (b) In case I/we get access to or receive Relevant UPSI after the signing of this undertaking but before the execution of the transaction, I/we shall inform the Compliance Officer of the change in my/our position and will apply for _____ pre-clearance of the transaction afresh. Further specifically undertake that I / we would completely refrain from trading in the said Securities of the Identified Company till such time the fresh [Company Pre-clearance / Other Pre-clearance] is obtained (and in accordance with the terms thereof).



- (c) I/we has / have not executed a contra trade in last 6 months and shall not within 6 months execute a contra trade in next months. Should a contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the SEBI Act, 1992. I / we have also not taken positions in derivative transactions in the Securities of the Company at any time.
- (d) I/we have not contravened the Company's Code of Conduct for Prevention of Insider Trading, as notified by the Company from time to time ("**Code**").
- (e) I am aware that, I shall be liable to face penal consequences set forth in the Code including disciplinary action under the Code, in case the above declarations are found to be misleading or incorrect at any time.
- (f) If approval is granted, I / we shall execute the trade within one week of the receipt of approval. In case of execution of trades pursuant to a Pre-Clearance, I shall report the details of the trades so executed, within [2 days] of executing the trade in the form as prescribed. In case trade is not executed within one week after the Pre-Clearance is given, then (i) I shall report the same (with necessary reasons) in the prescribed form, within [2 days] of expiry of the aforesaid one week period; and (b) I shall apply for fresh Pre-clearance of the transaction again.
- (g) I/we agree to comply with the provisions of the Code and provide any information relating to the trade as may be required by the Compliance Officer and permit the Company to disclose such detail to SEBI, if so required by SEBI.
- (h) I/we have made a full and true disclosure in the matter.

Capitalised terms used and not defined herein shall have the same meaning as prescribed to it in the Code.

Yours faithfully,

Name:
Employee No.:
Designation:
Date:
Contact details:
Location:



3i INFOTECH LIMITED

**ANNEXURE III
(See Clause 13.1)**

FORMAT FOR DISCLOSURE w.r.t APPROVED TRADING PLAN TRADES

(Under 3i Infotech Code of Conduct for Prevention of Insider Trading & Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information)

To
The Compliance Officer
3i Infotech Limited

Dear Sir,

I refer to the Approved Trading Plan as approved in your Approval letter No. _____ dated _____.

I hereby inform you that [I/ _____, my Immediate Relative] have /has not executed / decided to not execute a trade in accordance with the Approved Trading Plan. The reason for the same is as follows: *<insert reason>*

The deviations from the Approved Trading Plan is as follows: *<insert details>*.

I declare that the above information is correct.

Capitalised terms used and not defined herein shall have the same meaning as prescribed to it in the Code.

Yours faithfully,

Name:
Employee No.:
Designation:
Date:
Contact details:
Location:



3i INFOTECH LIMITED

**ANNEXURE IV
(See Clause 13.2)**

FORMAT FOR DISCLOSURE w.r.t PRE-CLEARANCE RELATED TRADES

(Under 3i Infotech Code of Conduct for Prevention of Insider Trading & Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information)

To
The Compliance Officer
3i Infotech Limited

Dear Sir,

I refer your Approval letter No. _____ dated _____, (“**Approval**”) whereby: pre-clearance was granted for the transaction relating to Securities of the [Company / *<insert name of the company in respect of whose securities the pre-clearance was obtained>*], (“**Approved Transaction**”).

I hereby inform you that [I / _____, my Immediate Relative]

- have /has not undertaken the Approved Transaction, and the one-week period from the date of the Approval has elapsed. The reason for the same is as follows: *<insert reason>*¹

OR

- have /has decided to not undertake the Approved Transaction. The reason for the same is as follows: *<insert reason>*²

OR

- have / have undertaken the Approved Transaction, as mentioned below:³

Particulars	Details
Nature of transaction	
Date of transaction	
No of securities traded	
DP Id/ Client ID/ Folio No.	
Price	
Other particulars of the transaction	

¹ **Note to draft:** To be retained in case the Approved Transaction is not undertaken within the 1 week period from the pre-clearance approval date.

² **Note to draft:** To be retained in case the Specified Insider decides to not proceed with Approved Transaction (after obtaining the pre-clearance approval).

³ **Note to draft:** To be retained in case the Approved Transaction has been undertaken within the 1 week period from the pre-clearance approval date.



In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 5 (Five) years and produce to the Compliance Officer/SEBI any of the following documents:

1. Broker's contract note
2. Proof of payment to/from brokers
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of Delivery instruction slip (applicable in case of sale transaction)

I declare that the above information is correct and that no provisions of the Company's Code of Conduct for Prevention of Insider Trading ("**Code**") and/or applicable laws/regulations have been contravened for effecting the above said transaction(s).

Capitalised terms used and not defined herein shall have the same meaning as prescribed to it in the Code.

Yours faithfully,

Name:
Employee No.:
Designation:
Date:
Contact details:
Location:



3i INFOTECH LIMITED

**ANNEXURE V
(See Clause 14.5)**

INITIAL DISCLOSURE FORMAT

(Under 3i Infotech Code of Conduct for Prevention of Insider Trading & Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information)

Name of the company: _____

ISIN of the company: _____

Details of Securities (other than derivatives) held by persons as mentioned in Clause 14.5(i)(1) of the Company's Code of Conduct for Prevention of Insider Trading, ("Code")

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP/ employee/ Directors/immediate relatives/others etc)	Date of appointment / date of becoming promoter / date of designation as Designated Person	Securities held at the time of appointment / becoming promoter / designation as Designated Person		% of Shareholding
			Type of Security (For eg. Shares, Warrants, Convertible Debentures etc.	No. of securities	
1	2	3	4	5	6

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.



Details of Open Interest (OI) in derivatives held by persons as mentioned in Clause 14.5(i)(1) of the Code

OPEN INTEREST OF THE FUTURE CONTRACTS HELD AT THE TIME OF APPOINTMENT / BECOMING PROMOTER / DESIGNATION AS DESIGNATED PERSON			OPEN INTEREST OF THE OPTION CONTRACTS HELD AT THE TIME OF APPOINTMENT / BECOMING PROMOTER / DESIGNATION AS DESIGNATED PERSON		
Contract Specifications	Number of Units (contracts* lot size)	Notional value in rupee terms	Contract Specifications	Number of Units (contracts * lot size)	Notional value in rupee terms
7	8	9	10	11	12

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options

Name:
Employee No:
Designation:
Date:
Contact details:
Location:



Note: “Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of trading in derivatives of the Company by persons as mentioned in Clause 14.5(i)(2) of the Code

Trading in derivatives (specify type of contract, futures or options etc)						Exchange on which the trade was executed
		Buy	Sell			
Type of contract	Contract specifications	Notional value	Number of Units (contracts* lot size)	Notional value	Number of Units (contracts * lot size)	
15	16	17	18	19	20	21

Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.

 Name:
 Employee No.:
 Designation:
 Date:
 Contact details:
 Location:



B. Details of listed Securities held by my Dependants

Name, PAN, DIN and address	DP ID and Client ID	Relationship with the Dependent	Company whose securities are held prior to acquisition/disposal		Securities acquired/disposed		Securities held after acquisition/disposal		Date of allotment or disposal of shares	Stock Exchange(s) on which listed
			Type of Security	Number	Type of Security	Number	Type of Security	Number		
1	2	3	4	5	6	7	8	9	10	11

I hereby acknowledge to have fully read and understood my obligation(s) under the Regulations and the Code and undertake to unconditionally abide by the same.

I further acknowledge that the responsibility of complying with the provisions of the Regulations and the Code shall be entirely on me including any violation by my Immediate Relatives.

Capitalised terms used and not defined herein shall have the same meaning as prescribed to it in the Code.

Yours faithfully,

 Name:
 Employee No.:
 Designation:
 Date:
 Contact details:
 Location: