

## **3i INFOTECH CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE**

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 Practices and Procedures for Fair Disclosure.
- 1.2 This Code deals with the obligations of the Company to ensure timely and adequate disclosure of Unpublished Price Sensitive Information which would impact the price of the Company's securities, and to maintain the uniformity, transparency and fairness in dealing with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. The amendments to the Code, if any, approved by the Board from time to time will be effective from the date of such approval by the Board.
- 1.3 This Code shall be applicable to all the employees and Directors of the Company and shall be effective from April 1, 2019.

### **CHAPTER 2 – DEFINITIONS**

In this Code, unless the context otherwise requires; -

- A. "Board" means the board of directors of the Company or any committee constituted by the Board for the purpose of this Code
- B. "Code" means this 3i Infotech Code of Practices and Procedures for Fair Disclosure, as modified from time to time.
- C. "Chief Investor Relations Officer" or "CIRO" shall mean the [Chief Executive Officer] of the Company who will act as such for the purpose of this Code.
- D. "Company" means 3i Infotech Limited.
- E. "Director" means a director of the Company.
- F. "Designated Persons" shall have the meaning ascribed to it under the 3i Infotech Code of Conduct for Prevention of Insider Trading by Designated Persons.
- G. "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).

- H. "Key Managerial Personnel" shall have meaning as prescribed in Section 2 (51) of the Companies Act, 2013 and as amended from time to time.
- I. "Legitimate Purpose" shall include sharing of unpublished price sensitive information in the ordinary course of business or otherwise in furtherance of such business activities as approved by the Board, by Designated Persons 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 PIT Regulations. Further, subject to the restriction set forth above and under the PIT Regulations, the CIRO may from time to time amend the definition of 'Legitimate Purpose' to include sharing of certain types of information or such events or situations where disclosure of UPSI may be considered to be in furtherance of legitimate purpose.
- J. "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.
- K. "Insider" shall have the meaning ascribed to it under the 3i Infotech Code of Conduct for Prevention of Insider Trading by Designated Persons.
- L. "Unpublished Price Sensitive Information" means any information, which relates directly or indirectly to the Company and its Securities, that is not Generally Available which upon becoming available, is likely to materially affect the price of Securities of the Company 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. Subject to the above the Board or any person authorized by the Board may identify and categorize such types of information as the may deem fit as UPSI having regard to the business of the Company.

- M. "Promoter" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.
- N. "Promoter Group" shall have the same meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.
- O. "PIT Regulations" means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.
- P. "SEBI" means the Securities and Exchange Board of India.
- Q. "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.

All terms used in this Code but if not defined herein shall have the meanings ascribed to them under the 3i Infotech Code of Conduct for Prevention of Insider Trading by Designated Persons and the PIT Regulations, or the Companies Act, 2013 (if not defined under the PIT Regulations).

### **CHAPTER 3 - RESPONSIBILITIES OF THE CHIEF INVESTOR RELATIONS OFFICER**

- 3.1 The Chief Executive Officer of the Company shall be appointed as the Chief Investor Relations Officer in accordance with the PIT Regulations and this Code.
- 3.2 Chief Investor Relations Officer shall be responsible for dissemination of information and disclosure of Unpublished Price Sensitive Information.
- 3.3 The Chief Investor Relations 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:

- 3.3.1 All disclosure of any Unpublished Price Sensitive Information (save and except in case of an emergency and as may be required to be made under law or in accordance with this Code) on behalf of the Company shall be first communicated to the CIRO, for approval. Any such information shall be disclosed on behalf of the Company only if the same is approved by the CIRO. In case of doubt, the CIRO, shall consult and seek approval of the [audit committee chairman], before any disclosure of such information; and
- 3.3.2 Should any disclosure of information on behalf of the Company take place without prior approval (as required under Clause 3.3.1. above) by any Designated Person and/or an Insider, whether out of accidental omission, selectively, inadvertently or otherwise, then such person shall forthwith inform the CIRO about such disclosure. The CIRO shall then promptly disseminate the information so as to make such information Generally Available.
- 3.4 For the purpose of Clause 3.3. above the CIRO shall authorize the Company Secretary to disclose and disseminate UPSI to Stock Exchange on its behalf, so as to make such information Generally Available.
- 3.5 The CIRO 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:
- 3.5.1 The name and contact details of the CIRO (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;
- 3.5.2 All the requests/ queries received by the Company / CIRO shall be documented and as far as practicable, the CIRO shall request for such queries/ requests in writing;
- 3.5.3 On receipt of queries / requests, the CIRO shall ascertain the factual position and thereafter appropriately and fairly respond to such queries or requests; and
- 3.5.4 If necessary, the CIRO may decide to make a public announcement for verifying or denying rumours and then make the disclosure to the relevant stock exchanges.

- 3.6 The CIRO 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:
- 3.6.1 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 CIRO, in advance. If the CIRO grants such permission (for providing such Unpublished Price Sensitive Information), then the CIRO shall ensure that that the information provided to the analyst/research personnel is made Generally Available simultaneously;
  - 3.6.2 The CIRO shall be informed about every meeting/ call/ any other communication between the Directors, officers, employees, other Designated Persons of the Company and analysts and/or research personnel and shall attend the same. The CIRO may be accompanied by any other employee of the Company, as may be deemed necessary by the CIRO;
  - 3.6.3 In order to avoid misquoting or misrepresentation, the CIRO can make transcripts or arrangements for recording the discussions at such meetings /calls/ such other mode of communication between the Directors, officers, employees, other Designated Persons of the Company and 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
  - 3.6.4 The Directors, officers, employees, other Designated Persons of 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 or such other mode of communication. The unanticipated questions may be noted, and a considered response should be given later, if required, in consultation with the [audit committee chairman] of the Company.

#### **CHAPTER 4 - DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

- 4.1 Unpublished Price Sensitive Information is to be handled by the Directors, officers, employees, Designated Persons of the Company and Insiders on a "need to know" basis, and no Unpublished Price Sensitive Information shall be communicated to any person except in furtherance of Legitimate Purposes, performance of duties or discharge of his legal obligations.
- 4.2 The CIRO 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.
- 4.3 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 media (if 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.

#### **CHAPTER 5 - DETERMINATION OF LEGITIMATE PURPOSE FOR SHARING OF UPSI**

- 5.1 The sharing of Unpublished Price Sensitive Information shall be considered as for Legitimate Purposes, if it is in the ordinary course of business or otherwise in furtherance of such objectives as approved by the Board, by an Insider or a Designated Person 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 PIT Regulations, this Code or the 3i Infotech Code of Conduct for Prevention of Insider Trading by Designated Persons.
- 5.2 When determining whether disclosure of Unpublished Price Sensitive Information is towards a Legitimate Purpose, the Insider or Designated Person shall assess whether the disclosure of such Unpublished Price Sensitive Information is mandatorily required to achieve the intended objective and is in the best interests of the Company. No Unpublished Price Sensitive Information shall be disclosed in the event the intended purpose or objective can be achieved without disclosure of Unpublished Price Sensitive Information, and such disclosure is otherwise not required to be disclosed in ordinary course. Any Insider or Designated Person proposing to disclose any Unpublished Price Sensitive Information towards any Legitimate Purpose shall necessarily intimate the CIRO before disclosing such Unpublished Price Sensitive Information

towards any Legitimate Purpose, after providing the CIRO with sufficient details of the reasons for such disclosure and the nature of Unpublished Price Sensitive Information proposed to be disclosed towards such Legitimate Purpose.

- 5.3 Any disclosure of Unpublished Price Sensitive Information towards discharge of legal obligations and performance of duties shall be deemed to be a Legitimate Purpose.
- 5.4 All Insiders and Designated Persons shall otherwise maintain 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.
- 5.5 Any person in receipt of Unpublished Price Sensitive Information, pursuant to a Legitimate Purpose, whether directly or indirectly shall be considered as an Insider and such person shall maintain confidentiality of such Unpublished Price Sensitive Information.
- 5.6 The Company shall maintain a structured digital database containing the names of such persons or entities as the case may be with whom information is shared under the PIT Regulations along with the Permanent Account Number or any other identifier authorized by law where such Permanent Account Number is not available. The structured digital database shall be maintained in accordance with the 3i Infotech Code of Conduct for Prevention of Insider Trading by Designated Persons.
- 5.7 Access to Unpublished Price Sensitive Information should be limited to the extent possible.
- 5.8 Unless otherwise expressly allowed in this Code or the 3i Infotech Code of Conduct for Prevention of Insider Trading by Designated Persons, Designated Persons shall not use Unpublished Price Sensitive Information for trading in Securities, whether on their own account, their Immediate Relatives' account, on account of any other person for whom Designated Persons take trading decisions, on account of persons with whom such Designated Persons share a Material Financial Relationship or the Company's account and further shall ensure that their Immediate Relatives and such other persons shall also not engage in trading in Securities on their own account, if such Designated Person is in possession of any such Unpublished Price Sensitive Information.

## CHAPTER 6 – REVIEW OF THE CODE

- 6.1 This Code will be reviewed by the Board and may be amended from time to time in line with any amendments made to the PIT Regulations, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other guidelines or regulations issued by SEBI.

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