

CODE OF FAIR DISCLOSURE FOR UNPUBLISHED PRICE SENSITIVE INFORMATION

Code of Conduct for Prevention for regulation, monitoring and reporting of Insider Trading for "designated employees" and code of practices for fair disclosure of unpublished price sensitive information.

1. INTRODUCTION

1.1 The Securities and Exchange Board of India ("SEBI") has formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("Insider Trading Regulations").

1.2 Insider trading means 'trading' in 'Securities' of a Company by its Directors, Employees or other 'Insiders' based on 'Unpublished Price Sensitive Information'. Such activities by Insiders erode the investors' confidence in the integrity of the management and are unhealthy for the capital markets. The Insider Trading Regulations prohibits an insider of a Company to deal in the securities of such Company while in possession of any unpublished price sensitive information. The Insider Trading Regulations also prohibits an insider to 'communicate, counsel or procure', whether 'directly or indirectly', any unpublished price sensitive information to any person including insiders, who while in possession of such information may 'deal' in the securities of the Company listed or proposed to be listed. Every director, officer, designated employee of the Company has a duty to safeguard the confidentiality of all the information obtained during the course of his /her employment at the Company.

2. DEFINITIONS

2.1 "Act" means the Securities and Exchange Board of India Act, 1992.

2.2 "Board" means the Board of Directors of the Company.

2.3 "Code" or "Code of Conduct" shall mean the "Code of Conduct for prevention of insider trading for 'designated employees' and Code of Practices for fair disclosure of unpublished price sensitive information" by insiders of CMS Info Systems Limited.

2.4 "Company" means CMS Info Systems Limited.

2.5 "Compliance Officer" means any senior officer, designated so and reporting to the board of directors or head of the organization in case board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board of directors of the listed company or the head of an organization, as the case may be.

2.6 "Connected Person" "connected person" means -

- (i) any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship between himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
- 2.6 Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established -
- a) An immediate relative of connected persons specified in clause (i); or
 - b) A holding company or associate company or subsidiary company; or
 - c) An intermediary as specified in Section 12 of the Securities and Exchange Board of India Act, 1992 or an employee or director thereof; or
 - d) An investment company, trustee company, asset management company or an employee or director thereof; or
 - e) An official of a stock exchange or of clearing house or corporation; or
 - f) A member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
 - g) A member of the Board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
 - h) An official or an employee of a self-regulatory organization recognised or authorized by the Board; or
 - i) A banker of the Company; or
 - j) A concern, firm, trust, Hindu undivided family, company, or association of persons wherein a director of the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.
- 2.7 **“Director”** means a member of the Board of Directors of the Company.
- 2.8 **“Generally available information”** means information that is accessible to the public on a non- discriminatory basis including information published on website of the Stock Exchange(s).
- 2.9 **“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.
- 2.10 **“Insider”** means any person who is:
- a) A connected person; or
 - b) In possession of or having access to unpublished price sensitive information;
- 2.11 **“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.

- 2.12 **“Regulations” or “Insider Trading Regulations”** means SEBI (Prohibition of Insider Trading), Regulations, 2015 as amended from time to time.
- 2.13 **“Securities”** includes:
- a) shares, scrips, stocks, bonds, debentures, debenture stock or other marketable securities of a like nature in or of the Company;
 - b) Derivatives; and
 - c) Rights or interest in securities.
- 2.14 **“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: –
- a) financial results;
 - b) dividends;
 - c) change in capital structure;
 - d) mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions;
 - e) changes in key managerial personnel
 - f) such other information as communicated by the Compliance Officer
- 2.15 **“Takeover Regulations”** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.
- 2.16 **“Trading”** means and includes subscribing, buying, selling, dealing, pledging, or agreeing to subscribe, buy, sell, deal in any securities, and “trade” shall be construed accordingly.
- 2.17 **“Trading day”** means a day on which the recognized stock exchanges are open for trading;
- 2.18 **“Designated Person(s)”** shall include the following persons:
- a) Every Promoter and promoter group, and all Directors whether executive, non-executive or independent;
 - b) Employees in the category of Key Managerial Personnel, business unit heads, chief executive officer;
 - c) The assistant and secretaries of the categories of persons as set forth in point (b) above and all persons that directly report to the persons as set forth in point (b) who are under the designation of general manager, assistant general manager, or senior manager;
 - d) Permanent invitees / invitees to the Board meeting and committee meetings;
 - e) Personal assistant/secretary to all the above persons;
 - f) All other employees of the Company and its material subsidiaries and associate companies, irrespective of their cadre working in accounts, finance, information technology, treasury, taxation departments, secretarial, legal and compliance departments, internal audit department, business / investor’s relations and corporate communications department, and chief executive officer / managing director’s office and chairman’s office;
 - g) Persons employed on contract basis and performing similar roles or having similar responsibilities as persons mentioned in (ii), (iii) and (iv) above;

- h) And such other persons as may be notified by the Compliance Officer as per direction of the Board considering the objectives of the Code;
- i) Immediate Relatives of all the above persons; and
- j) All other person as may be notified by the Compliance officer.

2.19 **“Key Managerial Personnel”** means person as defined in Section 2(51) of the Companies Act, 2013.

2.20 **“Legitimate purpose”** shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partner(s), collaborator(s), lender(s), customer(s), supplier(s), merchant banker(s), legal adviser(s), auditors, insolvency professional(s) or other adviser(s) or consultant(s), provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Insider Trading Regulations.

2.21 **“Whistle Blower”** means an employee who reports instance of leak of price sensitive information under this Policy.

2.22 All terms used in this Code but not defined hereinabove shall have the meanings prescribed to them under but defined in the Securities and Exchange Board of India Act,1992 (15 of 1992), the Securities Contracts (Regulation) Act,1956 (42 of 1956), the Depositories Act,1996 (22 of 1996) or the Companies Act, 2013 (8 of 2013) and rules and regulations made there under.

3. **APPLICABILITY**

3.1 This Code shall be applicable to Promoters including member(s) of Promoter group, all the Directors, Designated Persons, and Concerned Advisers/ consultants / retainers of the Company and Connected Persons as defined herein above.

4. **DUTIES OF COMPLIANCE OFFICER**

4.1 The Compliance Officer shall report on insider trading to the Board of Directors of the Company and in particular, shall provide reports to the chairman of the Audit Committee, if any, or to the Executive Chairman of the Board of Directors at such frequency as may be stipulated by the Board of Directors.

4.2 Prescribing procedures for various activities referred to in the Code.

4.3 Monitoring adherence to the regulations for the preservation of “Unpublished Price Sensitive Information” and the grant of pre-clearance approvals to the Designated Persons for dealings in the Company’s Securities by them / their Dependents and monitoring of such dealings.

4.4 Maintaining confidentially a list of securities as a “restricted list” which shall be used as a base for approving or rejecting applications for pre-clearance of trades.

4.5 Maintenance of a record of prohibited periods specified from time to time.

4.6 The Compliance Officer shall assist all the employees in addressing any clarifications

regarding the Regulations and this Code.

- 4.7 Determination of trading window closure and re-opening periods.
- 4.8 Seeking declarations from the applicant towards possession of UPSI and its accuracy.
- 4.9 The Compliance Officer shall approve and publicly disclose the trading plan presented to him / her by the insider after which trades may be carried out on behalf of the insider in accordance with such plan.
- 4.10 The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of the regulations 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.
- 4.11 In case any UPSI is in possession of an insider at the time of formulation of trading plan, the compliance officer shall confirm that unless such Unpublished Price Sensitive Information becomes generally available, the commencement of any trading plan shall be deferred.
- 4.12 The Compliance Officer shall notify the trading plan to the stock exchanges on which the securities of the Company are listed.
- 4.13 The Compliance Officer shall maintain records of all the declarations in the appropriate form given by the directors/ officers / designated employees for a minimum period of five years.
- 4.14 Compliance of policies, procedures, maintenance of records, preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in the regulations under the overall supervision of the board of directors of the listed company.
- 4.15 Ensuring that information shared with analysts and research personnel is not UPSI.
- 4.16 Ensure that appropriate and fair response is given to queries on news reports and requests for verification of market rumours by regulatory authorities.
- 4.17 Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
- 4.18 Where there is a violation of regulations, the Compliance Officer or the Company shall immediately inform SEBI about such violation.

5. PRESERVATION OF PRICE SENSITIVE INFORMATION

- 5.1 All information shall be handled within the Company 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 and other official duties and obligations.

5.2 Unpublished Price Sensitive Information may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:

- A. an obligation to make an open offer under the Takeover Regulations where the Board of Directors of the Company is of the informed opinion that the proposed transaction is in the best interests of the Company; or
- B. not attracting the obligation to make an open offer under the Takeover Regulations but where the Board of Directors of the Company is of the 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 two trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine.

5.3 However, the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the limited purpose and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information Need to Know:

- A. "Need to Know" basis means that the Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.
- B. All non-public price sensitive information directly received by any employee should immediately be reported to the head of the department.

6. TRADING PLAN

6.1 An Insider shall be entitled to formulate a trading plan for dealing in securities of the Company ("Trading Plan") and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

6.2 Trading Plan shall;

- A. not entail commencement of trading on behalf of the Insider earlier than six months from the public disclosure of the plan;
- B. 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 issuer of the securities and the second trading day after the disclosure of such financial results;
- C. entail trading for a period of not less than twelve months;
- D. not entail overlap of any period for which another trading plan is already in existence;
- E. set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
- F. not entail trading in securities for market abuse.

6.3 The Compliance Officer shall review the trading plan to assess whether the plan would have

any potential for violation of the Insider Trading Regulations 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.

- 6.4 The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.
- 6.5 However, the implementation of the Trading Plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any Unpublished Price Sensitive Information and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Trading Plan shall be deferred until such Unpublished Price Sensitive Information becomes generally available information. Further, the Insider shall also not be allowed to deal in securities of the Company, if the date of trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of trading window as announced by the Compliance Officer.
- 6.6 Upon approval of the Trading Plan, the Compliance Officer shall notify the plan to the stock exchanges on which the securities are listed.

7. TRADING WINDOW AND TRADING CLOSURE

- 7.1 The trading window shall be closed ordinarily but not restricted to, when information relating UPSI is made generally available by the Company. The trading window shall be opened 48 (Forty-eight) hours after the UPSI is made generally available by the Company.
- 7.2 The trading window shall be, *inter-alia* closed at the time of:

Sr. No.	Details of Unpublished Information	Period of Closure of Window	
		Commencing From	Ending On
a.	Declaration of Financial Results (Quarterly/Half Yearly/ Annual)	1 st day of the month immediately following the end of quarter/ Half Year/ Annual)	48 hours after the information has been generally available by the Company
b.	Declaration of Dividends (interim and final)	7 days before the Board Meeting	48 hours after the information has been made generally available by the Company
c.	Change in capital structure	Date of issue of notice / agenda of the Board meeting or intimation to the Stock Exchange or whichever is earlier	48 hours after the information has been made generally available by the Company
d.	Mergers, de-mergers, acquisitions,	Date of issue of notice / agenda of the	48 hours after the information has been made

	delisting's, disposals and expansion of business and such other transactions	Board meeting or intimation to the Stock Exchange or whichever is earlier	generally available by the Company
e.	Changes in Key Managerial Personnel	Date of issue of notice / agenda of the Board meeting or intimation to the Stock Exchange or whichever is earlier	48 hours after the information has been made generally available by the Company

- 7.3 The trading period, i.e., the trading period of the stock exchanges, called 'trading window', is available for trading in the Company's securities.
- 7.4 When the trading window is closed, the Designated Persons and the Whistle Blower as defined in clause 2.21 shall not trade in the Company's Securities in such period.
- 7.5 The trading window shall also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the Company.
- 7.6 All Designated Persons shall conduct all their dealings in the Securities of the Company only in a valid trading window and shall not deal in any transaction involving the purchase or sale of the Company's securities during the periods when the trading window is closed, as referred to in clause 7.2 above or during any other period as may be specified by the Company from time to time.
- 7.7 Unless otherwise specified by the Compliance Officer, the trading window for Dealing in Securities of the Company shall be closed for the following purposes-
- a) Declaration of financial results (quarterly, and annual) stand alone and consolidated;
 - b) Declaration of dividends (interim and final);
 - c) Issue of Securities by way of public/rights/bonus etc.;
 - d) Any major expansion plans or execution of new projects;
 - e) Amalgamation, mergers, de-mergers takeovers and buy-back;
 - f) Changes in key managerial personnel;
 - g) Material events in accordance with the listing agreement;
 - h) Changes in Capital Structure;
 - i) Disposal of whole or substantially whole of the undertaking, ; or
 - j) Any significant changes in policies, plans or operations of the Company.
- 7.8 The Compliance Officer shall intimate the closure of trading window to all the designated employees of the Company when he determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of Unpublished Price Sensitive Information. Such closure shall be imposed in relation to such securities to which such Unpublished Price Sensitive Information relates.
- 7.9 The Compliance Officer after taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the trading window,

however, in any event it shall not be earlier than 48 hours after the information becomes generally available.

7.10 The trading window shall also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the Company.

8. PRE-CLEARANCE OF TRADES

8.1 Every Designated Person shall obtain a pre-clearance approval as per the procedure prescribed hereunder. For any dealing in any Securities of the Company proposed to be undertaken by such Designated Person/his / her dependent, such pre-clearance approval would be necessary, only if the market value of the securities of [•] involved in the aggregate in all dealings in a calendar month exceeds in a monetary terms, the amount of Rs.10,00,000/- (Rupees Ten Lakh).

8.2 However, no Designated Person shall be entitled to apply for pre-clearance of any proposed trade if such Designated Person is in possession of Unpublished Price Sensitive Information even if the trading window is not closed and hence, he / she shall not be allowed to trade.

8.3 The pre-dealing procedure shall be hereunder:

a) For the purpose of obtaining a pre-clearance approval, the concerned Designated Person shall make an application in the prescribed form to the Compliance Officer (Refer Annexure A)

b) Such application should be complete and correct in all respects and should be accompanied by such undertakings declarations, indemnity bonds and other documents/papers as may be prescribed by the Compliance Officer from time to-time (Refer Annexure B)

c) All Designated Person / his /her dependent shall execute their order in respect of the Securities of the Company within one week after the approval of preclearance is given. The Designated Person / his /her dependent shall file within 2 (two) days of the execution of the deal, the details of such deal with the Compliance Officer in the prescribed form. (Refer Annexure C) In case the transaction is not undertaken, a report to that effect shall be filed.

d) If the order is not executed within seven days after the approval is given, the employee/director must pre-clear the transaction again.

8.4 Designated Person who is permitted to trade shall not execute a contra trade for six months from the date of entering into transaction. The Compliance Officer may be empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate the Insider Trading Regulations.

8.5 Where any contra trade is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be surrendered for remittance to the Board for credit to the investor protection and education fund administered by SEBI under

the Act.

9. REPORTING AND DISCLOSURES REQUIREMENTS

9.1 All Directors /officers /designated employees shall be required to forward the following details of their securities transactions including the statement of dependent family members to the Compliance Officer:

- a) All holdings in securities of the Company by directors/ officers/ designated employees at the time of joining the Company; (Refer Annexure D- Form A)**
- b) Trading in derivatives of securities and the traded value of the derivatives, if any c) Periodic statement of any transactions in securities and the Compliance Officer shall maintain records of all the declarations in the appropriate form given by the directors/ officers / designated employees for a minimum period of five years.**
- c) The disclosures to be made hereunder shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.**

9.2 Initial Disclosure

A. Every Key Managerial Personnel or a Director and Promoter of the Company on his appointment shall disclose in prescribed format (Refer Annexure E- Form B) his holding of Securities of the Company as on the date of appointment or becoming a promoter, to the company within 7 (seven) days of such appointment or becoming a promoter.

9.3 Continual Disclosure

A. Every Promoter, Employee and Director of the Company shall disclose to the company the number of such securities acquired or disposed of within 2 (two) trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs.10,00,000/- (Rupees Ten Lakh) in Annexure F - Form C.

9.4 Disclosure by Company to the stock exchanges:

- A. Notify the particulars of such trading to the stock exchange on which the Securities are listed within 2 (two) trading days of receipt of the disclosure or from becoming aware of such information.**
- B. The Compliance Officer shall maintain records of all the above disclosures in an appropriate form for a minimum period of 5 (five) years from the date of the filing thereof.**

10. DISSEMINATION OF PRICE SENSITIVE INFORMATION

10.1 The following guidelines shall be followed with special reference to analysts, media persons and institutional investors

- a) Only public information to be provided.
- b) At least two Company representatives be present at meetings with analysts, media persons and institutional investors.
- c) Unanticipated questions may be taken on notice and a considered response given later. If the answer includes price sensitive information, a public announcement should be made before responding.
- d) Simultaneous release of information after every such meet.

11. MAINTENANCE OF STRUCTURED DIGITAL DATABASE

- 11.1 The Company will maintain a structured digital database containing the names of such persons or entities as the case may be with whom information is shared under this Code of Conduct read with the Insider Trading Regulations, along with the permanent account number or any other identifier authorized by law where permanent account number is not available.
- 11.2 The said digital database shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

12. MECHANISM FOR PREVENTION OF INSIDER TRADING

- 12.1 The Company has adopted system of internal controls which mainly consist of the following, to prevent dealing in securities by insiders with misuse of UPSI.
- 12.2 All employees who have access to UPSI are identified as designated employee
- 12.3 All UPSI shall be identified, and its confidentiality shall be maintained by designated employee and others who have knowledge of unpublished price sensitive information.
- 12.4 Adequate restriction shall be placed on procurement, communication and sharing of UPSI by designated employee and others who have knowledge of UPSI.
- 12.5 List of employees and other persons with whom UPSI is shared shall be maintained and confidentiality agreement shall be executed, or notice shall be served to all such employees and persons
- 12.6 Audit committee shall review once in a financial year, the process to evaluate effectiveness of the above said internal controls and shall verify that the system for internal control are adequate and are operating effectively.
- 12.7 Audit committee shall review at least once in a financial year, compliance with this Code of Conduct read with the Regulations.

13. PENALTY

- 13.1 Every Designated Person shall be individually responsible for complying with the provisions of this Code of Conduct (including to the extent the provisions hereof are applicable to his /

her immediate relatives).

- 13.2 The Designated Person who contravenes the Code of Conduct shall be penalised and shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, etc.
- 13.3 The Company shall promptly inform the SEBI regarding any violation of the Code of Conduct.
- 13.4 The action by the Company shall not preclude the SEBI from taking any action in case of violation of the Insider Trading Regulations, 2015 as amended.
- 13.5 Further non – adherence to any clause as mentioned in this Policy will attract a penalty of twenty-five thousand rupees and which may extend to five lakh rupees as prescribed under Section 188 of the Companies Act, 2013, and a penalty of one lakh rupees which may extend to one crore rupees as prescribed under Section 15HB of SEBI Act, 1992.

14. CODE OF FAIR DISCLOSURE

- 14.1 Under Regulation 8(1) of the Insider Trading Regulations, the principles for fair disclosure adopted by the Company in the Code are as follows:
 - A. The Company shall promptly make public disclosure of Unpublished Price Sensitive Information that would impact price discovery, as soon as it has credible and concrete information, in order to make such information generally available. Such disclosures shall be subject to internal corporate approvals and made through the authorized personnel of the Company. If any such information is accidentally disclosed without such approval, the person making such disclosure shall immediately inform the designated officer.
 - B. The Company shall make uniform and universal dissemination of Unpublished Price Sensitive Information to avoid selective disclosure.
 - C. The company secretary of the Company or such other person, as may he appointed by the Board shall serve as the chief investor relations officer and is authorised for the purposes of this Code to deal with dissemination of information and disclosure of Unpublished Price Sensitive Information.
 - D. The Company shall make prompt dissemination of Unpublished Price Sensitive Information that gets disclosed selectively, inadvertently or otherwise if at all, to make such information generally available.
 - E. The Company shall make appropriate and fair response to queries on news reports and requests for verification of market rumour(s) by regulatory authorities.
 - F. The Company shall ensure that information shared with analysts and research personnel is not Unpublished Price Sensitive Information. The Company shall endeavour that, where any Unpublished Price Sensitive Information is to be disclosed, before discussing or disclosing any such information to analysts or at any meeting, first the information is to be provided to the stock exchanges and where applicable, appropriate press releases to be made, before any such meetings.

- G. The Company shall develop best practices to make available transcripts or records of proceedings of meetings with analysts and other investor relations conferences, on the website of the Company to ensure official confirmation and documentation of disclosures made.
- H. The Company shall handle all Unpublished Price Sensitive Information on a need-to know basis.
- I. Any subsequent modification(s) and amendment(s) to Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, to that extent, shall automatically apply to this Code.

Policy for determination of Legitimate Purpose

“Legitimate purpose” shall include but not restricted to sharing of UPSI in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants (collectively referred to as ‘fiduciaries’), provided that such sharing has not been carried out to evade or circumvent the prohibitions of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

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;

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;
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; *Companies Act, 2013; the Securities and Exchange Board of India Act, 1992; SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; Income Tax Act, 1961; the Banking Regulation Act, 1949, etc. or such other legislations including rules and regulations framed thereunder.*

- iv. Arising out of any contractual obligations or arrangement entered by the Company set forth in any contract, agreement, arrangement, settlement, understanding or undertaking.
Due-diligence for any kind of restructuring such as mergers & acquisitions, amalgamation, joint ventures, share purchase agreements, etc.

- v. Arising out of business requirement including requirement for the purposes of promoting the business and Strategies of business which may require 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 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/fund raising;
- Sharing the relevant UPSI 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 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 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 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 for statutory consolidation requirements or related customary disclosure obligations;
- Sharing the relevant UPSI 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 shall comply with this Code.

The Company shall enter the details of the person or entity with whom UPSI is shared in the structured digital database in accordance with the provisions of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, *inter-alia* containing the names of the persons or entities, as the case may be, with whom unpublished price sensitive information is shared along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such database shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

Terms not defined here shall have the same meaning as assigned under the Regulation. This Code shall be published on the website of the Company.

This Code is subject to review from time to time. This Code and every amendment thereto shall be intimated to the stock exchange(s) where the securities of the Company are listed, as required under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

This Code is approved by the Board of Directors of the Company in its meeting held on May 09, 2022.

For CMS Info Systems Limited



CS Praveen Soni
Company Secretary
Date: May 09, 2022
Place: Mumbai



V 2: approved by the Board in its meeting held on May 09, 2022.

V 1: approved by the Board in its meeting held on August 10, 2021.