

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UPSI

This Code of Conduct is formulated in line with Schedule A of Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulation, 2015. The code aims at prompt public disclosure of Unpublished Price Sensitive Information (UPSI) that would impact price discovery so as to make such information generally available. The disclosure shall be done no sooner than credible and concrete information comes into being. The code also covers the practices and procedures for fair disclosure of Unpublished Price Sensitive Information.

Definitions

- Chief Investor Relation Officer (“CIRO”) shall mean the Compliance Officer of the Company.
- Chief Investigating Officer (CIO) shall mean the Chief Financial Officer of the Company
- “Generally Available Information” means information that is accessible to the Public on a non- discriminatory basis.
- "unpublished price sensitive information" means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: –
 - (i) financial results;
 - (ii) dividends;
 - (iii) change in capital structure;
 - (iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business award or termination of order/contracts not in the normal course of business and such other transactions;
 - (v) changes in key managerial personnel other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor
 - (vi) change in rating(s), other than ESG rating(s);
 - (vii) fund raising proposed to be undertaken;
 - (viii) agreements, by whatever name called, which may impact the management or control of the company;
 - (ix) fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel promoter or director of the company, whether occurred within India or abroad;
 - (x) resolution plan/ restructuring or one-time settlement in relation to loans/ borrowings from banks/financial institutions;
 - (xi) admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
 - (xii) initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
 - (xiii) action(s) initiated or orders passed within India or abroad, by any regulatory,

- statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
- (xiv) outcome of any litigation(s) or dispute(s) which may have an impact on the company;
- (xv) giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;
- (xvi) granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

Compliance Officer may decide any other matter also as Price Sensitive Information

All other words and phrases will have the same meaning as defined under the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time. Words and expressions used and not defined in these Regulations but defined in the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and Rules & Regulations made thereunder shall have the meanings respectively assigned to them in that legislation.

Principles of Fair Disclosure for purposes of Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

1. Uniform and universal dissemination of UPSI shall be ensured to avoid selective disclosure. In case of selective dissemination of UPSI inadvertently or otherwise, it shall be ensured promptly to make such information generally available.
2. The Compliance Officer will be the Chief Investor Relations Officer (CIRO) of the Company under this Code to deal with dissemination of information and disclosure of UPSI.
3. CIRO/any other authorized person shall ensure that the information shared with analysts and research personnel is not UPSI and that the principles such as, equality of access to information, calls and meetings with analysts etc. are being followed.
4. CIRO shall ensure development of best practices to make transcripts or records of proceedings of meetings with analysts/other investor relations conferences available on the official website to ensure official confirmation and documentation of disclosures made.
5. The Officers authorized by the Managing Director shall be invited to meetings/conferences organized by the Company with the Analysts/Institutional Investors. No person, except those authorized by the Managing Director shall disclose any information relating to the Company's Securities to Analysts and Institutional Investors.

6. In line with the Company's practice, the Authorised Person who makes official Communication shall ensure release of all official Press Releases simultaneously to Stock Exchanges and Media with a copy to CIRO. These Press Releases shall also be posted on the website of the Company.
7. The Authorised Person who makes official Communication shall ensure appropriate and fair response to queries on news reports and requests for verification of market rumours by Regulatory Authorities/ Stock Exchanges in consultation with Head of the concerned department to which the news report/market rumour pertains and the CIRO.
8. Company Secretary shall ensure that disclosures of Shareholding Pattern as required under Listing Agreement with Stock Exchanges are made in a timely and adequate manner.
9. Company Secretary shall ensure that disclosure with regard to Quarterly & Annual Financial Results, Dividend and Record Date/Book Closure, etc., as required under Listing Regulations with Stock Exchanges are made in a timely and adequate manner.
10. Appointment of Directors shall be promptly disclosed to the Stock Exchanges. With regard to other changes in KMP, the same shall be disclosed to the Stock Exchanges on the date of such change taking place. However, trading window shall not be closed in this regard unless Compliance Officer decides otherwise.
11. The Board may, if deem fit, advise any additional disclosure with respect to decision on any agenda item placed before the Board. The Company Secretary shall ensure prompt disclosure of the same in accordance with Board's directions.
12. Any other material event having bearing on the performance/operations of the Company as well as price sensitive information pertaining to any Specific Function / Division / Unit shall be promptly reported to CIRO by concerned Functional Head or Unit/ Division Head. Compliance Officer after taking approval of Managing Director shall communicate the same to Stock Exchanges, under intimation to CIRO.
13. It shall be ensured that all UPSI shall be handled within the Company on a need-to-know basis and shall not be communicated, provided or allowed access to, except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
14. The Unpublished Price Sensitive Information can be shared as an exception by an Insider for Legitimate purposes as per its "Policy for determination of Legitimate Purposes" (Annexure A), provided it is not shared to evade or circumvent the prohibition under this Regulation.
15. The Board has formulated written policy for initiating appropriate inquiries on becoming aware of the leakage/suspected leakage of Unpublished Price Sensitive Information (Annexure B).

16. All the Unpublished Price Sensitive Information shall be identified and its confidentiality shall be maintained as per the requirement of this Code and Prohibition of Insider Trading Regulations.

17. The Chief Investigation Officer (CIO) in consultation with Managing Director of the Company shall decide on how and when any person(s) should be brought inside or any proposed or ongoing sensitive transaction(s).

A person(s) shall be brought inside on any proposed or ongoing sensitive transaction(s) of the Company who may be an existing or proposed partner, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, etc for legitimate purpose which shall include the following

- a) In the ordinary course of business
- b) In furtherance of performance of duty(ies)
- c) For discharge of legal obligation(s)
- d) For any other genuine or reasonable purpose as may be determined by Chief Investigation Officer (CIO) of the Company, or
- e) For any other purpose as may be prescribed under the SEBI Regulations or Company Law or any other law for the time being in force in this behalf as may be amended from time to time

18. Any person(s) who has/ have been brought inside on any proposed and/ or ongoing sensitive transaction(s) and in receipt of Unpublished Price Sensitive Information shall be considered as “Insider” for purpose of this Code and due notice shall be given to such persons, in the format as set out by Chief Investigation Officer (CIO) in consultation with Managing Director of the Company:

- a) To make aware such person that the information shared is or would be confidential
- b) To instruct such person to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations
- c) To make aware to such person the duties and responsibilities attached to the receipt of such information and the liability attached to misuse or unwarranted use of such information.

19. The Compliance Officer of Saksoft shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in these code and Prohibition of Insider Trading (PIT) Regulations to prevent insider trading.

20. The Audit Committee of Saksoft Limited shall review compliance with the provisions of these Code and Prohibition of Insider Trading (PIT) Regulations and shall verify that the systems for internal control are adequate and are operating effectively.

AMENDMENTS

Unless required under an enactment to be approved by the Board of Directors, all statutory amendments in the Companies Act 2013 or in the Regulations, shall be effective and binding even if such amendments are not incorporated in the Code.

This Code and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchange where the securities of the Company are listed and published on website.

POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES
[Pursuant to Regulation 3 (2A) of SEBI (Prohibition of Insider Trading)
Regulations, 2015]

PREFACE

This Policy, as a part of "Codes of Fair Disclosure and Conduct" formulated under Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations 2015, will be known as "Policy for Determination of Legitimate Purposes" hereinafter referred to as the "Policy".

OBJECTIVE

The objective of this policy is to identify 'Legitimate Purposes' for performance of duties or discharge of legal obligations, which will be considered as exception for the purpose of procuring Unpublished Price Sensitive Information (UPSI) relating to the Company or its listed securities or proposed to be listed securities, if any.

DEFINITIONS

- a) "Legitimate purpose" shall include sharing of Unpublished Price Sensitive Information ('UPSI') in the ordinary course of business by an insider with promoters, partners, collaborators, lenders, customers, suppliers, bankers, merchant bankers, legal advisors, auditors (including all Auditors such as Statutory, Internal, Branch, Cost, Secretarial, GST and any other Auditor as applicable and Staff Members of the audit team conducting the Audit), insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.
- b) "Insider"- Any person in receipt of UPSI pursuant to a "legitimate purpose" shall be considered as an "Insider" for purpose of these Regulations and due notice shall be given to such persons (Insiders) to maintain confidentiality of such Unpublished Price Sensitive Information in compliance with the applicable regulations.

SHARING OF UPSI FOR LEGITIMATE PURPOSE

The UPSI shall be shared by any person(s) authorized by the Board of Directors of the Company in this behalf, only in furtherance of legitimate purpose(s) which shall include the following;

- Sharing of UPSI in the ordinary course of business by any Insider, Designated person, or by any Authorized person with existing or proposed partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants.

- Sharing of UPSI where such communication is in furtherance of performance of duty (ies).
- Sharing of UPSI for discharge of legal or contractual obligation(s).
- Sharing of UPSI for any other genuine or reasonable purpose as may be determined by the CIO of the Company.
- Sharing of UPSI for any other purpose as may be prescribed under the Securities Regulations or Company Law or any other law for the time being in force, in this behalf, as may be amended from time to time.

ISSUE OF NOTICE TO THE RECIPIENT OF UPSI

Any person in receipt of unpublished price sensitive information pursuant to a “legitimate purpose” shall be considered an “insider” for purposes of this Code and due notice shall be given to such persons;

- To make aware such person that the information shared is or would be UPSI.
- To make aware to such person the duties and responsibilities attached to the receipt of such UPSI and the liability attached to misuse or unwarranted.
- To instruct such person to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.

DIGITAL DATABASE

The Board of Directors shall ensure that a structured digital database is maintained containing the names of such persons or entities, as the case may be, with whom UPSI is shared under Regulation 3. The said digital database shall contain the names of such persons along with their Permanent Account Number (PAN) or where PAN is not available, with any other identifier authorized by Law. Such database shall be maintained with adequate internal controls and checks, such as time stamping, audit trails, and other necessary controls to ensure non-tampering of the database.

RESTRICTIONS ON COMMUNICATION AND TRADING BY INSIDERS

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 and shall not otherwise trade in securities of the company when in possession of Unpublished Price Sensitive Information.

AMENDMENT

The Board of Directors of the Company, subject to applicable Laws, Rules & Regulations, may amend / substitute any provision(s) with a new provision(s) or replace this entire Policy with a new Policy. In any circumstances, where the terms of this Policy differs from any Laws, Rules, Regulations etc. for the time being in force, the prevalent Laws, Rules and Regulations shall take precedence over this Policy.

This Policy and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchanges, if required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment, re-amendment or re-enactment thereto.

**POLICY AND PROCEDURE FOR INQUIRY IN CASE OF LEAKAGE OF
UNPUBLISHED PRICE SENSITIVE INFORMATION (“UPSI”)**
[Under Regulation 9A of SEBI (Prohibition of Insider Trading) Regulations, 2015]

BACKGROUND

The SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 has mandated every listed company to formulate a written policy and procedures for inquiry in case of leakage of Unpublished Price Sensitive Information and initiate appropriate inquiries on becoming aware of leakage of Unpublished Price Sensitive Information and inform the Board promptly of such leakage, inquiries and results of such inquiries. In this regard, Board of Directors of Saksoft Limited has laid down this Policy for procedure of inquiry in case of leakage of Unpublished Price Sensitive Information (‘the Policy’), for adoption.

OBJECTIVES

- To strengthen the internal control system to prevent leakage of UPSI.
- To restrict and prohibit the practice of sharing of UPSI, with the un-authorized person, which originates from within the company and which affects the market price of the Company as well as loss of reputation and investors/ financiers confidence in the company.
- To have a uniform code to curb the unethical practices of sharing UPSI by Insiders, Employee(s) & Designated Persons with any Person, Firm, Company or Body Corporate.
- To initiate inquiry in case of leakage of UPSI or suspected leakage of UPSI and inform the same to the Securities and Exchange Board of India (“SEBI”) promptly.
- To penalize any Insider, Employee & Designated Person who appears to have found guilty of violating this policy.

SCOPE

The Company endeavours to preserve the confidentiality of Unpublished Price Sensitive Information (UPSI) and to prevent misuse of such information. The Company shall strive to restrict and prohibit the practice of sharing of UPSI which originates from within the company by any Promoter, Director, Key Managerial Person, Insider, Employee, Designated Person, Support Staff or any other known or unknown person(s) with any Unauthorized Person which affects the market price of the Company as well as causes loss of reputation and investors / financiers confidence in the Company.

DEFINITIONS

- Designated Persons shall cover all employees whether contractual or otherwise, persons/ entities stated under Regulation 9(4) of SEBI (Prohibition of Insider Trading) Regulations, 2015 and other connected persons as defined under Regulation 2(d) of the SEBI (prohibition of Insider Trading) Regulations, 2015.
- Relative shall include persons defined under Regulation 2(hc) of SEBI (Prohibition of Insider Trading) Regulations, 2015.
- Immediate relative shall include persons defined under Regulation 2(f) of SEBI (Prohibition of Insider Trading) Regulations, 2015.
- Leakage of UPSI shall mean communication of information which is / shall be UPSI by any Insider, Employee & Designated Persons or any other known or unknown person to any person other than a person(s) authorized by the Board after following the due process prescribed in this behalf in the Code of Practices Fair Disclosure of the Company and /or under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment, re-amendment or re-enactment thereto.
- "unpublished price sensitive information" means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: –
 - (i) financial results;
 - (ii) dividends;
 - (iii) change in capital structure;
 - (iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business award or termination of order/contracts not in the normal course of business and such other transactions;
 - (v) changes in key managerial personnel other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor
 - (vi) change in rating(s), other than ESG rating(s);
 - (vii) fund raising proposed to be undertaken;
 - (viii) agreements, by whatever name called, which may impact the management or control of the company;
 - (ix) fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel promoter or director of the company, whether occurred within India or abroad;
 - (x) resolution plan/ restructuring or one-time settlement in relation to loans/ borrowings from banks/financial institutions;
 - (xi) admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;

- (xii) initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
- (xiii) action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
- (xiv) outcome of any litigation(s) or dispute(s) which may have an impact on the company;
- (xv) giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;
- (xvi) granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

DUTIES OF CHIEF INVESTOR RELATIONS OFFICER

The CIRO shall be responsible to;

- (i) Oversee the Compliance of this Policy.
- (ii) Report the incident of actual or suspected leakage of UPSI to the Securities and Exchange Board of India.
- (iii) Intimate the incident of actual or suspected leakage of UPSI to the Stock Exchanges.
- (iv) To co-ordinate with and disclose the relevant facts of the incident of actual or suspected leakage of UPSI to the Enquiry Committee.

DISCLOSURE OF ACTUAL OR SUSPECTED LEAKAGE OF UPSI TO STOCK EXCHANGES:

On becoming aware of actual or suspected leakage of Unpublished Price Sensitive Information of the Company, the CIRO shall ensure that the same shall be promptly to the Stock Exchanges on which the securities of the Company are listed.

REPORT OF ACTUAL OR SUSPECTED LEAKAGE OF UPSI TO SEBI

On becoming aware of actual or suspected leakage of Unpublished Price Sensitive Information of the Company, the CIRO shall ensure that a report on such actual or suspected leakage of UPSI, conduct preliminary enquiry thereon and the results thereof shall be promptly made to SEBI.

CONSTITUTION OF ENQUIRY COMMITTEE

The Board of Directors or any Committee authorized by the Board in this behalf, shall constitute a committee to be called as “Enquiry Committee”. The Enquiry Committee shall consist of minimum 3 (three) Members which shall include Managing Director, Chief Financial Officer and Chief Investor Relation Officer and any other officer of the Company as may be mutually decided by the members of the Committee.

DUTIES OF ENQUIRY COMMITTEE:

The Enquiry Committee shall be responsible:-

- To conduct a preliminary enquiry to ascertain the truth contained in the information or complaint pertaining to actual or suspected leakage of UPSI, if any; and
- To authorize any person to collect necessary support material; and
- To decide disciplinary action thereon.

PROCEDURE FOR ENQUIRY IN CASE OF LEAKAGE OF UPSI:

On becoming aware of suo moto or otherwise, of actual or suspected leakage of Unpublished Price Sensitive Information of the Company by any Promoter, Director, Key Managerial Person, Insider, Employee, Designated Person, Support Staff or any other known or unknown persons, the CIRO after informing the same to the Managing Director or Chief Financial Officer of the Company, shall follow the below mentioned procedure in order to enquire and/or investigate the matter to ensure:

(a) Preliminary Enquiry:

Preliminary Enquiry is a fact-finding exercise. The object of preliminary enquiry is to ascertain the truth or otherwise of the allegations contained in the information or complaint, if any, and to collect necessary available material in support of the allegations, and thereafter to decide whether there is justification to embark on any disciplinary action.

The Enquiry Committee shall appoint and/or authorize any person(s), as it may deem fit, to initiate/conduct an enquiry to collect the relevant fact, material substances on actual or suspected leakage of UPSI.

(b) Report of Preliminary Enquiry to the Enquiry Committee:

The Person(s) appointed/authorized to enquire the matter of actual or suspected leakage of UPSI shall submit his/her report to the Enquiry Committee within 7 days from the date of his appointment on this behalf.

(c) Disciplinary Action:

The Disciplinary action(s) shall include wage freeze, suspension, recovery, termination of employment contract/agreement etc., as may be decided by the Managing Director or CIRO.

AMENDMENT

The Board of Directors of the Company, subject to applicable Laws, Rules & Regulations, may amend / substitute any provision(s) with a new provision(s) or replace this entire Policy with a new Policy. In any circumstance where the terms of this Policy differ from any Laws, Rules, Regulations, and any other related amendments for the time being in force, the Law, Rule, Regulation and any other related amendments shall take precedence over this Policy.

This Policy and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchanges, if required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment re-amendment or re-enactment thereto.