

***INTEGRA
TELECOMMUNICATIONS AND
SOFTWARE LIMITED
("The Company")***

Insider Trading Rules

VERSION CONTROL

Version No.	Effective from	Last Revised on
1	01-12-2015	08-02-2016
2	01-04-2022	26-03-2022
3	08-08-2022	08-08-2022

DISCLAIMER

➤ Restricted access

This Insider Trading Rules is not to be copied or distributed without the express written consent of Integra Telecommunication and Software Limited. No part of this document may be used for purposes other than those intended by Integra Telecommunication and Software Limited.

Sr. No.	Content	Pages
1.	Objective	4
2.	Regulatory Framework	4
3.	Definitions	4 - 12
4.	Restriction on Communication and Trading by Insiders <ul style="list-style-type: none"> • Restriction on Communication or Procurement of UPSI • Prohibition on Trading While in Possession of UPSI • Prohibition on Trading While closure of Trading Window • Pre-Clearance of Trades • Contra Trade Transaction 	8 - 11
5.	Trading Plan	12 - 13
6.	Compliance Officer	13 - 16
7.	Code of Fair Disclosure and Conduct <ul style="list-style-type: none"> • Disclosure Of UPSI • Procedure for Responding to any queries on News Reports/Requests for Verification of Market Rumors by Regulatory Authorities • Dealing With Analysts/Institutional Investors/Media • Policy for Determination of Legitimate Purpose 	14 - 16
8.	Chinese Wall Procedures	16
9.	Disclosures	16 - 18
10.	Reporting	19
11.	Penalty for Contravention	20 - 21
12.	Inquiry/Investigation and Reporting of Actual or Suspected Leak OF UPSI	21
13.	General	21 - 22
	Annexures	23 - 30

1. Objective

- 1.1 'Insider Trading' as understood under Indian law means trading in the securities of the Company by persons while in possession of Unpublished Price Sensitive Information ("UPSI") and includes procurement or communication of unpublished price sensitive information otherwise than for legitimate purposes, performance of duties or discharge of legal obligations.
- 1.2 The purpose of these Rules is to:
- prohibit the communication of unpublished price sensitive information except for legitimate purposes, performance of duties or discharge of legal obligations;
 - prohibit trading in the securities of the Company while in possession of unpublished price sensitive information;
 - enable disclosure of trading by Insiders;
 - ensure appropriate, fair and timely disclosure of unpublished price sensitive information.
 - initiate inquiry/ investigation in case of violation of these Rules; and
 - take disciplinary / penal / corrective actions, if so required, in case of any violation of the Rules.
- 1.3 The provisions of the Code shall be in addition to and not in derogation of the provisions of any other law for the time being in force. Where differences exist as the result of local customs, norms, laws or regulations, members may apply the local norms.

2. Regulatory Framework

- 2.1 This Insider Trading rule is pursuant to Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time (hereinafter referred to as 'the SEBI Regulations'/'the Regulations') and have been framed based on the Model Code specified in Schedule B and the Principles of Fair Disclosure specified in Schedule A, to the SEBI Regulations without diluting the provisions of the Regulations in any manner.
- 2.2 Accordingly, the Board of Directors of Integra Telecommunication and Software Limited ("the Company") revised and adopted this Insider Trading Rules in conformity of law.

3. Definition:

- 3.1 **"Board"** means the Board of Directors of the Company.
- 3.2 **"Chief Investor Relations officer"** means the Chief Financial Officer and in absence Company Secretary of the Company for the purpose of these Rules.
- 3.3 **"Committee"** or **"Audit Committee"** means the Audit Committee constituted by Board of Director as per provisions of law.
- 3.4 **"Compliance Officer"** means the Compliance Officer appointed under Clause 6 of this Code.
- 3.5 **"Company"** or **"ITSL"** means Integra Telecommunication and Software Limited

- 3.6 "Connected Person"** means any person who is or has during the six (6) months prior to the concerned act been associated with the Company, directly or indirectly, in any capacity including the following, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access:
- a. by reason of frequent communication with its officers; or
 - b. by being in any contractual, fiduciary or employment relationship; or
 - c. by being a director, officer or an employee of the company; or
 - d. holds any position including a professional or business relationship between himself and the company whether temporary or permanent.
- 3.7 "Contra trade"** means when a Designated Person pre-clears for buying shares of the Company, he cannot enter into a sale of securities of the Company for a period of 6 months from the date of execution of buy order and vice-versa.
- 3.8 "Deemed to be a Connected Person"** means 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.
 - b. a holding company or associate company or subsidiary company or
 - c. an intermediary as specified in section 12 of the SEBI Act 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 a company or his immediate relative or banker of the company, has more than ten per cent. of the holding or interest.
- 3.9 "Designated Persons(s)"** shall mean:
- i. Promoters, Directors & Key Managerial Personnel of the Company;
 - ii. Employees in senior management;
 - iii. All Employees in working in Secretarial, Legal, Investor Relations, Strategy & M&A, Finance and IT department of the Company;
 - iv. Executive Secretaries / Assistant to the Directors, Promoters of the Company;
 - v. Permanent invitee(s) to the Board and/or Committee Meetings of the Company;

- vi. Directors, CEO and Senior Management employees (two-level below CEO) of holding and material subsidiary of the Company;
- vii. Such other employees/persons as may be designated by the Board or the Committee or the Compliance Officer of the Company from time to time, to whom these trading restrictions shall be applicable, keeping in mind the objectives of these Rules.
- viii. Any other department or person as may be determined by the Compliance Officer as likely to be in possession of UPSI.

Note: All the obligations/responsibilities with respect to Immediate Relatives shall devolve upon persons specified in (i) to (viii) above.

- 3.10 **"Digital Database"** means a platform maintained in the electronic form to store such information as per provisions of the Regulations;
 - 3.11 **"Director"** means a member of the Board of Directors of the Company;
 - 3.12 **"Employee"** means every employee of the Company including the Directors in the employment of the Company;
 - 3.13 **"Generally available Information"** means information that is accessible to the public on a non-discriminatory basis;
 - 3.14 **"Immediate Relative"** means:
 - i. a spouse of a person; and
 - ii. child, parent and sibling 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.
- Note:** It is hereby clarified that "Spouse" of a person will be considered immediate relative irrespective of whether he/she is financially dependent or consults such person in taking decisions relating to trading in securities.
- 3.15 **"Insider"** means any person who is:
 - a. a connected person or
 - b. in possession of or having access to unpublished price sensitive information.
 - 3.16 **"ITSL Insider Rules"** shall mean the Insider Trading Rules framed herewith.
 - 3.17 **"Key Managerial Person"** means person as defined in Section 2(51) of the Companies Act, 2013;
 - 3.18 **"Legitimate Purpose"** means and includes sharing of UPSI with any internal / external stakeholders in the course of business and as further set out in the Code;
 - 3.19 **"Promoter"** or **"Promoter Group"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 including any modification thereof;

- 3.20 "SEBI Regulations" or "The Regulations"** mean SEBI (Prohibition of Insider Trading) Regulations, 2015 together with the circulars issued thereunder, including any statutory modifications or re-enactments thereof for the time being in force.
- 3.21 "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;
- 3.22 "SEBI Act"** means the Securities & Exchange Board of India Act, 1992.
- 3.23 "Takeover regulations"** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- 3.24 "Trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly;
- 3.25 "Trading Day"** means a day on which the recognized stock exchanges are open for trading;
- 3.26 "Trading in Securities"** means and includes subscribing, buying, selling, dealing or agreeing to subscribe, buy, sell or deal in any security of the Company and "trade" shall be construed accordingly.

Note - 1: Trading would include:

- a. Pledging of the securities of the Company including revocation/invocation of the pledge
- b. a gratuitous transfer of any securities of the Company;
- c. trading in the securities of the Company through a portfolio management account whether discretionary or otherwise and based on the investment advice rendered by any other investment advisor.

Note – 2: Trading would however not include dealing in Mutual Funds

- 3.27 "The Act"** means the Companies Act 2013 together with the Rules notified there under, including any statutory modifications or re-enactments thereof for the time being in force.
- 3.28 "Unpublished Price Sensitive Information" or "UPSII"** means any information, relating to the 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, which ordinarily including but not restricted to, the information relating to the following: -
- a. financial results;
 - b. dividends;
 - c. change in capital structure;
 - d. corporate actions like mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions and
 - e. changes in key managerial personnel.

However, certain information will be treated as Unpublished Price Sensitive Information based on the materiality of the information. The information shall be termed as material if the information fulfills any of the following criteria:

a. Quantitative criteria of determining materiality:

It shall become applicable to an event / information, Where the corresponding value involved or the corresponding estimated impact exceeds:

- 20 % of the Profit after Tax; or
- 15 % of the Turnover; or
- 50 % of the net worth

The above threshold shall be determined on the basis of Audited Financial Statements of the previous Financial Year.

b. Subjective criteria of determining materiality:

It shall become applicable to an event / information, when the omission of which is likely to result in –

- A discontinuity of information already available publicly; or
- Significant market reaction in the price of the securities of the Company, if the said omission came to public at a later date.
- In the opinion of Board of Directors of the Company, the information is considered as material information.

It should be understood that the determination of materiality should be a dynamic concept. It shall depend on the context of disclosures and may therefore be applied differently to different disclosures over time depending on the evolution of various factors involved.

Care should be taken if the information is proprietary or confidential.

- Information shall be regarded as proprietary to the Company if disclosing it publicly would undermine its competitive position.
- Information shall be regarded as Confidential if there are obligations to other counterparty relationships binding the Company to confidentiality.

Words and expressions used and not defined in these regulations 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 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation to the extent applicable to the Company.

4. Restriction on Communication and Trading by Insiders

4.1 Restriction on Communication or Procurement of UPSI

- a. No insider shall communicate, provide, or allow access to any UPSI, relating to the Company or its securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- b. No person shall procure from or cause the communication by any insider of UPSI, relating to the Company or its securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- c. A policy for determination of "Legitimate Purpose" is covered at Rule no. 7.4 under the "Code of fair disclosure and conduct" of these Rules

Note: Any person in receipt of UPSI pursuant to a 'Legitimate Purpose' shall be considered an 'insider' for purposes of these Rules and due notice must be given to such persons to maintain confidentiality of such UPSI.

- d. Insiders shall maintain confidentially of UPSI and should handle it with care and deal with the UPSI when transacting their business on a **"need to know"** basis.

Note: "Need to know" basis means the disclosure of UPSI only to those within or outside the Company who need the information to discharge their duty and whose possession of such information will not, in any manner, give rise to a conflict of interest or likelihood of the misuse of the information.

- e. UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction that would:
 - i. entail an obligation to make an open offer under the SEBI Takeover Regulations where the Board is of informed opinion that the sharing of such UPSI is in the best interests of the Company;
 - ii. not attract the obligation to make an open offer under the SEBI Takeover Regulations but where the Board is of informed opinion that the sharing of such UPSI is in the best interests of the Company and the information that constitutes UPSI is disseminated to be made generally available at least two (2) trading days prior to the proposed transaction being effected in such form as the Board may determine to be adequate and fair to cover all relevant and material facts to rule out any information asymmetry in the market.
- f. For purposes of clause 4.1.d, the Board 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 purpose of Clause 4.1.d, and shall not otherwise trade in securities of the company when in possession of UPSI.

4.2 Prohibition on Trading While in Possession of UPSI

- a. No Insider shall trade in the securities of the Company listed or proposed to be listed when in possession of UPSI.
- b. Any trade by an Insider while in possession of UPSI shall be presumed to have been motivated by the knowledge and awareness of the information of such UPSI.
- c. Trading in the securities of other companies:

While discharging their role, employees may become aware of any UPSI relating to the Company's clients, Service providers or joint ventures. Such employees shall not deal in the securities of such client, Service providers or joint venture companies if they possess any UPSI in relation to that other company.

4.3 Prohibition on Trading while closure of Trading Window

- a. Designated Persons shall not deal in the securities of the Company during the trading window closure period except in the cases mentioned in 4.3.b.
- b. A transaction undertaken where the Designated Person is in possession of UPSI may be defensible if the Designated Person demonstrates that the transaction was:
 - i. off-market inter-se transfer between insiders who are in possession of the same unpublished price sensitive information without being in breach of these Rules or SEBI Regulations and both the parties have made a conscious and informed trade decision.

Provided further that such off-market trades shall be reported by the insiders to the Company within two working days. The Company shall notify the particulars of such trades to the stock exchanges within two trading days from receipt of the disclosure or from becoming aware of such information;

- ii. transaction carried out through the block deal window mechanism between persons who are in possession of the unpublished price sensitive information without being in breach of these Rules and the SEBI Regulations and both the parties have made a conscious and informed trade decision;

Provided that such unpublished price sensitive information set out in 4.3.b.i and 4.3.b.ii is not obtained by either person under Rule 4.1.e of these Rules of these regulations;

Provided that the transaction set out in 4.3.b.i and 4.3.b.ii shall nevertheless, be subject to restriction of contra trade under 4.5.

- iii. transaction carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction;
- iv. transaction undertaken pursuant to the exercise of stock options issued by the Company;

- v. the trades are pursuant to a trading plan set up as per the SEBI Regulations;
- vi. pledge of shares for a bonafide purpose such as raising of funds, subject to pre-clearance in accordance with clause 4.4 of the Rules; and
- vii. transactions undertaken in accordance with the respective regulations made by SEBI such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buyback offer, open offer, delisting offer.

4.4 Pre-Clearance of Trades

- a. All Designated Persons or their immediate relatives who intend to trade in ITSL Securities shall apply for pre-clearance of the transactions, by making an application as per prescribed form and undertaking set out in **Annexure 1** and **Annexure 2**, to the Compliance Officer if the value of the proposed trades exceeds Rs. 10,00,000/- (Rupees Ten Lakhs) in a calendar quarter, in a single transaction or in multiple transactions or such other value as may be specified by the Board of Directors from time to time.
- b. 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 shall not be allowed to trade.
- c. The Compliance Officer shall either clear the requested trade or decline to clear the requested trade within three (3) Working Days from the receipt of the application (duly completed in all respects) as per the prescribed form set out in **Annexure - 3**. In case the Compliance Officer declines to clear the requested deal, he shall assign reasons in writing for doing so. If the Designated Person doesn't receive any response from the Compliance Officer within the aforesaid period of three (3) Working Days, the requested deal can be deemed to have been cleared by the Compliance Officer.
- d. Prior to approving any trades, 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.
- e. In case the Compliance Officer or any of his/her Immediate Relatives intend to trade in ITSL Securities, the Compliance Officer shall apply for pre-clearance for such trade as per the prescribed form set out in **Annexure 1** to the Chief Financial Officer in his absence any other senior official authorised by Chief Financial Officer of the Company who would consider the application (duly completed in all respect) within three (3) Working days as aforesaid. The remaining provisions of this clause, as applicable to Designated Persons, would also apply to the Compliance Officer.
- f. The Designated Persons shall execute their order of ITSL Securities within seven trading days after the approval of pre-clearance is given, failing which fresh pre-clearance would be needed for the trades to be executed. In case the transaction is not undertaken a 'Nil' report as per the prescribed form set out in **Annexure - 4** shall be required to be submitted.

4.5 Contra Trade Transaction

- a. Designated Persons who buy or sell securities shall not enter into a contra trade during the next 6 (six) months following the prior transaction. However, the restriction on contra transaction shall not apply to:
 - i. the exercise of options granted under ESOP Plan announced by the Company from time to time;
 - ii. the sale of shares acquired under ESOP Plan, provided that the Designated Person is not in possession of UPSI at the time of such sale. However, once the shares acquired under the ESOP Plan are sold by the person, any subsequent purchase (other than exercise of ESOPs) will be subject to the aforesaid restriction of Contra trade.
 - iii. buy back offers, open offers, rights issues, Further Public Offers, bonus, exit offers etc.
- b. The Compliance Officer, or in the case of a transaction by the Compliance Officer, the Committee, as the case may be, is empowered to grant relaxation from the strict application of the minimum holding period, for reasons to be recorded in writing in this regard, based on an application made by the Designated Person, provided such waiver does not violate the SEBI Regulations.
- c. The Designated Person shall apply in **Annexure 5** to the Compliance Officer for above relaxation. The Compliance Officer may take necessary undertakings and declarations and seek appropriate information as he deems necessary from the designated person before granting the relaxation.
- d. In case a contra trade is 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 applicable law.
- e. Designated Persons shall not take positions in derivative transactions in the securities of the Company at any time.

5. Trading Plan

- 5.1 The SEBI Regulations contain provisions enabling an Insider to formulate trading plan(s) and present it to the Compliance Officer pursuant to which trades may be carried out on his behalf in accordance with such plan. The provisions enable the formulation of a trading plan by an Insider to enable him to plan for trades to be executed in future. Trading plan once published, shall be irrevocable.
- 5.2 The provision intends to give an option to persons who may be perpetually in possession of UPSI and enabling them to trade in securities in a compliant manner. However, the Insider shall not commence trading if any UPSI in his possession at the time of formulation of plan has not become generally available at the time.
- 5.3 Insiders desiring to formulate Trading Plan(s) may do so in accordance with the provisions of the SEBI Regulations.
- 5.4 Insiders shall commence trading pursuant to a Trading Plan only after a period of 6 months have elapsed from date of public disclosure of the Trading Plan.

- 5.5 The Trading Plan may not contemplate any trading for a period between 20th trading day prior to the last day of any financial period for which results are required to be announced by the Company and 2nd trading day after the disclosure of such financial results
- 5.6 Trading plan shall entail trading for a period of not less than twelve months.
- 5.7 No Trading Plan may overlap with any existing Trading Plan.
- 5.8 Notwithstanding the foregoing, no Trading Plan may be formulated for, or result in, market abuse.
- 5.9 The Compliance Officer shall consider the Trading Plan made as above and shall approve it forthwith. However, he shall be entitled to take express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the Regulations.

6. Compliance officer

- 6.1 Compliance Officer shall mean the Managing Director of ITSL or such other person as may be designated specifically by the Board of Directors to act as Compliance officer for the purpose of the Regulations and this Code.
- 6.2 The Managing Director shall nominate Chief Financial Officer or any other person in the Company to act as Compliance Officer for the purpose of this Code during his absence.
- 6.3 **Role of Compliance Officer:**

In addition to the duties provided under the SEBI Regulations and the Rules, the Compliance Officer shall have the following duties/powers:

- a. The Compliance Officer shall report to the Board and to the Chairman of the Committee at such frequency as may be required by the Board.
- b. The Compliance Officer shall promptly bring to the notice of the Committee any instances of violation under the Rules.
- c. The Compliance Officer shall place before the Committee an update on a quarterly basis capturing details of trading in the securities by Designated Persons.
- d. The Compliance Officer shall maintain all records under these Rules and the SEBI Regulations for a minimum period of five (5) years.
- e. The Compliance Officer shall notify the Stock Exchanges within two (2) trading days of receipt of disclosure or becoming aware of any trading in the securities of the Company by any Designated Person(s) in excess of the thresholds prescribed.

- f. The Compliance Officer shall assist all employees in addressing any clarifications regarding SEBI Insider Regulations and these Rules.
- g. The Compliance Officer shall ensure that trading window closure is intimated to all concerned at least 24 hours before the commencement of the said period.
- h. The Compliance Officer shall promptly inform SEBI or such other authority as designated by SEBI, of any instances of violation of the SEBI Regulations.

7. Code of Fair Disclosure and Conduct

7.1 Disclosure Of UPSI

- a. Disclosure/dissemination of any UPSI shall, unless otherwise stated under the SEBI Regulations, be done promptly by the following persons (hereinafter individually referred to as "Authorized Person"), to the Stock Exchanges and posted on the website of the Company and/or otherwise be made generally available:
 - i. Compliance Officer; or
 - ii. Chief Investor Relations Officer (CIRO); or
 - iii. Such person as may be authorized by Compliance officer or the Committee to discharge the duties in this regard.
- b. The Authorized Person shall ensure prompt public disclosure of UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- c. The Authorized Person shall ensure uniform and universal dissemination / disclosure so as to avoid selective disclosure.
- d. No UPSI shall be shared with any person unless the information is made generally available i.e., only public information can be shared.

7.2 Procedure for Responding to any queries on News Reports/Requests for Verification of Market Rumors by Regulatory Authorities

- a. The Authorized Person shall give an appropriate, fair and prompt response to the queries on news reports or requests for verification of market rumours by regulatory authorities.
- b. As and when necessary, the Authorized Person shall make appropriate public announcement with respect to market rumours.
- c. The Authorized Person shall make a prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise, to make such information generally available.

7.3 Dealing With Analysts/Institutional Investors/Media

- a. Only the following persons are authorised to attend a meeting or interact with analysts/researchers, institutional and other investors or the media or any investor relations conference, on behalf of the Company:
 - i. Any members of the Committee
 - ii. Compliance Officer with the permission of members of the Committee.
- b. Any meeting or interaction with analysts/researchers, institutional and other investors or the media or any investor relations conference shall be conducted in a manner that only information that is generally available is provided at such meetings/interactions. No UPSI shall be disclosed at such meetings/interactions. If any UPSI is accidentally disclosed, the person responsible may immediately inform the Authorized Person of the same. Such UPSI shared with the analysts/researchers, etc. shall be simultaneously made generally available in consultation with the Authorized Person.
- c. Any such interaction/discussion at such meetings / conferences may be preferably recorded through proceedings of the meeting or a transcript of the interaction with the analysts/researchers, institutional investors or other investors or media or in any other suitable manner.
- d. If unanticipated questions which are price sensitive are raised during the meeting, such questions shall be noted and a considered response shall be given only after consulting the Authorized Person. The concerned employee, to whom the question has been posed, shall inform the Authorized Person in stating the queries and proposed response.
- e. The Authorized Person may issue a press release/transcript or post relevant information on the Company's website immediately after analyst meet. Simultaneously, such information shall also be sent to the Stock Exchanges where any UPSI is disclosed.

7.4 Policy for Determination of Legitimate Purpose

a. Determination of Legitimate Purpose

- i. For the purpose of these Rules and the SEBI Regulations, sharing of UPSI in furtherance of Legitimate Purpose shall include sharing of UPSI in the ordinary course of business of the Company by an Insider with the following (including but not limited to), provided that such sharing has not been carried out to evade or circumvent the prohibitions of these Rules or the SEBI Regulations
- ii. Further, the employee must ensure that sharing of information is necessary for 'legitimate purposes' and to carry out their legitimate duties and in proper discharge of their responsibility. Notwithstanding the foregoing, no UPSI may be shared to evade or circumvent the prohibitions of these regulations.

b. Notice or Confidentiality / Non-Disclosure Agreement

- i. Any person in receipt of UPSI in furtherance of a legitimate purpose shall be considered as an insider for the purpose of these Rules and the SEBI Regulations
- ii. The Designated Persons and Employees, sharing UPSI in furtherance of legitimate purposes, shall issue a due notice or enter into a confidentiality / non-disclosure agreement with such insider to maintain confidentiality of the UPSI in compliance with these Rules and the SEBI Regulations.

c. Digital Database of Recipients of UPSI

- i. The Designated Persons and employees, sharing UPSI in furtherance of legitimate purposes, shall inform to the Compliance Officer, nature of the UPSI shared, the Name and Permanent Account Number or such other identifier authorized by law or such other details, as may be required, of such persons or entities with whom UPSI is shared under these Rules.
- ii. The details so obtained shall be maintained in a digital database with adequate internal controls and checks, such as time stamping, audit trails, etc. to ensure non-tampering of the database.
- iii. The Digital Database so maintained shall be preserved for a period of not less than 8 (eight) years after completion of the relevant transaction or for such specific period as may be specified by SEBI in case of proceedings, if any.
- iv. Notwithstanding point iii., in the event of receipt of any information SEBI regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

d. Roles and Responsibilities of Nodal Officer

Chief Financial Officer will be Nodal Officer of the Company for UPSI Sharing, who inter-alia shall be responsible for;

- i. To share UPSI for legitimate purpose and on need-to-know basis;
- ii. To ensure Compliance with the Insider Trading Policy;
- iii. To make entries in the digital Database;
- iv. To ensure the confidentiality of the UPSI;
- v. To consider Measures adopted for maintaining the confidentiality of UPSI;
- vi. To review on quarterly basis effectiveness of internal controls from time to time and report to the Audit Committee;
- vii. To execute agreements to contract confidentiality and non-disclosure obligations.

8. Chinese Wall Procedures

- 8.1 Chinese wall procedures (“Chinese Walls”) shall be used to manage UPSI and prevent the inadvertent spread and misuse of UPSI. Areas of the Company which routinely have access to confidential information including UPSI shall be considered as ‘inside areas’ and shall be separated from those areas or departments providing support services, who do not have access to such information, considered as ‘public areas’. The Chinese Walls established by the Company shall operate as a barrier to the passing of UPSI.
- 8.2 All Designated Persons must maintain the confidentiality of all UPSI coming into their possession or control. To comply with this confidentiality obligation, the Designated Persons shall not:
- a. pass on any UPSI to any person directly or indirectly by way of making a recommendation for the trading in the securities of the Company; or
 - b. disclose UPSI to their family members, friends, business associates or any other individual, or
 - c. discuss UPSI in public places, or
 - d. disclose UPSI to any Employee who does not need to know the information for discharging his or her duties, or
 - e. recommend to anyone that they may undertake trading in the securities of the Company while being in possession, control or knowledge of UPSI, or
 - f. be seen or perceived to be trading in the securities of the Company on the basis of UPSI.
- 8.3 Files containing UPSI shall be kept secure under lock and key. Computer files must have adequate security of login and password etc. All Designated Persons must follow the guidelines for maintenance of electronic records and systems as may be prescribed by the Compliance Officer from time-to-time in consultation with the person in charge of the information technology function.

9. Disclosures

9.1 Initial Disclosure

Any person who becomes a Designated Person shall disclose the following to the Compliance Officer, as on the date of becoming a Designated Person, within 7 (seven) days of his so becoming a Designated Person in in the Form attached as **Annexure 6**

- a. His Permanent Account Number, contact details (including phone number and mobile number), educational institutions of graduation and name of the past employer(s);
- b. Name, Permanent Account Number or any other identifier authorized by law and contact details (including phone number and mobile number) of his immediate relatives;
- c. Name, Permanent Account Number or any other identifier authorized by law and contact details of persons with whom he shares a material financial relationship and

- d. the number of securities of the Company held by him and his immediate relatives

Explanation – *The term "material financial relationship" shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding (12) twelve months, equivalent to at least 25% of such payer's annual income but shall exclude relationships in which the payment is based on arm's length transactions.*

9.2 Continual Disclosure

Every Designated Person shall affirm to the Compliance Officer, the details given by him as per 9.1 on an annual basis or if there any change in the details provided earlier within 30 (thirty) days after the close of the financial year.

For avoidance of doubt, it is clarified that the disclosure obligation as mentioned above is in addition to the pre-clearance obligation and disclosure requirement.

9.3 Ad-hoc Disclosure:

- a. The Company may at its own discretion require any other connected persons class of connected persons to make disclosures of holdings and trading in securities of the Company in such Form and at such frequency as may be determined by the Company to monitor compliance with this Code and the Regulations.
- b. The Designated Person who is leaving the organization will be required to execute the undertaking as provided in **Annexure 7**.
- c. The disclosures made hereunder shall be maintained by the Company, for a minimum period of five years, in such form as may be specified.
- d. The disclosures to be made by any person under Clause 9 shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.

This Space is Intentionally Left Blank

10. Reporting

10.1 The following persons shall report to specified authorities at the frequencies stated below:

Role/ Responsibility	Reporting person	Reporting Authority	Frequency
Results of Enquiries of Leak/ Suspected Leak of UPSI	Audit Committee	Board of Directors	Quarterly
Compliance of the Regulations	Audit Committee	Board of Directors	Annually
Compliance with the requirements of maintenance of Digital database	Nodal officer/ Compliance Officer	Audit Committee	Annually
Adequacy and Effectiveness of Internal Control Compliance of the Regulations	External Auditor appointed by the Compliance Officer under the supervision of the Audit Committee	Audit Committee	Annually

10.2 To this purpose the Reporting authority / person is authorized to seek such additional information from the Designated Persons, Nodal Officers and Insiders as may be required to submit its report to respective authorities.

10.3 Reporting of Violation of the Rules / Sebi Regulations:

All instances of violation of the SEBI Regulations shall be promptly reported to the stock exchanges or such other authority in such a manner as may be prescribed by SEBI from time to time.

This Space is Intentionally Left Blank

11. Penalty for Contravention

A Designated Person ("DP") who is guilty of violation of these Rules shall attract disciplinary action by the Company as given herein below.

a. Penal/disciplinary actions to be taken by the Company:

Categories of Non-Compliances		Penal/ Disciplinary Actions that may be taken by the Committee
A]	Substantive Non-Compliances:	
1.	Trading during Window closure	Such penalty as decided by the Committee, based on the circumstances of each case
2.	Trading on the basis of UPSI	
3.	Contra Trade/ Derivative Transactions	
4.	Making recommendation directly or indirectly on the basis of UPSI	
5.	Communication of UPSI in violation of these Rules or the SEBI Regulations.	
6.	Trading without seeking pre-clearance of trades	
7.	Any other Non – Compliances (e.g., Sharing of UPSI without issuing due notice or a due notice or enter into a confidentiality agreement, Delay in filing of Initial/continual disclosures etc.)	
B]	Procedural Non-Compliances:	
	Delayed reporting of transactions required to be reported.	Warning Notice for the first instance of non-compliance. For every repeated act – a fine up to Rs. 5,000

- b. In addition to the above penalties/actions, the member who violates these Rules, shall be liable for such other disciplinary action by the Company which may include salary freeze, suspension, ineligibility for future participation in employee stock option plans, stock appreciation rights, etc.
- c. The above actions of Company will be without prejudice to any civil or criminal action that the regulatory authorities may initiate against such the defaulting person.
- d. All non-compliances shall be reported by the Compliance Officer to the Committee promptly once an action is implemented by the Company and before reporting the violation externally as required under the SEBI Regulations. The decision of the Committee shall be final and binding on the defaulting member.

- e. Any amount collected by the Company under this clause shall be remitted to SEBI for credit to the Investor Protection and Education Fund administered by the Board under the SEBI Act.
- f. **Action by Statutory Authorities:**
In the event of violation of the Companies Act, 2013 or the SEBI Regulations, no penalty levied or other action taken by the Company will preclude the SEBI or other appropriate authority(ies) from taking action under the relevant legislations / regulations.

12. Inquiry/Investigation and Reporting of Actual or Suspected Leak OF UPSI

- 12.1** On receipt of a complaint, the Committee shall take cognizance of the same and promptly nominate an Investigation Team ("Team") as it may deem fit, to conduct a preliminary inquiry pertaining to instance of actual leak/ suspected leak of UPSI as reported in the complaint. The Committee may also engage an external investigator / advisor to assist / conduct an inquiry.
- 12.2** Within one week of completion of the preliminary inquiry, the Team shall submit its report to the Committee containing details of the alleged leak/ suspected leak and whether such complaint is prima facie genuine or frivolous.
- 12.3** Based on the findings of the preliminary inquiry, if the Committee has a reason to believe that there is an actual leak or a suspected leak of UPSI. The Committee shall proceed with the final inquiry by directing the Team and/ or the external agency, as the case may be, to conduct the same.
- 12.4** Within one week of the completion of the final inquiry, the Team/ external agency shall submit its report to the Committee containing its final findings regarding the reported complaint.
- 12.5** Within one week of submission of the report by the Team/ external agency on its findings of the final inquiry, the Committee based on such findings, may take appropriate disciplinary/remedial/penalty actions and the action so taken by Committee shall be final and binding.
- 12.6** The Committee shall, on a quarterly basis, submit a report on the action taken by it to the Board and the Board shall ratify such actions. However, the Board shall reserve the right to revise the penalty levied and/or action taken by Committee and the decision of the Board shall be final and binding.
- 12.7** The Compliance Officer shall promptly inform the SEBI regarding the actual or suspected leak of UPSI, inquiry / investigation conducted thereon and results thereof.

13. General:

- 13.1** The code would be subject to revision/amendment in accordance with the Laws. The Board shall review the code at least once in every three years for making suitable amendments for better implementation of the code.
- 13.2** The Company reserves its right to alter, modify, add, delete or amend any of the provisions of this code.

13.3 The power to interpret and administer the code shall rest with the Chairman of the Board whose decision shall be final and binding. The Chairman is also empowered to make any supplementary rules/orders to ensure effective implementation of the code. These will, however, be reported to or placed before the Board of Directors, from time to time, to ensure the Board's oversight on these issues.

13.4 In the event of any conflict between the provisions of this code and of the Act or SEBI Regulations or any other statutory enactments, rules, the provisions of such Act or Listing Regulations or statutory enactments, rules shall prevail over and automatically be applicable to this code and the relevant provisions of the code would be amended/modified in due course to make it consistent with the law.

Annexure - 1
Format of Application for Pre- Dealing in Securities

Date: ____/____/____

To,
The Compliance Officer,
Integra Telecommunications and Software Limited

Subject: Application pre-clearance for dealing in securities of the Company

Dear Sir / Madam,

Pursuant to the SEBI (prohibition of Insider Trading) Regulations, 2015 and the Company's Insider trading Rules for Prevention of Insider Trading, I seek approval as per below with form of Undertaking signed by me:

Sr No.	Particulars	Details
1.	Name of the applicant with Designation	
2.	Address	
3.	Whether has any access to any price sensitive information, as per SEBI (Prohibition of Insider Trading Regulation), 2015	
4.	Number of securities held as on date	
5.	Folio No. / DP ID / Client ID No.	
6.	Proposal is for <input type="checkbox"/> Purchase of Securities <input type="checkbox"/> Sale of Securities <input type="checkbox"/> Subscription of Securities	
7.	Proposed date of dealing in securities	
8.	Estimated number of securities proposed to be acquired / subscribed / sold	
9.	Current Market Price (As on date of Application)	
10.	Whether the proposed transaction will be through stock exchange or off-market deal	

Yours faithfully,
(Signature of Designated Person)

Annexure – 2
Format of Undertaking to be attached with Application for Pre-Clearance

Date: ____/____/____

To,
The Compliance Officer,
Integra Telecommunications and Software Limited

I, _____ of the Company residing at _____,
am desirous of dealing in _____ shares of the Company as mentioned in my application
dated for pre-clearance of the transaction.

I further declare that I am not in possession of or otherwise privy to any unpublished Price Sensitive Information (as defined in the Company's Insider Trading Rules up to the time of signing this Undertaking.

In the event that I have access to or received any information that could be construed as "Price Sensitive Information" as defined in the rules, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public.

I declare that I have not contravened the provisions of the Rules as notified by the Company from time to time

In the event of this transaction being in violation of the Rules or the applicable laws,

- a. I will, unconditionally, release, hold harmless and indemnify to the fullest extent, the Company and its directors and officers, (the 'indemnified persons') for all losses, damages, fines, expenses, suffered by the indemnified persons
- b. I will compensate the indemnified persons for all expenses incurred in any investigation, defense, crisis management or public relations activity in relation to this transaction and (c) I authorize the Company to recover from me, the profits arising from this transaction and remit the same to the SEBI for credit of the Investor Protection and Education Fund administered by the SEBI

I undertake to submit the necessary report within Two days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

If approval is granted, I shall execute the trade within 7 trading days of the receipt of approval failing which I shall seek pre-clearance afresh. I undertake that I shall not execute a contra trade as regulated by SEBI within 6 months of dealing in securities pursuant to the pre-clearance referred to in this undertaking.

I declare that I have made full and true disclosure in the matter. Yours faithfully,

(Signature of Designated Person)

Annexure - 3
Format for Approval of Pre-Clearance Application

To,
_____ (Name)
_____ (Designation)
_____ (Place)
_____ (Date)

This is to inform you that your request for dealing in _____ shares of the Company as mentioned in your application dated _____ are approved. Please note that the said transaction must be completed on or before _____ that is within 7 trading days from today.

In case you do not execute the approved transaction / deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction / deal in the securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within 2 trading days from the date of transaction/deal. In case the transaction is not undertaken a 'Nil' report shall be necessary.

Yours faithfully,
For Integra Telecommunications and Software Limited

Compliance Officer
Enclosure: Format for submission of details of transaction

Annexure - 4
Format for Disclosure of Transactions

(To be submitted within 2 trading days of transaction / dealing in securities of the Company)

Date: ____/____/____

To,
The Compliance Officer,
Integra Telecommunications and Software Limited

I hereby inform that I _____

- Have not bought / sold/ subscribed any securities of the Company
 Have bought / sold / subscribed to securities as mentioned below on _____(Date).

Name of holder	No. of securities dealt with	Bought / sold / subscribed	DP ID/Client ID /Folio No	Price (Rs.)

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 years and produce to the Compliance officer / SEBI any of the following documents:

- Broker's contract note.
- Proof of Payment to/ from Brokers.
- Extract of Bank Passbook / Statement (to be submitted in case of Demat Transactions).
- Copy of Delivery instruction slips (applicable in case of Sale Transaction).

I agree to not execute any trade in against the above securities for a minimum period of six months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for Necessary Approval. (Applicable in case of Purchase / Subscription).

I declare that the above information is correct and that no provisions of the Company's rules and / or applicable laws / regulations have been contravened for effecting the above said transactions(s).

Signature:

Name:

Designation:

Annexure - 5
Application to Enter into Contra Trade
(In case of Personal Emergency)

Date: ____/____/____

To,
The Compliance Officer,
Integra Telecommunications and Software Limited

Dear Sir,

Subject: Permission to enter into contra transaction within 6 months from the execution of the last trade in ITSL securities

In terms of the provisions of ITSL Insider trading Rules, the Designated Person shall not execute / deal in a contra trade for any number of ITSL securities for a period of 6 months from the execution of the last trade in ITSL securities.

I had executed the last trade in ITSL securities as under:

Sr. No.	Nature of Trade (Sale or purchase)	Date of trade	Number of Shares	Client ID

On account of the exigent circumstances mentioned hereunder, I desire to execute a contra trade in the ITSL securities forth with:

<< Please summarize reasons and personal exigency >>

In view of the aforesaid, I seek relaxation to the above provisions of the Code.

Thanking you,

Signature:

Name:

Designation:

Employee Code:

Place:

**Annexure 6
Format for Initial Disclosure of Securities**

Date: ___/___/___

To,
The Compliance Officer,
Integra Telecommunications and Software Limited

I, _____ in my capacity as _____ of the Company hereby submit the following details of securities held in the Company as _____ (Date of becoming Designated Person)

Details of securities held by me:

Type of Securities	No. of securities held	Folio No	Beneficiary A/c Client ID

Details of dependent(s):

Pursuant to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Insider trading Rules, I hereby declare that I have the following dependents:

Sr. No.	Name of the dependent	Relation with Director / Officer / Designated Employee

Details of securities held by dependent(s):

Name of Relative	Relationship	Type of securities	No. of Securities held	Folio No	Beneficiary A/c Client ID

Signature:

Name:

Designation:

Annexure 7

Format of Statements of Holdings by Designated Person and Undertaking to be Signed Upon Leaving the Organisation

Date: ____/____/____

To,
The Compliance Officer,
Integra Telecommunications and Software Limited

Subject: Statement of Shareholdings and undertaking as on _____

Dear Sir/Ma'am,

Please find below the details as required for completion of my exit formalities:

- a. Date of Resignation:
- b. Last Working Day (decided by human Resource department):
- c. Statement of Shareholdings of _____ (Designated Person)

Name	Department/ Program & Process	No. of shares/ securities held on the date of tendering the Resignation	No. of shares/ securities bought post resignation	No. of shares/ securities sold post resignation	No. of shares/ securities held on the Last working day	PAN	FolioNo. / DPID / Client ID

- d. Details of Shares / Securities held by Immediate Relative(s):

Name	Relationship	No. of shares/ securities held on the date of tendering the Resignation	No. of shares/ securities bought post resignation	No. of shares/ securities sold post resignation	No. of shares/ securities held on the Last working day	PAN	FolioNo / DPID / Client ID

* In case Traded in securities otherwise than by way of buying or selling, like pledge etc. please disclose that also

e. I hereby confirm that

- I have / do not have access to any un-published price sensitive information as on the date of leaving the organization.
- I will not enter into any transaction pertaining to the securities of the Company in future, either directly or otherwise, based on any un-published price sensitive information, which I am privy to, if any and will not communicate, provide, or allow access to any UPSI, relating to the Company or securities thereof, to any person including other employee(s), Immediate Relative(s) and any other person(s) except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations, if any.
- I will continue to abide by the rules / relevant SEBI regulations at least for 6 months from the date of leaving the Organization, failing which I would be solely responsible for the consequences, to the complete exclusion of the Organization, its directors and officers and the Compliance officer, as they would not have any recourse post my leaving the Company to communicate with me to pursue compliances hereunder.

f. I further declare that the above disclosure is true and correct and is in accordance with the previous disclosures, if any, given to the Company.

g. I undertake that I shall indemnify the Company as given below:

- To hold Integra Telecommunication and Software Limited, its directors, officers and employees faultless in the event of any investigation against me for insider trading by any regulatory authority.
- To make good to the Integra Telecommunication and Software Limited, its directors, officers and/or employees, for all economic losses, fines or penalty, if any, imposed on the Integra Telecommunication and Software Limited, its directors, officers and/or employees as a result of any investigation by any regulatory authority/authorities into any of the transactions entered by me in dealing with the securities of the Company.
- To compensate the Integra Telecommunication and Software Limited, its directors, officers and /or employees for and towards all legal expenses incurred in defending itself in such investigations, including advocate's fees.

Yours faithfully,

Signature :

Name:

Designation: _____ (Position held prior to resignation)

Place :
