

SAKSOFT LIMITED

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

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The code aims at prompt public disclosure of Unpublished Price Sensitive Information (UPSI) that would impact price discovery so as to make such information generally available.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 The code also covers the practices and procedures for fair disclosure of Unpublished Price Sensitive Information.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

i. "Generally Available Information" means information that is accessible to the Public on a non-discriminatory basis."

ii. "Unpublished Price Sensitive Information" or "UPSI" means any information, relating to a company or its securities, directly or indirectly, that is not generally available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, delistings, disposals and expansion of business and such other transactions;
- (e) changes in key managerial personnel; and
- (f) material events in accordance with the listing agreement.

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

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thereunder shall have the meanings respectively assigned to them in that legislation.

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 Chief Financial 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 CIRO or any officer authorized by the Managing Director shall be invited to meetings/ conferences organized by the Company with the analysts/institutional investors. Apart from CIRO, 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 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 and Company Secretary. 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.

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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 Agreement 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. 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 CISO 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 CISO.

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.
