

CODE OF PRACTICES AND PROCEDURE FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

[Pursuant to Regulation 8 (1) read with Schedule A of the SEBI [Prohibition of Insider Trading] Regulations, 2015]

1. INTRODUCTION

1.1 Pursuant to notification of SEBI (Prohibition of Insider Trading) Regulations 2015 (**‘Insider Trading Regulations’**), as amended from time to time, and based on the principles of Fair Disclosure outlined in the Insider Trading Regulations, the Board of Directors of CMS Info Systems Limited (**‘the Company’**) has formulated this Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (**‘Fair Disclosure Code’**):

2. DEFINITIONS

2.1 **“Board”** means the Board of Directors of the Company.

2.2 **“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of Conduct for prevention of insider trading for ‘designated employees’ and Code of Practices for fair disclosure of unpublished price sensitive information” by insiders of CMS Info Systems Limited.

2.3 **“Chief Investor Relations Officer”** shall mean the Company Secretary of the Company or such other senior person, as may be appointed by the Board to 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Officer and is authorised for the purposes of this Code to deal with dissemination of information and disclosure of Unpublished Price Sensitive Information.

2.4 **“Director”** means a member of the Board of Directors of the Company.

2.5 **“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).

2.6 **“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.

2.7 **“Insider”** means any person who is:
a) A connected person; or
b) In possession of or having access to unpublished price sensitive information;

2.8 **“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.

2.9 **“Unpublished Price Sensitive Information” or “UPSI”** means any information, relating to a company or its securities, directly or indirectly, that is not generally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

2.10 **“Designated Person(s)”** shall mean the persons defined under the Code of Conduct of the Company.

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

2.12 All terms used in this Fair disclosure Code but not defined hereinabove shall have the meanings prescribed to them under the SEBI (Prevention of Insider Trading) Regulations, 2015.

3. APPLICABILITY

3.1 This Fair Disclosure 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.

4. HANDLING OF PRICE SENSITIVE INFORMATION

4.1 All Unpublished Price Sensitive information (‘UPSI’) shall be handled within the Company on a need-to-know basis and no UPSI 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. For the purposes of above, **“Need to Know basis”** shall mean that any Unpublished Price Sensitive Information should be disclosed only to those within or outside 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.

4.2 Notwithstanding anything stated above, 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.

- 4.3 However, before such disclosure the recipient must execute agreements to contract confidentiality and non-disclosure obligations on the part of such recipient and such recipient of UPSI shall keep the UPSI so received confidential, except for the designated purpose and shall not otherwise trade in securities of the Company when in possession of UPSI.
- 4.4 All non-public price sensitive information directly received by any employee should immediately be reported to the concerned head of the department.

5. DETERMINATION OF LEGITIMATE PURPOSE

- 5.1 “**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.
- 5.2 Communication / procurement of UPSI relating to the Company shall be considered to have been carried out for ‘legitimate purpose’, under any one or more of the following circumstances:
- i. The communication / procurement of such UPSI has been made in furtherance of legitimate purpose, performance of fiduciary duties or discharge of legal obligations and in the ordinary course of the business of the Company.
 - ii. The communication / procurement of such UPSI is duly authorized by the Management of Company stating the legitimate purpose for which such UPSI is being communicated and the manner in which such UPSI will be communicated or access granted.
- 5.3 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.

- 5.4 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.

6. MAINTENANCE OF STRUCTURED DIGITAL DATABASE

- 6.1 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.

- 6.2 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.

7. GENERAL GUIDELINES ON EXTERNAL COMMUNICATIONS AND DISCLOSURES:

- 7.1 Employees of the Company are strictly prohibited from disclosing internal information about the Company with anyone outside the Company, except as required in the performance of regular duties for the Company.

- 7.2 The only persons authorized to speak on behalf of the Company are the Whole-time Director and CEO, CFO, CRO and persons working in Investor Relations department (“IR Personnel”) collectively referred to as “Authorized Spokesperson”.

- 7.3 From time to time, the Company's CEO, may designate others (the “Designated Officers”) to speak on behalf of the Company. While others may be designated from time to time to speak on behalf of the Company, it is essential that the CRO and IR Personnel have knowledge of the information being disseminated by those individuals to facilitate the Company's compliance with applicable regulatory requirements.

8. GUIDELINES FOR INTERACTION WITH ANALYST, MEDIA & INSTITUTIONAL INVESTORS

- 8.1 Direct contact with financial analysts and investors will be limited to the IR Team and other Authorized Spokespersons.

- 8.2 Inquiries from analysts, security holders and other finance industry professionals in any department other than the Investor Relations Department and the offices of any of the Authorized Spokespersons must be forwarded to the IR Team. Under no circumstances

should any attempt be made to handle these inquiries without prior authorization from the IR Team.

- 8.3 Planned conversations must include at least one Authorized Spokesperson and should, if practicable, include a second person.
- 8.4 The following guidelines shall be followed any planned conversations with special reference to analysts, media persons and institutional investors:
 - a) Only public information to be provided.
 - b) Planned conversation with analysts, media persons and institutional investors must include at least one Authorized Spokesperson and should, if practicable, include a second person.
 - 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 media release/ public announcement of any price sensitive information disclosed, if any, at any such meet shall be made by the Company.

9. PRINCIPLES OF FAIR DISCLOSURE

- 9.1 Pursuant to Regulation 8(1) of the Insider Trading Regulations, the Company shall adhere to the following principles for fair disclosure of Unpublished Price Sensitive Information:
 - 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 Chief Investor Relations Officer.
 - B. The Company shall strive to make uniform and universal dissemination of Unpublished Price Sensitive Information and avoid selective disclosure.
 - C. The company secretary of the Company or such other senior person, as may he appointed by the Board, shall serve as the Chief Investor Relations Officer and shall be authorised for the purposes of this Code to deal with dissemination of information and disclosure of Unpublished Price Sensitive Information.
 - D. The Company shall strive to 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 give 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. All Unpublished Price Sensitive Information shall be handled by the concerned officials of the Company strictly on a need-to know basis.

10. REVIEW & AMENDMENT

- 10.1 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.
- 10.2 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.

For CMS Info Systems Limited

Sd/-

Debashis Dey

Company Secretary

Date: January 24, 2024

Place: Mumbai

V 2: approved by the Board in its meeting held on January 24, 2024.

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.