

**CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF  
UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI)**

Regulation to the SEBI (Prohibition of Insider Trading) Regulations, 2015 requires a listed company to formulate and publish on its official website a “Code of Practices and Procedure for fair disclosure of Unpublished Price Sensitive Information” in adherence to the principles set out in Schedule A to the said Regulations.

Accordingly, in supersession of the previous Code, a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI) has been approved and adopted by the Board of Directors at the meeting held on 27<sup>th</sup> May, 2022, and further amended in the Board meeting dated 26<sup>th</sup> May, 2025 and which can be amended from time to time.

**I) Principles of Fair Disclosures for purposes of Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information:**

1. The Company shall ensure prompt public disclosure of UPSI that would impact price discovery, as soon as it has credible and concrete information, in order to make such information ‘generally available’, i.e. to make the information accessible to the public on a non-discriminatory basis.
2. The Company shall ensure a uniform and universal dissemination of UPSI to avoid selective disclosure.
3. The Company shall ensure prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information ‘generally available’.
4. The Company shall ensure an appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.
5. The Company shall ensure that information shared with analysts and research personnel is not UPSI.
6. The Company shall develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
7. The Company shall ensure the handling of all UPSI on a need-to-know basis.
8. The Managing Director of the Company shall act as the Chief Investor Relations Officer (CIRO) for the purpose of dealing with dissemination of information and disclosure of UPSI as contained herein.

9. No Unpublished price sensitive information shall be passed by Designated Persons by way of making a recommendation for the purchase or sale of securities of the Company.

**II) The unpublished price sensitive information can be shared as an exception by an Insider for Legitimate purposes as per its "Policy on determination of Legitimate Purpose" provided it is not shared to evade or circumvent the prohibitions under this Regulation.**

**"POLICY ON DETERMINATION OF LEGITIMATE PURPOSE"**

1. Policy is applicable to all insiders.
2. This "Policy on Determination of Legitimate Purpose" ('Policy') is part of the "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" ("Code").

**Legitimate Purpose**

"Legitimate Purpose" shall mean communicating, providing sharing or allowing access to UPSI in the ordinary course of business or on a need-to-know basis, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.

1. Legitimate Purpose shall include sharing of UPSI by an Insider with:
  - (i) Auditors (Statutory, Internal, Secretarial, GST and any other Auditor as applicable)
  - (ii) Staff Members of the Audit firm/team conducting the Audit
  - (iii) Collaborators
  - (iv) Lenders
  - (v) Customers
  - (vi) Suppliers
  - (vii) Bankers / Merchant Bankers
  - (viii) Legal Advisors
  - (ix) Any other advisors/consultants/partners,

for or in connection with the above-mentioned purposes.

**2. Illustrative list of Legitimate Purposes**

In following cases, the sharing of UPSI would be considered as having been shared for a Legitimate Purpose:

- i. Under any proceedings or pursuant to any order of courts or tribunals;

Example: National Company Law Tribunal, National Company Law Appellate Tribunal, Quasi-judicial authority, Other Appellate Tribunals, Arbitration Proceedings, Before any court of law etc.

- ii. For investigation, inquiry or request for information by statutory or governmental authorities or any other administrative body recognized by law;

**Example:** 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.

- iii. In compliance with applicable laws, regulations, rules and requirements; Example: company law, securities law, income tax law, banking law, etc.
- iv. Arising out of any contractual obligations entered by the Company set forth in any contract, agreement, arrangement, settlement, understanding or undertaking;
- v. Sharing the information with intermediaries and fiduciaries such as Auditors, Merchant bankers, management consultants, partners, collaborators or other advisors or consultants;
- vi. Sharing information for the purpose of obtaining Insurance cover.
- vii. For the purpose of legal, financial or any other professional advice to be obtained or for accounting or audit or for preparing / defending court cases;
- viii. For transactions that would entail an obligation to make an open offer under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 where the board of directors of the company is of opinion that sharing of such information is in the best interests of the company.
- ix. For a transaction that does not attract the obligation to make an open offer under the takeover regulations but where the board of directors of the company is of opinion that sharing of such information is in the best interests of the company.

The transaction referred to above may include acquisitions, merger, amalgamations or any other corporate restructuring, seeking advice in relation to legal aspects involved in such transactions including carrying due diligence of target/ merging companies or seeking advice on commercial aspects including structuring or valuation of such transactions;

- x. Sharing financial information for preparation of consolidated financial statements of holding company;
- xi. Sharing information with statutory auditors, secretarial auditors, internal auditors or cost auditors while obtaining any certificate required for placing any transaction for approval before the Board;
- xii. For all those activities done by the company in furtherance of its objects as listed in its memorandum of association.

Sharing of UPSI with a mala fide intention, for personal gain, quid pro quo transactions or unauthorized disclosure, etc. would not be considered as Legitimate Purpose.

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 the Code.

### **3. Process for sharing UPSI**

The Insider shall conduct the following steps while sharing UPSI:

- i) Satisfy that information is UPSI and sharing is for Legitimate Purpose
- ii) Identify the persons with whom the UPSI is to be shared
- iii) Notify the recipient that UPSI is being shared and enter into a confidentiality / non-disclosure agreement and make him/ her aware of the provisions of '*Code of Conduct for Regulating, Monitoring and Reporting of Trading by Designated Persons and Immediate Relatives of the Designated Persons*' and '*Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information*' to include '*Policy on determination of Legitimate Purpose*' and '*Policy and Procedure for Inquiry in case of Leak or Suspected Leak of Unpublished Price Sensitive Information*' (*Code of Fair Disclosure*) of the Company.
- iv) Mode of sharing UPSI shall be either by an email or hard copy or any other electronic mode or device with acknowledgement.
- v) Intimate to Compliance Officer, names of the persons along with PAN (or any other identifier where PAN is not available) with whom UPSI is shared.

### **4. Digital Database**

The Person designated by the Board shall be responsible to maintain a structured digital database of such persons or entities as the case may be with whom information is shared under this regulation, which shall contain the following information;

- i. Name of such recipient of UPSI;
- ii. Date of the notice/ non-disclosure agreement;
- iii. Name of the Organization or entity to which the recipient represents
- iv. Postal Address and E-mail ID of such recipient
- v. Permanent Account Number (PAN) or any other identifier authorized by law, if PAN is not available.

The Compliance Officer shall also be responsible to ensure that such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of such database. This database shall be kept confidential.

### **5. Restrictions on Communication and Trading by Insiders**

The Board of Directors of the Company 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 UPSI.

### **III) Leak of UPSI / suspected Leak of UPSI:**

The Board of Directors has formulated a written policy for initiating appropriate inquiries on becoming aware of a leak/suspected leak of unpublished price sensitive information, provided in the "*Policy for Inquiry in case of Leak of Unpublished Price Sensitive Information*".

**“POLICY AND PROCEDURE FOR INQUIRY IN CASE OF LEAK OR SUSPECTED LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI)”**

[Under Regulation 9A of the Securities and Exchange Board of India (Prevention of Insider Trading) Regulations, 2015]

**1. Background**

Regulation 9A of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time (“**SEBI PIT Regulations**”), mandates every listed company to formulate a written policy and procedures for inquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information and initiate appropriate inquiries on becoming aware of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information and inform SEBI promptly of such leaks, inquiries and results of such inquiries.

**2. Applicability**

This Policy is applicable to any person who is in possession of or having access to Unpublished Price Sensitive Information (UPSI) of the Company.

**3. Scope**

This Policy deals with-

- a) Formulating procedures for inquiry such as initiating inquiry, reporting, etc. in case of leak or suspected leak of unpublished price sensitive information.
- b) Strengthening the internal control system to prevent leak of unpublished price sensitive information.
- c) Penalizing any person, who have been found guilty of violating this policy.

**4. Definitions**

The definitions of some of the key terms used in the Policy are given below.

Capitalised terms which are not defined herein shall have the meaning assigned to them under the Code / SEBI PIT Regulations.

“**Audit Committee**” means the Audit Committee constituted by the Board of Directors of the Companies in accordance with Section 177 of the Companies Act, 2013, read with Regulation 18 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, (“SEBI Listing Regulations”).

“**Code**” means the Code of Conduct for Regulating, Monitoring and Reporting of Trading by Designated Persons and Immediate Relatives of Designated Persons.

“**Company**” means SoftTech Engineers Limited.

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

“**Connected Person**” means any person who is or has been, during the six months prior to the concerned act, associated with a company, in any capacity, directly or indirectly, including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship, whether temporary or permanent, with the

company, that allows such a person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established,

[a] 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 Act or an employee or director thereof;

(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 relative or banker of the company, has more than ten per cent. of the holding or interest;

(k) a firm or its partner or its employee in which a connected person or

(l) a person sharing household or residence with a connected person

“**Insider**” shall have the meaning ascribed to it in the SEBI PIT Regulations.

“**Leak of Unpublished Price Sensitive Information (UPSI)**” means communication of information which is/deemed to be UPSI, by any person, who is in possession of UPSI, to any other person in any manner whatsoever, except as otherwise permitted under the SEBI PIT Regulations or the Code formulated by the Company.

“**relative**” shall mean the following:

(i) spouse of the person;

(ii) parent of the person and parent of its spouse;

(iii) sibling of the person and sibling of its spouse;

(iv) child of the person and child of its spouse;

(v) spouse of the person listed at sub-clause (iii); and

(vi) spouse of the person listed at sub-clause (iv)

“**Subject**” means the person or persons against or in relation to whom an inquiry is initiated in case of leak or suspected leak of UPSI.

“**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: –

(i) financial results;

(ii) dividends;

(iii) change in capital structure;

(iv) mergers, de-mergers, acquisitions, delisting, disposals and expansion 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 company;
- (xiv) outcome of any litigation(s) or dispute(s) which 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.

“Working days” means working days of the Company.

## **5. Procedure for inquiry in case of Leak or suspected Leak of UPSI**

### **a) Duties of the Compliance Officer**

The Compliance Officer shall be responsible to:

- (i) Oversee the compliance of this Policy;
- (ii) Report the incident of actual or suspected Leak of UPSI to the Securities and Exchange Board of India;
- (iii) Intimate the incident of actual or suspected leak of UPSI to the Stock Exchanges; and
- (iv) Co-ordinate with and disclose the relevant facts of the incident of actual or suspected leak of UPSI to the Audit committee.

### **b) Source of information relating to leak of UPSI**

The Compliance Officer / Chairman of Audit Committee may on becoming aware suo-moto or on receipt of a written intimation / complaint of leak or suspected leak of UPSI from:

- any employees or departments of the Company;
  - Regulators; or
  - any department of the Central or State Government,
- shall follow the below mentioned procedure in order to inquire and/or investigate the matter.

**c) Preliminary Inquiry:**

The object of preliminary inquiry 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 initiate further investigation/inquiry.

1. The Compliance Officer / Chairperson of the Audit Committee shall forthwith forward such intimation to the Managing Director / Chief Executive Officer to conduct a preliminary inquiry.
2. In the event that the Compliance Officer / Chairperson of the Audit Committee / Managing Director / Chief Executive Officer has a conflict of interest in any given case, then he/she should recuse himself/herself and the Chairperson of the Board shall undertake the preliminary inquiry.
3. The said inquiry shall be completed by the Managing Director / Chief Executive Officer within 7 working days from the date of receipt of such intimation and report thereof shall be informed to the Chairperson of Audit Committee as well as to SEBI. However, the period of 7 working days may extend with the consent of Chairperson of the Audit Committee.

**d) Investigation by the Audit Committee:**

Upon receipt of the report of the preliminary inquiry and all other supporting documents, the Audit Committee is required to initiate the investigation. The said investigation shall be completed within 30 working days from the date of receipt of report of the preliminary inquiry and unless there is a compelling reason not to do so, the Subject shall be given due opportunity to be heard.

The Audit Committee's investigation report shall be submitted to the Board of Directors immediately, and such report shall also be submitted to SEBI simultaneously.

**6. Powers of the Audit Committee**

For purpose of conducting inquiry, the Audit Committee may:

- (a) Call upon
  - Any employees / individuals to seek clarification or information pertaining to the leak.
  - The relevant intermediaries or fiduciaries of the Company.
  - Persons / members of committees involved in generation of the original data for purpose of determination of key figures pertaining to financial figures.
  - Persons involved in the consolidation of the figures for the financial results.
  - Persons involved in the preparation of board notes and presentations.
  - Persons involved in dissemination of information relating to financial results in the public domain.
  - Any other persons who had access to the information.
  - Any market intermediaries and other person/ entities who have access to UPSI for inquiry conducted for leak of such UPSI.
- (b) At its discretion, invite external investigators / experts.
- (c) Take necessary actions including sending the Subject on leave, restrict physical access to the office premise, freeze access to systems, electronic devices, emails, etc., during the pendency of the investigations for fair conduct of the proceedings.
- (d) Keep the identity of the Subject confidential till the completion of inquiry unless it is essentially required for the purpose of investigation.
- (e) Notify the Subject of the allegations at the outset of internal investigation and provide him / her opportunity to represent his / her case and submit evidence.

- (f) Do all such acts, deeds, matters and things as are necessary for the purpose of conduct of internal investigation.

### **7. Rights and Obligations of the Subject**

(a) The Subject shall-

- Co-operate with the Audit Committee during the investigation process.
- Provide all information, as may be required by the Audit Committee.
- Have a right to consult with a person or persons of their choice, other than members of Audit Committee.
- have a right to be informed of the outcome of the investigation.

(b) The Subject(s) has the responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with and witnesses shall not be influenced, coached, threatened or intimidated by the Subjects.

(c) Unless there are compelling reasons not to do so, Subjects will be given the opportunity to respond to material findings contained in investigation report. No allegation of wrong doing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.

### **8. Consequences of non-compliance**

- (a) The Subject, who acts in contravention of this Policy, shall be subject to disciplinary action by the Company, which may include wage freeze, suspension, recovery, clawback, ineligibility for future participation in the Company's stock option plans or termination, as may be decided by the Board of Directors or Audit Committee or any other person authorised by the Board.
- (b) Notwithstanding the aforesaid, SEBI or any other appropriate regulatory authority shall also be informed of such violation and may take appropriate action against the Subject in accordance with law.

### **9. Guidelines for preventing the Leak of UPSI:**

- (a) Separate secure work space for teams working on financial related information or any other UPSI.
- (b) Sharing of information only on a 'need to know basis'.
- (c) Maintaining a database of persons to whom UPSI is provided,
- (d) Entering into confidentiality agreements / notice with/to all persons to whom UPSI is provided.
- (e) The Company shall make employees aware of the existing Whistle Blower Policy / Vigil Mechanism to enable employees to report instances of Leak of UPSI.

**“CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY  
DESIGNATED PERSONS”**

Regulation 9(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (the “Regulations”) requires a listed company to formulate a Code of Conduct to regulate, monitor and report trading by its designated persons and immediate relatives of designated persons, towards achieving compliance with the said Regulations, adopting the minimum standards, set out in Schedule B to the Regulations.

Accordingly, in supersession of the previous Code, a code of conduct to regulate, monitor and report trading by insiders is hereby framed as under -

**1. IMPORTANT DEFINITIONS:**

**“Compliance Officer”** means any senior officer as appointed by the Board and reporting to the Board as “Compliance Officer”, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these Regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the Policy specified in these Regulations under the overall supervision of the Board of the Company..

**“Connected Persons”** means :any person who is or has been associated with the Company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a Director, officer or an employee of the Company or holds any position including professional or business relationship between himself and the Company, whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

[Explanation – For the purpose of this regulation, “financially literate” shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows]

**“Generally available information”** means information that is accessible to the public on a non-discriminatory basis and shall not include unverified event or information reported in print or electronic media  
**“Insider”** means any person who is a connected person; or in possession of or having access to unpublished price sensitive information;

**“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;

**“Relative”** shall mean the following:

- (i) spouse of the person;
- (ii) parent of the person and parent of its spouse (in laws)
- (iii) sibling of the person and sibling of its spouse;
- (iv) child of the person and child of its spouse;
- (v) spouse of the person listed at sub-clause (iii); and

(vi) spouse of the person listed at sub-clause (iv)

**"Trading"** means and includes subscribing, [redeeming, switching,] buying, selling, dealing, or agreeing to subscribe, [redeem, switch,] buy, sell, deal in any securities, and "trade" shall be construed accordingly;

**"Trading Day"** means a day on which the recognized stock exchanges are open for trading

**"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: –

- (i) financial results;
- (ii) dividends;
- (iii) change in capital structure;
- (iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion 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.

Other terms not specifically defined here shall have the same meaning as assigned under the SEBI (Prohibition of Insider Trading) Regulations, 2015.

**2. CODE:**

**(a) Reporting:**

The compliance officer shall report to the Board of Directors and in particular, shall provide reports to the Chairman of the Board of Directors or Audit Committee, on a yearly basis or at such frequency as may be stipulated by the board of directors.

**(b) Information on a need to know basis & Chinese wall procedures:**

All information shall be handled within the organisation on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the legitimate purposes, performance of duties or discharge of legal obligations.

Norms for appropriate Chinese Walls procedures & processes will be as under -

1. To prevent the misuse of confidential information, the company shall separate those areas of the company which routinely have access to confidential information, considered “inside areas” from those areas which deal with sale/marketing/investment advise or other departments providing support services, considered “public areas”.
2. The employees in the inside area shall not communicate any price sensitive information to any one in public area.
3. The employees in inside area may be physically segregated from employees in public area.
4. Demarcation of the various departments as inside area may be implemented by the company.
5. In exceptional circumstances employees from the public areas may be brought “over the wall” and given confidential information on the basis of “need to know” criteria, under intimation to the compliance officer.

**(c) Designated Persons:**

1. The Designated persons include Key Managerial Personnel in the Company, Department heads in the role of finance, marketing, and executives in the cadre from Assistant Vice-President and above and officers in Account, Finance and Secretarial Department.  
The Chairman of the Board of Director shall in consultation with the compliance officer include other names of designated persons to be covered by such code on the basis of their role and function in the organisation. Due regard shall be had to the access that such role and function would provide to unpublished price sensitive information in addition to seniority and professional designation. The designated persons shall be governed by internal code of conduct governing dealing in the securities.
2. Designated persons shall be required to disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the company on an annual basis and as and when the information changes:
  - a) immediate relatives
  - b) persons with whom such designated person(s) shares a material financial relationship
  - c) Phone, mobile and cell numbers which are used by them

In addition, the names of educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a one time basis.

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 from a designated person during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such designated person but shall exclude relationships in which the payment is based on arm’s length transactions.

3. The Designated Persons and/or their immediate relatives, who trade in Securities when in possession of UPSI in contravention of the provisions of this Code or Regulations, shall be liable to disciplinary actions, including wage freeze, suspension, recovery, claw back, etc., as may be decided by the Inquiry Committee formed pursuant to the Company’s Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

**(d) Trading window:**

1. Designated persons may execute trades subject to compliance with these Regulations. Towards this end, a notional trading window shall be used as an instrument of monitoring trading by the designated persons. The trading window shall be closed when the compliance officer determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates. Designated persons and their immediate relatives shall not trade in securities when the trading window is closed.
2. Trading restriction period shall be made applicable from the end of every quarter till 48 hours after the declaration of financial results. The gap between clearance of accounts by audit committee and board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.
3. The timing for re-opening of the trading window shall be determined by the compliance officer taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available. The trading window shall also be applicable to any person having contractual or fiduciary relation with the company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the company.

**(e) Pre-clearance & trades :**

1. When the trading window is open, trading by designated persons shall be subject to pre-clearance (**Annexure 3**) by the compliance officer, if the value of the proposed trades (one or series of transactions) is above a minimum threshold limit of Rs. 10,00,000/- in value over any calendar quarter, or such other limits as the board of directors may stipulate. No designated person shall 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.

2. An application may be made in the prescribed Form (**Annexure 1**) to the Compliance officer indicating the estimated number of securities that the Specified Employee intends to deal in, the details as to the depository with which he has a security account, the details as to the securities in such depository mode and such other details as may be required by any rule made by the company in this behalf.
  3. The compliance officer shall confidentially maintain a list as a “restricted list” as may be specified in the SEBI regulations which shall be used as the basis for approving or rejecting applications for pre- clearance of trades.
  4. Prior to approving any trades, the compliance officer shall be entitled to seek undertaking (Annexure 2) to the effect that the applicant for pre-clearance is not in possession of any unpublished price sensitive information. He shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.
  5. Order in respect of securities shall be executed within seven trading days after approval is granted by the Compliance Officer, failing which fresh pre-clearance would be needed for the trades to be executed.
  6. All Specified Persons shall execute their order in respect of securities of the Company within one week after the approval of pre-clearance is given. The Specified Person shall file within 2 (two) days of the execution of the deal, the details of such deal with the Compliance Officer in the prescribed form. In case the transaction is not undertaken, a report to that effect shall be filed. (**Annexure 4**).
  7. A designated person who is permitted to trade shall not execute a contra trade within a period of six months following the prior transaction. Relaxation may be given from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these Regulations. In the event, any such 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 Act.
- (f) **TRADING PLAN:**
1. An Insider shall be entitled to formulate a trading plan for dealing in securities of the Company and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.
  2. Trading Plan shall:
    - (i) not entail commencement of trading on behalf of the Insider earlier than six months from the public disclosure of the plan;
    - (ii) not entail trading for the period between the twentieth day prior to the last day of financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;
    - (iii) entail trading for a period of not less than twelve months;
    - (iv) not entail overlap of any period for which another trading plan is already in existence;
    - (v) set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
    - (vi) not entail trading in securities for market abuse.

- 3.** The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of these Regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per the provisions of the Regulations.
- 4.** The trading plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in securities outside the scope of trading plan.
- 5.** However, the implementation of the trading plan shall not be commenced if any UPSI is in possession of the Insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such cases the Compliance Officer shall confirm that the commencement of the Plan ought to be deferred until such UPSI becomes generally available information. Moreover, the Insider shall also not be allowed to deal in securities of the Company, if the date of trading in securities of the Company, as per approved Trading Plan, coincides with the date of closure of trading window announced by the Compliance Officer.
- 6.** Upon approval of the Trading Plan, the Compliance Officer shall notify the plan to the stock exchanges on which the Securities are listed.

**a. Disclosure Responsibilities & formats:**

**1. Initial Disclosures of holdings:**

<b>By Whom</b>	<b>What to be disclosed</b>	<b>When to be disclosed</b>	<b>Form</b>
Promoter/ Member of the Promoter Group/ Director/ KMP and/or their Immediate Relatives to the Compliance Officer	Holding of securities of the Company as on date of appointment as Director/KMP or becoming Promoter / Member of the Promoter Group	Within seven days of such appointment as Director/KMP or of becoming Promoter / Member of the Promoter Group	Annexure 5

**2. Continual Disclosures of trades:**

<b>By Whom</b>	<b>What to be disclosed</b>	<b>When to be disclosed</b>	<b>Form</b>
Promoter, Member of the Promoter Group, Designated Person or Director And/or their Immediate Relatives to the Compliance Office	Number of such securities acquired or disposed off.	Within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. 10 lakh. NOTE: *disclosure of incremental transactions during a quarter shall also be made when transactions effected after the prior disclosure cross the threshold limits specified above	Annexure 6
Company	Details of above Disclosure	Within two trading days of receipt of disclosure or becoming aware of such disclosure (if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. 10 lakh)	Annexure 6 to stock exchange

**b. Amendments and Modification:**

This Code shall be reviewed from time to time and any amendments or modifications thereto shall be subject to the review and approval of the Board of Directors of the Company.

**ANNEXURE 1**

**SPECIMEN OF APPLICATION FOR PRE-DEALING APPROVAL**

Date:

To,

The Compliance Officer,

**SoftTech Engineers Limited,**

SoftTech Towers, S NO 1/1A/7 8 15 16 17 Plot No. B,C,D, 1-Baner,

Opp. Royal Enfield Showroom, Baner Road, Pune: 411045

Dear Sir/Madam,

**Application for Pre-dealing approval in securities of the Company**

Pursuant to the SEBI (prohibition of Insider Trading) Regulations, 2015 and the Company's **Code of Conduct for Prevention of Insider Trading**, I seek approval to purchase / sale / subscription of \_\_\_\_\_ equity shares of the Company as per details given below:

Sr. No.	Name of the applicant	
1	Designation	
2	Number of securities held as on date	
3	Folio No. / DP ID / Client ID No.)	
4	The proposal is for	(a) Purchase of securities (b) Subscription to securities (c) Sale of securities
5	Proposed date of dealing in securities	
6	Estimated number of securities proposed to be acquired/subscribed/sold	
7	Price at which the transaction is proposed	
8	Current market price (as on date of application)	
9	Whether the proposed transaction will be through stock exchange or off-market deal	
10	Folio No. / DP ID / Client ID No. where the securities will be credited / debited	

I enclose herewith the form of Undertaking signed by me.

Yours faithfully,

(Signature of Employee)

**ANNEXURE 2**

**FORMAT OF UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-CLEARANCE**

**UNDERTAKING**

To,  
**SoftTech Engineers Limited,**  
SoftTech Towers, S NO 1/1A/7 8 15 16 17 Plot No. B,C,D, 1-Baner,  
Opp. Royal Enfield Showroom, Baner Road, Pune: 411045

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 Code of Conduct for prevention of Insider Trading (the Code) 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 Code, 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 Code as notified by the Company from time to time.

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 deal within 7 days of the receipt of approval failing which I shall seek pre-clearance again.

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

Date:

Signature: ×

\* Indicate number of shares

**ANNEXURE 3:- FORMAT FOR PRE-CLEARANCE ORDER**

To,  
Name: \_\_\_\_\_  
Designation: \_\_\_\_\_  
Place: \_\_\_\_\_

This is to inform you that your request for dealing in \_\_\_\_\_ (no's) shares of the Company as mentioned in your application dated \_\_\_\_\_ is approved. Please note that the said transaction must be completed on or before \_\_\_\_\_ (date) that is within 7 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 days from the date of transaction/deal. In case the transaction is not undertaken a 'Nil' report shall be necessary.

Yours faithfully,

**FOR SOFTTECH ENGINEERS LIMITED**

COMPLIANCE OFFICER

Date:

Encl.: Format for submission of details of transaction

**ANNEXURE 4 FORMAT FOR DISCLOSURE OF TRANSACTIONS**

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

To,  
The Compliance Officer,  
**SoftTech Engineers Limited,**  
SoftTech Towers, S NO 1/1A/7 8 15 16 17 Plot No. B,C,D, 1-Baner,  
Opp. Royal Enfield Showroom, Baner Road, Pune: 411045

I hereby inform that

- I have not bought / sold/ subscribed any securities of the Company
- I 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:

1. Broker's contract note.
2. Proof of payment to/from brokers.
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of Delivery instruction slips (applicable in case of sale transaction).

I agree to hold the above securities for a minimum period of six months. In case there is any urgent need to sell these securities within the six months 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 Code and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

Name:

Designation:

**ANNEXURE 5 FORMAT FOR INITIAL DISCLOSURE OF SECURITIES**

SEBI (Prohibition of Insider Trading) Regulations, 2015  
 [Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a  
 director/KMP/Promoter]

To,  
 The Compliance Officer,  
 SoftTech Engineers Limited,  
 SoftTech Towers, S NO 1/1A/7 8 15 16 17 Plot No. B, C, D, 1-Baner,  
 Opp. Royal Enfield Showroom, Baner Road, Pune: 411045

Name of the company: SoftTech Engineers Limited  
 ISIN of the company: INE728Z01015

**Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2)**

Name, PAN, DIN & Address with contact nos.	Category of Person (Promoters/ KMP / Directors/ immediate relative to/others etc.)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter/appointment of Director/KMP		% of Shareholding
			Type of security	Number	

**Details of Open Interest (OI) in derivatives on the securities of the company held on appointment of KMP or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2)**

**Signature:**

**Name:**

**Designation:**

**Date:**

**Place:**

**ANNEXURE 6 DISCLOSURE OF CHANGE IN SHAREHOLDING**

SEBI (Prohibition of Insider Trading) Regulations, 2015  
[Regulation 7 (2) read with Regulation 6(2) – Continual Disclosure]

To,  
The Compliance Officer,  
**SoftTech Engineers Limited,**  
SoftTech Towers, S NO 1/1A/7 8 15 16 17 Plot No. B, C, D, 1-Baner,  
Opp. Royal Enfield Showroom, Baner Road, Pune: 411045

Name of the company: SoftTech Engineers Limited  
ISIN of the company: INE728Z01015

Details of change in holding of Securities of Promoter, Member of the Promoter Group, Designated Person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

<i>Name, PAN, CIN/DIN, &amp; address with contact nos.</i>	<i>Category of Person</i>	<i>Securities held prior to acquisition/disposal</i>		<i>Securities acquired/Disposed</i>				<i>Securities held post acquisition/disposal</i>	
		<i>Type of securities</i>	<i>No. and % of share holding</i>	<i>Type of securities</i>	<i>No.</i>	<i>Value</i>	<i>Transaction Type</i>	<i>Type of securities</i>	<i>No. and % of share holding</i>
<b>1</b>	<b>2</b>	<b>3</b>	<b>4</b>	<b>5</b>	<b>6</b>	<b>7</b>	<b>8</b>	<b>9</b>	<b>10</b>

<i>Date of allotment advice/acquisition of shares/disposal of shares, specify</i>		<i>Date of intimation to company</i>	<i>Mode of acquisition/disposal (on market/public/rights/preferential offer/off market/ Inter-se transfer, ESOPs, etc.)</i>	<i>Exchange on which the trade was executed</i>
<i>From</i>	<i>To</i>			
<b>11</b>	<b>12</b>	<b>13</b>	<b>14</b>	<b>15</b>

**Note:** (i) “Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

(ii) Value of transaction excludes taxes/brokerage/any other charges.

**Details of trading in derivatives on the securities of the company by Promoter, member of the promoter group, designated person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).**

**Signature:**

**Name:**

**Designation:**

**Date:**

**Place:**