



INSPIRISYS SOLUTIONS LIMITED

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

**(PURSUANT TO REGULATION 9 (1) OF
SEBI (PROHIBITION OF INSIDER TRADING)
REGULATIONS, 2015)**

(Effective from 01st April 2019)

Corporate Office:

First Floor, Dowlath Towers,
New Door Nos. 57, 59, 61 & 63,
Taylors Road, Kilpauk,
Chennai - 600 010.

REVISION HISTORY

| Document Name | Section / Regulation No. | Revision No. | Details of Revision | Source of Change | Date of Issue / Change | Modified By |
|---|------------------------------------|--------------|---------------------|--|------------------------|-------------------|
| Code of conduct to Regulate, Monitor and Report Trading by designated persons | Regulation 9(1) of PIT Regulations | 1.0 | New release | SEBI (PIT) Regulations, 2015 | 23/02/2019 | Secretarial dept. |
| Code of conduct to Regulate, Monitor and Report Trading by designated persons | Regulation 9(1) of PIT Regulations | 1.1 | Amended | Disclosure format updated – As per SEBI Circular | 10/02/2021 | Secretarial dept. |
| Code of conduct to Regulate, Monitor and Report Trading by designated persons | Regulation 9(1) of PIT Regulations | 1.2 | Amended | Updated as per SENI Amendment | 07/02/2025 | Secretarial dept. |



1. Introduction

The Code of Conduct ('Code') has been formulated pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 read with Schedule B and has been approved by the Board of Directors of Inspirisys Solutions Limited (the "**Company**") in its meeting held on February 23, 2019. The code will be effective from April 01, 2019.

- 1.1 The Code is applicable to all the Designated Persons and their immediate relatives as defined in this Code.
- 1.2 This code aims to define and establish:
 - (i) Maintenance of confidentiality of Unpublished Price Sensitive Information (UPSI)
 - (ii) Prevention of Insider trading of Securities
 - (iii) Maintain an ethical and transparent process while dealing in the Securities of the Company by the Designated Persons and their immediate relatives.
 - (iv) Adherence to Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("SEBI PIT Regulations, 2015) and amendments from time to time for **designated persons and their immediate relatives** for prevention of Insider Trading.
- 1.3 The Code is adopted in place of the existing "Code of Conduct to Regulate, Monitor and Report Trading by Insider".

2. Objective

To elucidate and inform the **designated persons and their immediate relatives** of the Company that they have the responsibility and duty to preserve the confidentiality of all Unpublished Price Sensitive Information obtained in the course of his or her day-to-day operations and association with the company and trading by them in the securities of the Company shall be in accordance with this Code.

3. Definitions

- (i) **Company** means Inspirisys Solutions Limited.
- (ii) **Compliance Officer**
 - (a) The Company Secretary of the Company shall be the Compliance Officer.
 - (b) In case of any interim vacancy, the CEO/Managing Director (**'MD'**) of the Company shall act as the Compliance officer or such other Senior Officer as mentioned under Regulation 2(1)(c) of SEBI (PIT) Regulations, 2015 as may be duly authorised by the CEO/MD.
- (iii) **Connected Person** means -
 - (a) 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 person, directly or indirectly, access to Unpublished Price Sensitive Information or is reasonably expected to allow such access.



- (b) 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) an immediate relative of connected persons specified in Para (iii)(a); or
 - (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; 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 recognized 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 (10%) of the holding or interest; or
 - (k) a relative of connected person specified in Para (iii)(a); or
 - (l) a firm or its partner or its employee in which a connected person specified in Para (iii)(a) is also a partner; or
 - (m) a person sharing household or residence with a connected person specified in Para (iii)(a);

(iv) Designated Persons

The Board of Directors in consultation with the Compliance Officer shall specify the designated persons on the basis of their role and functions in the organization and the access that such role and function would provide to **Unpublished Price Sensitive Information** in addition to seniority and professional designation which shall include the following:

- (a) Directors and Officers of the Company
- (b) Employees of the Company
- (c) Employees of material subsidiaries of the Company
- (d) All the Promoters of the Company
- (e) Managing Director, Whole Time Director, Chief Executive Officer and employees upto two levels below Chief Executive Officer of the Company and its material subsidiaries
- (f) Any support staff of the Company
- (g) Any full time consultant and such other persons who may be designated and notified by the Compliance Officer from time to time with the approval of the Managing Director.

(v) Director means a member of the Board of Directors of the Company.

(vi) Employee means every employee of the Company including the Directors in the employment of the Company.



- (vii) **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.
- (viii) **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.
- (ix) **Legitimate Purposes** includes sharing of Unpublished Price Sensitive Information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisory, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the SEBI PIT Regulations, 2015.
- (x) **Takeover regulations** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- (xi) **Trading or Trade** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, create encumbrance, deal in any securities, and "trade" shall be construed accordingly.
- (xii) **Insider** means any person who is
 - i) a connected person; or
 - ii) in possession of or having access to Unpublished Price Sensitive Information
- (xiii) **Trading Day** means a day on which the recognized stock exchanges are open for trading. The Company is listed on the National Stock Exchange of India Limited, Mumbai and BSE Limited, Mumbai.
- (xiv) **Unpublished Price Sensitive Information ('UPSII')** 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, delisting, disposals and expansion of business and such other transactions
 - (e) Changes in key managerial personnel

Words and expressions used and not defined in this Code 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), Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 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.



4. Minimum Standards for Code of Conduct

1. Role of Compliance Officer:

- 1.1** The Compliance officer shall subject to the supervision of the Board of Directors, be responsible for the following:
- a. Setting forth policies, procedures, monitoring adherence to the SEBI (PIT) Regulations, 2015 for the preservation of Unpublished Price Sensitive Information, approval and review of trading plans, pre-clearance of Trades and monitoring of Trades and implementation of this Code.
 - b. Assisting all Insiders, Designated Persons and Employees in addressing any clarifications regarding compliance of the SEBI (PIT) Regulations, 2015.
 - c. Obtaining disclosures from Insiders and Designated Persons and to give information, in respect of the disclosures received, to all the stock exchanges where the Securities are listed, as applicable.
 - d. Maintaining and preserving all disclosures/undertakings and applications made under this Code.
 - e. Regulating and monitoring the Trading Window of the Securities of the Company.
 - f. Advising all Designated Persons not to trade in Securities of the Company when the Trading Window is closed and also while in possession of Unpublished Price Sensitive Information.
 - g. Investigating any insider in reaction to the Trading of Securities and handling of Unpublished Price Sensitive Information of the Company.
- 1.2** The Compliance Officer shall report to the Board of Directors and shall provide reports to the Chairman of the Audit Committee or to the Chairman of the board of Directors at least once in a year or as and when required.

2. Communication or Sharing of Unpublished Price Sensitive Information:

- 2.1** Access to Unpublished Price Sensitive Information shall be on a need-to-know basis and no Unpublished Price Sensitive Information shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- 2.2** To prevent the misuse of Unpublished Price Sensitive Information, the Company shall follow the “**Chinese Wall**” procedures and processes for permitting any designated person to “cross the wall” which are as follows:
- a. Physical separation of departments to insulate them from each other
 - b. An educational programme, normally recurring, to emphasize the importance of not improperly or inadvertently divulging confidential information
 - c. Strict and carefully defined procedures for dealing with situations where it is thought that the wall should be crossed, and maintaining of proper records where that occurs



- d. Monitoring by compliance officers of the effectiveness of the Chinese wall and
 - e. Sanctions, disciplinary actions, including wage freeze, suspension, recovery, claw back that may be imposed where there has been a breach of the wall.
3. Designated Persons and immediate relatives of designated persons in the organization shall be governed by this Code governing dealing in securities.

4. Trading Window:

- 4.1 All Designated Persons shall execute Trades in the Securities of the Company only in a valid trading period called Trading Window prescribed hereunder and shall not execute any Trade or deal in any transaction involving the purchase or sale of the Company's Securities in their own name or in the name of their Immediate Relatives during the period when the Trading Window is closed.
- 4.2 The Trading Window shall be closed when the Compliance Officer determines that a Designated Person 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.
- 4.3 The Trading Window shall be closed from the end of every quarter of any financial period for which the financial results are required to be declared and ending 48 hours after the declaration of such results. When the Compliance Officer expect that the Designated Person reasonably be in possession of Unpublished Price Sensitive Information, in that circumstances, the time for commencement of closing of trading window shall be as determined by the Compliance Officer.
- 4.4 The Compliance Officer after taking into account various factors including the Unpublished Price Sensitive Information in question becoming Generally Available Information and being capable of assimilation by the market, shall decide the timing for re-opening of the Trading Window, which however shall not in any event be earlier than 48 hours after the information becoming Generally Available Information.

5. Pre-clearance of Trades:

- 5.1 When the Trading Window is open, trading by Designated Persons shall be subject to pre-clearance by the Compliance Officer, if the proposed trade value exceeds Rs. 50,000/- in a single transaction or series of transaction in a month
- 5.2 No Designated Person of the Company shall apply for pre-clearance of any proposed trade if such Designated Persons is in possession of any UPSI even if the Trading Window is not closed.

5.3 Procedure for pre-clearance of trades:

- 5.3.1** An application cum undertaking in writing or by way of an email communication at sundaramurthy.s@inspirisys.com or pre-clearance of Trade shall be made to the Compliance Officer in the formats as provided in Annexure, indicating the estimated number of Securities that the Designated Person making such application intends to deal in, the details as to the depository with which he/she has a security account and such other details as may be required by the Compliance Officer in this regard.
- 5.3.2** The application for pre-clearance shall be approved by the Compliance Officer. Any rejection of permission shall be communicated to the concerned applicant forthwith.
- 5.3.3** The concerned person, if decides not to trade after securing pre-clearance, the same shall be reported to the Company in writing the reasons for such decisions.
- 5.3.4** The Compliance Officer shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate

5.3.5 Validity of pre-clearance period

Designated Persons and their immediate relatives shall execute their orders in respect of securities of the Company **within seven trading days after the approval of pre-clearance is given**. If the order is not executed within seven trading days after the approval of pre-clearance is given, the concerned person must get fresh pre-clearance of transaction.

6. Holding period of Securities

- 6.1** Designated Persons and their immediate relatives who buy or sell any number of shares of the Company shall not enter into an opposite transaction i.e., sell or buy any number of shares within **six months** following a prior transaction, provided that this shall not be applicable for trades pursuant to exercise of stock options.
- 6.2** In case, the sale of securities is necessitated by personal emergency, the holding period may be waived by the compliance officer after recording in writing his/her reasons in this regard provided that such relaxation does not violate the SEBI (PIT) Regulations, 2015.
- 6.3** In case a contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the SEBI for credit to the Investor Protection and Education Fund administered by the SEBI under the Act.



7. Contravention of Code of Conduct

- 7.1 Designated persons and their immediate relatives, who trades in securities or communicates any information for trading in securities in contravention of the code of conduct may be penalized and appropriate action may be taken by the company. The action can be like sanctions and disciplinary actions, **including wage freeze, suspension, recovery, claw back, ineligibility for future participation in employee stock option plans, etc.**
- 7.2 If it is observed by the Company that there has been a Violation of SEBI (Prohibition of Insider Trading) Regulations, 2015, the Compliance Officer shall inform SEBI promptly about the contravention.
- 7.3 The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.

8. Disclosure of details by Designated Persons:

The 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 in the format provided in the Annexure.

- (i) immediate relatives
- (ii) persons with whom such designated persons shares a **“material financial relationship”**
- (iii) 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 to be disclosed on a one time basis as per Annexure.

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 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. The Company shall have a process for how and when people are brought ‘inside’ on sensitive transactions including but not limited to execution of non-disclosure agreement. Individuals shall be made aware of the duties and responsibilities attached to the receipt of Inside Information, and the liability that attaches to misuse or unwarranted use of such information.

10. Trading Plan

10.1 An insider shall be entitled to formulate a trading plan for trading 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.

10.2 Trading Plan shall:

- (i) not entail commencement of trading on behalf of the insider earlier than one hundred and twenty calendar days from the public disclosure of the plan
- (ii) not entail overlap of any period for which another trading plan is already in existence.
- (iii) set out either the value of trades to be effected:
 - either the value of trade to be effected or the number of securities to be traded;
 - nature of trade;
 - either specific date or time period not exceeding five consecutive trading days;
 - price limit, that is an upper price limit for a buy trade and a lower price limit for a sell trade, subject to the range as specified below:
 - a) for a buy trade: the upper price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent higher than such closing price;
 - b) for a sell trade: the lower price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent lower than such closing price.
- (iv) not entail trading in securities for market abuse

10.3 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.

10.4 Pre-clearance of trades shall not be required for a trade executed as per an approved trading plan and the trading window norms shall not be applicable for trades carried out in accordance with an approved trading plan.

10.5 The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either execute any trade in the securities outside the scope of the trading plan or to deviate from it except due to permanent incapacity or bankruptcy or operation of law.

10.6 However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any Unpublished Price Sensitive Information and the said information has not become generally available at the time of the commencement of implementation and the insider shall execute the trade only if the execution price of the security is within such limit. If the price of the security is outside the price limit set by the insider, the trade



shall not be executed.

10.7 the Compliance Officer shall approve or reject the trading plan within two trading days of receipt of the trading plan and notify the approval plan to the stock exchanges on which the securities are listed, on the day of approval.

11. Reporting Requirements for transactions in securities

All designated persons and their immediate relatives of the Company shall be required to forward following details in Prescribed Forms as applicable, of the Company's securities to the Compliance Officer:

- a) Every promoter / Member of Group, Key Managerial Personnel / Director / Officers / Designated Persons and his immediate relatives of the Company, within thirty days of these regulations taking effect, shall forward to the Permanent Account Number, Phone number and such other details required by the Compliance Officer in **Form I**.
- b) Every person on appointment as a key managerial personnel or a director or designated person of the Company or upon becoming a promoter and member of the promoter group shall disclose his holding of securities of the Company as on the date of appointment or becoming a promoter, member of promoter group to the Company within seven days of such appointment or becoming a promoter or member of promoter group in **Form B**.
- c) Every promoter, member of the promoter group, designated persons and director of the Company shall disclose to the Company the number of such securities acquired or disposed of **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. Ten Lakhs**.

The disclosure shall be in **Form C** and made within **2 working days of:**

- (i) The receipt of intimation of allotment of shares, or
 - (ii) The acquisition or sale of shares or voting rights, as the case may be.
- d) Within 2 days of the receipt of intimation under Clause (c), the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed, the information received.
 - e) When the transaction is an **off-market inter-se transfer** between insiders who were in possession of the same Unpublished Price Sensitive Information without being in breach of Regulation 3 of SEBI (PIT) Regulations, 2015 and both parties had made a conscious and informed trade decision, such off-market trades shall be reported by the insiders to the Company in **Form C** within two working days. The Company shall notify the particulars of such trades to the **Stock Exchange** on which the securities are listed within two trading days from receipt of the disclosure or from becoming aware of such information.



f) **Disclosure by Other Connected Persons:**

Any other connected person who may access the Unpublished Price Sensitive Information (like Management Consultant, Advisors, Contractors etc.), the Company at its discretion shall ask the disclosure in **Form D** of his trades to the Company.

- g) The Compliance officer shall maintain records of all the declarations in the appropriate form given by the Directors / Officers / Designated employees for a minimum period of five years.

12. Inquiry:

- a) In case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information, investigation on the same shall be conducted as per the Investigation clause of Whistle Blower Policy of the Company.
- b) Such inquiry/investigation shall be promptly informed to Securities Exchange Board of India of such leaks, inquiries and results of such inquiries.

13. General:

The provisions of this Code shall continue to be applicable to all the Designated Persons for a period of six months from the date of cessation of employment or termination of such other engagement with the Company.

A copy of the regulation is available from the compliance officer. Designated Persons are advised to acquaint themselves with their obligations under the regulations.



ANNEXURE

APPLICATION FOR ANNUAL TRADING PLAN

Date:.....

To

The Compliance Officer,
Inspirisys Solutions Limited
Chennai - 600 010

- 1. Name of the Applicant:..... PAN:.....
- 2. Number of Securities held in the Company as on date:.....
- 3. Approval sought for:Self [] Immediate Relative (IR) []
- 4. Trading plan belongs for a period ofmonths i.e. for a period commencing fromand ending on.....
- 5. Details of the proposed trade:

| S.No. | Nature of Transaction (Sale/Purchase) | Date of Transaction /Period / interval for transaction | Value of trade / No. of Securities transacted | Conditions / Remarks |
|-------|---------------------------------------|--|---|----------------------|
| | | | | |
| | | | | |

Undertaking:

- (i) I will not commence trading earlier than six months from the public disclosure of the plan
- (ii) I do not have overlapping trading plan for the same period.
- (iii) In the event that I am in possession / knowledge of any information that is construed as “Unpublished Price Sensitive Information” as defined in the Policy, at the time of formulation and approval of this plan but which is not made public at the time of trading as per the approved time schedule in the said plan, 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;
- (iv) I have not contravened the provisions of the Insider Trading Policy as notified by the Company from time to time;



- (v) I have made full and true disclosure in the matter.
- (vi) I undertake to abide by this trading plan once approved and shall furnish such declarations disclosures as may be deemed necessary by compliance officer for the monitoring of this plan.
- (vii) I shall not use this trading plan as a tool for market abuse.

Date:

Signature of Designated Employee

For use of Compliance Officer:

| Date of Application Received | Date of Approval | Approval No. | Compliance Officer's Remarks |
|-------------------------------------|-------------------------|---------------------|-------------------------------------|
| | | | |

Approval granted for Trading Plan for a period of months commencing from

Notification to Stock Exchange

Compliance Officer

(Note: Please provide all the information. Incomplete forms will not be accepted)



INSPIRISYS SOLUTIONS LIMITED

Disclosure by Designated Person pursuant to Regulation 8 & 11 of Code of Conduct read with Schedule B of SEBI (Prohibition of Insider Trading Regulations) 2015

To

The Compliance Officer
Inspirisys Solutions Limited
Chennai - 600010

Name :

Director Identification No :

Permanent Account Number :

DP ID / Client ID :

Phone & Mobile Number :

Name of educational Institution
From where I graduated :

List of Past employers :

Immediate relatives :

| <i>SI No.</i> | <i>Relation</i> | <i>Permanent Account Number</i> | <i>Phone & Mobile Number</i> |
|---------------|-----------------|---------------------------------|----------------------------------|
| | | | |
| | | | |
| | | | |
| | | | |
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Note: *“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

Any other person with whom I share a material financial relationship

| SI No. | Relation | Permanent Account Number | Phone & Mobile Number |
|--------|----------|--------------------------|-----------------------|
| | | | |
| | | | |
| | | | |
| | | | |

Note: 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 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

I declare that above details are true, correct and complete in all respect Signature:

Name :

Designation:

Date:

Place:



ANNEXURE

FORMAT OF APPLICATION FOR OBTAINING PRE-CLEARANCE APPROVAL

To

The Compliance Officer,
Inspirisys Solutions Limited
Chennai - 600010

Dear Sir,

I / We, Directors, Promoters, Members of Promoter Group, Key Managerial Personnel and Designated Person/s of Inspirisys Solutions Limited (ISL) intend to carry out transaction(s) in Securities of ISL as per the details given in the annexure.

In this connection I solemnly confirm and declare:

- (i) THAT I do not have access to nor do I have any information that could be construed as Unpublished Price Sensitive Information as defined in the Code up to the time of signing this undertaking;
- (ii) THAT in case I have access to receive Unpublished Price Sensitive Information after the signing of the undertaking but before the execution of the transaction, I shall inform the Compliance Officer of any change in such position and that I shall completely refrain from dealing in the Securities of the Company till the time such information becomes public;
- (iii) THAT I have not contravened the "Code of Conduct to Regulate, Monitor and Report Trading by Insiders" for prevention of insider trading as notified by the Company from time to time;
- (iv) THAT I shall hold the Securities for a minimum period of 6 (six) months from the date of trade / that I have complied with the requirement of minimum holding period of six (6) months with respect to the securities sold (applicable only in respect of sale transaction).
- (v) THAT I shall submit the necessary report within two days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.
- (vi) If approval is granted, I shall execute the trade within seven days of the receipt of approval failing which I shall seek pre-clearance afresh.

I hereby solemnly declare that I have made full and true disclosure in this regard to the best of my knowledge and belief.

Pre-clearance may kindly be accorded in terms of the requirement of the 'Code of Conduct to Regulate, Monitor and Report Trading by Insiders', of the Company.

Yours faithfully,

Signature:

Date:

Name of the Designated Person

Place:



ANNEXURE

**FORMAT FOR DISCLOSURE OF TRANSACTIONS EXECUTED / NOT EXECUTED
AFTER OBTAINING PRE-CLEARANCE**

Date:.....

To

The Compliance Officer, Inspirisys
Solutions Limited
Chennai – 600 010

With reference to trading approval granted by the Company to me on.....,
I hereby inform that I have bought / sold / subscribed for equity shares of the
Company for Rs..... on

In connection with the aforesaid transaction, please find enclosed copy of the following for your records:

Broker's contract note / Proof of payment to / from brokers / Extract of bank passbook / statements (in case of demat transaction) / Copy of Delivery instruction slips (applicable in case of sale transactions)

I hereby undertake to preserve the original copy of the above mentioned document for a period of 5 years and produce to the Compliance Officer / Securities Exchange Board of India, if required in future.

Yours truly,

Name & Signature:

Date:

Designation :

Place:

(Note: After pre-clearance, if the Designated Person opts not to trade in securities should enclose the reasons for taking such decision along with this form.)



ANNEXURE

APPLICATION FOR WAIVER OF MINIMUM HOLDING PERIOD

Date:.....

To

The Compliance Officer,
Inspirisys Solutions Limited
Chennai - 600010

Dear Sir,

1. Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 and Code of Conduct of the Company to Regulate, Monitor and Report Trading by Insiders, I..... (name and designation of the Designated Person) had (provide the details of purchase / sale / subscribe for shares as the case may be) (number of securities) of the Company on.....after obtaining pre-clearance on
2. The details of transaction executed were submitted on (date) in the prescribed format. I seek your approval to waive off the time restrictions and permit to execute a contra-trade for(number of securities) of the Company due to(valid reason(s) for executing contra trade).
3. I declare that I am not in possession of any Unpublished Price Sensitive Information (as defined under the Code of Conduct of the Company to Regulate, Monitor and Report Trading by Insiders) up to the date of this application.
4. I further declare that in case I have access to any Unpublished Price Sensitive Information after the signing of this application and before executing a contra- trade (if permitted),

I shall:

- i) Promptly inform the Compliance Officer
- ii) Refrain from trading in securities of the

Company. Yours truly,

Name & Signature :

Designation :

Date:

Place:

Enclosed:

- i) Copy of pre-clearance approval
- ii) Copy of execution of previous trade



Form

**INSPIRISYS SOLUTIONS LIMITED
DISCLOSURE UNDER SEBI (PROHIBITION OF INSIDER TRADING)
REGULATIONS, 2015**

**Dealings & Holdings in Securities of ISL by Directors
/ KMP's/ Designated Employees/ Connected Persons**

To: **The Compliance Officer**
Inspirisys Solutions Limited

Date: April __ 2019

**I. Details of dealings & Holdings by Directors / KMP's/ Designated Persons/Employees/
Connected Persons in his own name (Whether singly or jointly)**

| Sl. No. | No.& Description of Securities Transacted | | | Date of Transaction | Date of Approval (if applicable) | Securities held as on Mar 31, 2019 | Folio No. / DPID / Client ID |
|---------|---|------|------------------|---------------------|----------------------------------|------------------------------------|------------------------------|
| | Purchase | Sale | Others (Specify) | | | | |
| | | | | | | | |
| | | | | | | | |

II. Details of dealings & holdings by immediate relative(s) (Whether singly or jointly)

| Name of Person & Relation | No.& Description of Securities Transacted | | | Date of Transaction | Date of Approval(if applicable) | Securities held as on Mar 31, 2019 | Folio No. / DP ID / Client ID |
|---------------------------|---|------|------------------|---------------------|---------------------------------|------------------------------------|-------------------------------|
| | Purchase | Sale | Others (Specify) | | | | |
| | | | | | | | |
| | | | | | | | |

I declare that I have complied with the requirement the minimum holding period of six months in respect of the Securities sold.

I declare that I have not violated the provisions of the Regulations and/or the Code. I declare that above details are true, correct and complete in all respect.

Signature:

Name :

Designation:

(Remarks: Please sign and return even if you have nothing to declare)



FORM A

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7(1)(a) read with Regulation 6(2)]**

Name of the Company: **Inspirisys Solutions Limited**

ISIN of the Company:

Details of securities held by the Promoter, Member of Promoter Group, Upon becoming the Designated Persons, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

| Name, PAN No, CIN / DIN & address with contact nos. | Category of person (Promoters / Members of Promoter Group / upon becoming the Designated persons/ KMP / Directors / immediate relatives / Others etc) | Securities held as on the date of regulation coming into force | | % of shareholding | Open interest of the Future contracts held as on the date of regulation coming into force | | Open interest of the option contracts held as on the date of regulation coming into force | |
|---|---|--|-----|-------------------|---|-------------------------------|---|-------------------------------|
| | | Type of security (shares, warrants, Convertible Debentures etc.) | No. | | Number of units (contracts* lot size) | Notional value in rupee terms | Number of units (contracts* lot size) | Notional value in rupee terms |
| 1 | 2 | 3 | 4 | 5 | 6 | | 7 | |
| | | | | | | | | |
| | | | | | | | | |

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

2015. Signature:

Date:

Designation:

Place:



FORM B

**SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on
becoming a Key Managerial Personnel/Director/Promoter/Member
of promoter group] the**

Name of the company:

ISIN of the company:

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, CIN/DIN & Address with contact nos. | Category of Person (KMP / Director or Promoter or member of the promoter group/ Immediate relative to/others, etc.) | Date of appointment of KMP / Director / Date of becoming Promoter / member of the promoter group | Securities held at the time of appointment of KMP / Director or upon becoming Promoter or member of the Promoter group | | % of Shareholding |
|--|---|--|--|-----|-------------------|
| | | | Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements, etc.) | No. | |
| 1 | 2 | 3 | 4 | 5 | 6 |

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



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).

| Open Interest of the Future contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group | | | Open Interest of the Option Contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group | | |
|--|--|-------------------------------|--|--|-------------------------------|
| Contract specifications | Number of units (contracts * lot size) | Notional value in Rupee terms | Contract specifications | Number of units (contracts * lot size) | Notional value in Rupee terms |
| 7 | 8 | 9 | 10 | 11 | 12 |

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options

Name &
Signature:
Designation:
Date:
Place:



FORM C

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

Name of the company: _____

ISIN of the company: _____

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).

| Name, PAN, CIN/DIN, & address with contact nos. | Category of Person (Promoter/ member of the promoter group/ designated person/ Director s/immediate relative to/others etc.) | Securities held prior to acquisition/ disposal | | Securities acquired/Disposed | | | | Securities held post acquisition/ disposal | | Date of allotment advice/ acquisition of shares/ disposal of shares, specify | | Date of intimation to company | Mode of acquisition /disposal (on market/ public/ rights/ preferential offer/ off market/ Inter-se transfer, ESOPs, etc.) | Exchange on which the trade was executed |
|---|---|---|----------------------------|---|-----|-------|---|--|---------------------------|--|----|-------------------------------|---|--|
| | | Type of securities (For eg.- Shares Warrant s, Convertible Debentures, Rights entitlement s etc.) | No. and % of share holding | Type of securities (For eg. - Shares, Warrants, Convertible Debentures, Rights entitlements etc.) | No. | Value | Transaction Type (Purchase/sale Pledge / Revocation / Invocation/ Others- please specify) | Type of securities (For eg. - Shares, Warrant s, Convertible Debentures, Rights entitlements etc.) | No. and % of shareholding | From | To | | | |
| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | 11 | 12 | 13 | 14 | 15 |
| | | | | | | | | | | | | | | |

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

Name &
 Signature:
 Designation:
 Date:
 Place:



FORM D
(Indicative format)

SEBI (Prohibition of Insider Trading) Regulations, 2015 Regulation 7(3) – Transactions by Other connected persons as identified by the company

Details of trading in securities by other connected persons as identified by the company

| Name, PAN, CIN/DIN, & address with contact nos. of other connected persons identified by the company | Category of Person (Promoter/ member of the promoter group/ designated person/ Director s/immediate relative to/others etc.) | Securities held prior to acquisition/ disposal | | Securities acquired/Disposed | | | | Securities held post acquisition/ disposal | | Date of allotment advice/ acquisition of shares/ disposal of shares, specify | | Date of intimation to company | Mode of acquisition /disposal (on market/ public/ rights/ preferential offer/ off market/ Inter-se transfer, ESOPs, etc.) | Exchange on which the trade was executed |
|--|---|---|----------------------------|---|-----|-------|--|--|---------------------------|--|----|-------------------------------|---|--|
| | | Type of securities (For eg.- Shares Warrant s, Convertible Debentures, Rights entitlement s etc.) | No. and % of share holding | Type of securities (For eg. - Shares, Warrants, Convertible Debentures, Rights entitlements etc.) | No. | Value | Transaction Type (Purchase/s ale Pledge / Revocation / Invocation/ Others- please specify) | Type of securities (For eg. - Shares, Warrant s, Convertible Debentures, Rights entitlements etc.) | No. and % of shareholding | From | To | | | |
| 1 | 2 | 3 | 4 | 5 | 6 | 7 | 8 | 9 | 10 | 11 | 12 | 13 | 14 | 15 |
| | | | | | | | | | | | | | | |

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

Name:

Signature:

Place: