



MELSTARR

Codes of Fair Disclosure and Conduct Policy

1. Preamble & Applicability:

Regulation 8 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time), requires all listed companies to formulate a code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive information (Fair Disclosure Code). Accordingly, the Board of Directors of Melstar Information Technologies Limited has formulated this Fair Disclosure Code. This following intends to formulate the policy for fair disclosure of UPSI and the Board of Directors shall adhere to it in letter and in spirit.

This Policy is approved by the Board in their meeting held on July 24, 2024 and it shall be applicable to all the employees and Directors of the Company.

2. Definitions:

In this Code, unless the context otherwise requires;

- A. "Board" means the board of directors of the Company or any committee constituted by the Board for the purpose of this Code
- B. "Code" means this 3i Infotech Code of Practices and Procedures for Fair Disclosure, as modified from time to time.
- C. "Chief Investor Relations Officer" or "CIRO" shall mean the [Chief Executive Officer] of the Company who will act as such for the purpose of this Code.
- D. "Company" means 3i Infotech Limited.
- E. "Director" means a director of the Company.
- F. "Designated Persons" shall have the meaning ascribed to it under the 3i Infotech Code of Conduct for Prevention of Insider Trading by Designated Persons.
- G. "Generally Available Information" means information that is accessible to the public on a non discriminatory basis (and the term 'generally available' shall be construed accordingly).
- H. "Key Managerial Personnel" shall have meaning as prescribed in Section 2 (51) of the Companies Act, 2013 and as amended from time to time.

Melstar Information Technologies Limited

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- I. "Legitimate Purpose" shall include sharing of unpublished price sensitive information in the ordinary course of business or otherwise in furtherance of such business activities as approved by the Board, by Designated Persons with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, 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 PIT Regulations. Further, subject to the restriction set forth above and under the PIT Regulations, the CIRO may from time to time amend the definition of 'Legitimate Purpose' to include sharing of certain types of information or such events or situations where disclosure of UPSI may be considered to be in furtherance of legitimate purpose.
- J. "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.
- K. "Insider" shall have the meaning ascribed to it under the 3i Infotech Code of Conduct for Prevention of Insider Trading by Designated Persons.
- L. "Unpublished Price Sensitive Information" means any information, which relates directly or indirectly to the Company and its Securities, that is not Generally Available which upon becoming available, is likely to materially affect the price of Securities of the Company and shall, ordinarily including but not restricted to, information relating to the following:
- i. periodical financial results;
 - ii. intended declaration of dividends (both interim and final);
 - 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 (KMP); and

Subject to the above the Board or any person authorized by the Board may identify and categorize such types of information as the may deem fit as UPSI having regard to the business of the Company.

- M. "Promoter" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.

- N. “Promoter Group” shall have the same meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.
- O. “PIT Regulations” means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.
- P. “SEBI” means the Securities and Exchange Board of India.
- Q. “Securities” shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund and includes Securities of the Company.

All terms used in this Code but if not defined herein shall have the meanings ascribed to them under the 3i Infotech Code of Conduct for Prevention of Insider Trading by Designated Persons and the PIT Regulations, or the Companies Act, 2013 (if not defined under the PIT Regulations).

3. Principles of fair Disclosure and Conduct

1. Prompt public disclosure of UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
2. Uniform and universal dissemination of UPSI information to avoid selective disclosure.
3. Unless otherwise resolved by the Board, the Compliance Officer shall act as the chief investor relations officer to deal with dissemination of information and disclosure of UPSI.
4. Prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. Appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.
6. Ensuring that information shared with analysts and research personnel is not UPSI.
7. Developing 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.
8. Handling of all UPSI on a need-to-know basis.

4. Policy for determination of 'legitimate purpose'

1. In terms of the SEBI Regulations, the term “legitimate purpose” is clarified to include sharing of UPSI in the ordinary course of business by an insider with Company’s partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing of UPSI has not been carried out to evade or circumvent the prohibitions of the SEBI Regulations.
2. The SEBI Regulations require the Board to formulate a policy for determination of ‘legitimate purpose’, in line with the guidance provided in the SEBI Regulations. The assessment of whether sharing of UPSI for a particular instance would tantamount to ‘legitimate purpose’ would entirely depend on the specific facts and circumstances of each case. Accordingly, this Policy only sets out the principles that should be considered while assessing if the purpose for which UPSI is proposed to be shared is “legitimate”.
3. Primarily, the following factors should be considered:
 - i. whether sharing of such information is in the ordinary course of business of the Company;
 - ii. whether information is sought to be shared to evade or circumvent the prohibitions of the Regulations;
 - iii. whether sharing the information is in the best interests of the Company or in furtherance of a genuine commercial purpose;
 - iv. whether the information is required to be shared for enabling the Company to discharge its legal obligations; and
 - v. whether the nature of information being shared is commensurate to the purpose for which access is sought to be provided to the recipient.
4. It is clarified that in the event there exist multiple purposes for sharing UPSI, each purpose will be evaluated on its own merits, in line with the aforementioned principles.
5. The recipient of UPSI shall be informed of the following, by way of written intimation and/ or contractual agreement, such as, confidentiality agreement or non – disclosure agreement, that:
 - a) the information being shared is UPSI and that the Company is the exclusive owner of such UPSI;
 - b) upon receipt of UPSI, the recipient would be deemed to be an Insider and a Designated Person under the Code, and subject to the provisions of the SEBI Regulations and the Code,

- c) the recipient must maintain confidentiality of the UPSI at all times,
- d) the recipient may use the UPSI only for the approved purposes for which it was disclosed;
- e) the recipient should provide a written undertaking that he/she/it shall not undertake Trades in the securities of the Company while in possession of the UPSI;
- f) the recipient must extend all cooperation to the Company, as may be required in this regard, and
- g) the recipient must also adopt a code of conduct in terms of Regulation 9 of the SEBI Regulations, to inter alia ensure that it safeguards the UPSI in line with the SEBI Regulations.

In view of the above, the Board noted that information is shared by the Company, from time to time, in the ordinary course of its business activities with its promoters, advisers and service providers, viz., auditors, merchant bankers and legal advisers/consultants of the Company, in line with the aforementioned principles.

6. The Board, or any person authorized by the Board in this regard, shall be responsible for maintaining structured digital databases, in compliance with the SEBI Regulations, comprising necessary details and in the manner that may be prescribed by the Board or SEBI. In this regard, adequate systems and controls shall be put in place to ensure compliance with the SEBI Regulations towards sharing of UPSI for legitimate purposes.

6. Review:

This Code will be reviewed by the Board and may be amended from time to time in line with any amendments made to the PIT Regulations, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and such other guidelines or regulations issued by SEBI.
