

NIIT Limited

POLICY FOR PROCEDURE OF INQUIRY IN CASE OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION (“UPSİ”)

Background

The SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 (“the Regulations”) mandates every listed company to formulate a written **policy and procedures for inquiry in case of leak or suspected leak of unpublished price sensitive information**.

The Board of Directors of NIIT Limited (“**Company**”) has adopted this Policy in its meeting held on March 29, 2019, based on the recommendations of Audit Committee, effective from April 1, 2019. Thereafter this Policy was amended on May 24, 2023 to align with amended Regulations.

This Policy comes into effect w.e.f. May 24, 2023.

I. Objective

The objective of the policy is to establish a process for inquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information and inform the SEBI promptly of such leaks, inquiries and results of such inquiries.

II. Definitions:

- (i) “**Act**” means the Securities and Exchange Board of India Act, 1992.
- (ii) “**Board**” means the Board of Directors of the Company.
- (iii) “**Code**” shall mean the NIIT policy and procedures for inquiry in case of leak or suspected leak of unpublished price sensitive information as amended from time to time.
- (iv) “**Company or NIIT**” means NIIT Limited.
- (v) “**CIRO**” shall mean Chief Investor Relation Officer as may be appointed by the Board
- (vi) “**Compliance Officer**” means company secretary or such other senior officer, designated so , who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations designated so and reporting to the Board 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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades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 the Company.

“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.”

(vii) “Leak of UPSI” shall mean communication of information which is / shall be UPSI by any Insider (other than sharing of UPSI on need to know basis) or any other known or unknown person to any person other than a person(s) authorized by the Board/ MD/CEO/CFO/CIRO/Compliance Officer of the Company under Code of Conduct to Regulate, Monitor and Report Trading by the Designated Persons of the Company.

(viii) “Un-published Price Sensitive Information (“UPSI”) shall mean 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 include 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.

III. Report of actual or suspected leak of UPSI to Stock Exchanges and SEBI:

The Compliance Officer shall forward the instance(s) of actual or suspected leak of UPSI, upon becoming aware or upon a complaint from any Person/Insider, to the Ethics Committee under the Whistle Blower Policy of the Company.

Any Insider may also raise his concern under the Whistle Blower Policy of the Company.

The Ethics Committee will communicate its findings and recommendations for disciplinary action and other correctives actions, if any, to the Chairperson of the Audit Committee. Chairperson of the Audit Committee may call meeting of Audit Committee, if required. The decision of the chairperson of Audit Committee based on recommendation of the Ethics Committee, shall be final for all practical purposes.

The disciplinary action (s) amongst others, may also include wage freeze, suspension, recovery, claw back, termination etc., as may be decided by the chairperson of Audit Committee.

The Compliance Officer shall ensure that a report on such actual or suspect leak of UPSI, inquiry thereon and results thereof shall be promptly informed to Stock Exchanges and SEBI in the format as set out in “**Annexure A and Annexure B**” to this Policy.

IV. Amendment

This Policy can be changed, modified, replaced/substituted or cancelled at any time by the Board of Directors of the Company in compliance with applicable laws, rules & regulations.

In any circumstance where the terms of this Policy differ from any law, rule, regulation etc. for the time being in force, the law, rule, regulation etc. shall take precedence over this Policy.

Annexure A

Format for Intimation of Actual or Suspected leak of UPSI to the Stock Exchanges Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

To,
BSE Limited
P. J. Towers, Dalal Street, Fort
Mumbai – 400 001.

To,
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai-400 051.

Ref.: BSE Scrip Code No. "500304"

Ref: "NIITLTD"

Dear Sir / Madam,

Sub: Intimation of actual or suspected leak of UPSI pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, we are reporting actual or suspected leak of Unpublished Price Sensitive Information (UPSI) of the Company, as follows;

Name of Offender, if known.	
Name of Organization.	
Designation (Employee, Insider, Designated Person or any other)	
Nature of Information	
Whether any action initiated by the Company.	Yes/No
If yes, narration of the same	
Any other information.	

Request you to take the aforementioned on your records. Thanking you,

Yours faithfully,

For NIIT Limited

Compliance Officer

Annexure B
Format for Reporting Actual or Suspected leak of UPSI to the SEBI
Pursuant to Regulation 9A (5) of SEBI (Prohibition of Insider Trading) Regulation, 2015

To,
Securities and Exchange Board of India
Plot No. C 4-A, G Block,
Near Bank of India, Bandra Kurla Complex, Bandra East, Mumbai – 400 051, Maharashtra

Ref.: BSE Scrip Code No. "500304"

Ref: "NIITLTD"

Dear Sir / Madam,

Sub: Report of actual or suspected leak of UPSI pursuant to regulation 9A (5) of SEBI (Prohibition of Insider Trading) Regulation, 2015.

Pursuant to Regulation 9A (5) of SEBI (Prohibition of Insider Trading) Regulation, 2015, we are reporting actual or suspected leak of Unpublished Price Sensitive Information (UPSI) of the Company, as follows;

Name of Offender, if known.	
Name of Organization.	
Designation (Employee, Insider, Designated Person or any other)	
Nature of Information	
Whether any action initiated by the Company.	Yes/No
If yes, narration of the same	
Any other information.	

Request you to take the aforementioned on your records. Thanking you,

Yours faithfully,

For NIIT Limited

Compliance Officer