

**Principles on Disclosure of  
Material Information and Price Sensitive Information  
Information Technology Consultants Ltd.**



**OBJECTIVE**

These Principles are to provide an overarching governance framework for the determination of materiality and price sensitive information in accordance with the Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules, 2022, and to ensure that all investors have equal access to material information that may affect their investment decisions and that such information is adequately disseminated in a fair and timely manner.

In spite of the objectives outlined above, the plan of action also includes the following:

- Assuring that the information given by the company is correct, up to date, and delivered on time frame.
- Ascertaining that the company's documents and public statements are correct and don't contain any misrepresentation.
- Making sure that the Company meets its disclosure requirements as a publicly traded company, as set out by the Listing Regulations, different securities laws, and any other laws that apply.
- Protecting the confidentiality of material/price-sensitive information within the context of the Company's disclosure.
- Setting up an opportunity for the stakeholders to know that the information the company provides them is true and accurate

**DEFINITIONS**

All words/terms in these principles shall have the same meaning as assigned to them under the Bangladesh Securities and Exchange Commission (Prohibition of Insider Trading) Rules, 2022 ("the BSEC PIT Rules 2022").

**GUIDELINES FOR THE DETERMINATION OF MATERIALITY**

An event or piece of information is considered important if it has the potential to affect the regular price or value of the Company's securities. When the price or value of the Company's securities is anticipated to be influenced in the regular course due to the revelation of an event or information, such event or information is referred to as "Material."

Therefore, the following guidelines and principles shall be considered when determining the materiality of an event/information for disclosure:

**i. Determination of Material Information/Event:**

The Company will consider information and events to be material defined in the "Schedule-Ka" under Rule No. 3(2) of the BSEC PIT Rules 2022.

**ii. Procedure for Dissemination/Disclose of Material Information/Event:**

The Company shall publish the relevant material information on its website in accordance with the policy set out in Sub-Rule 2 of Schedule A and among the relevant information which is deemed to be Price Sensitive Information under Sub-Rule 1 shall be disclosed in accordance with Sub-Rule 6.

**iii. Archiving of Material Information:**

The Company shall make available on its official website all published material information and events dating back more than 3 (three) years according to requirements by Rule No. 3(4) of the BSEC PIT Rules 2022.

## **GUIDELINES FOR THE DETERMINATION OF PRICE SENSITIVE INFORMATION**

The Company endeavors to preserve confidentiality and prevent the misuse of un-disclosed price-sensitive information. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all the applicable laws and regulations.

Every director, officer, and employee of the Company has a duty to safeguard the confidentiality of all such information that he/she obtains in the course of the performance of official duties. Directors, Officers and Designated Person (CFO, CS, HIAC) of the Company should not use their position to gain personal benefit and shall follow the guidelines depicted hereunder:

**i. Determination of Price Sensitive Information:**

The Company will consider all information as described under Rule 3 of the BSEC PIT Rules 2022 to be Price Sensitive Information.

**ii. Procedure for Dissemination/Disclose of Price Sensitive Information:**

The Company shall abide by the rules outlined in Rule 6 of the BSEC PIT Rules 2022 for the disclosure and distribution of price-sensitive information.

**iii. Prohibition on Dissemination/Disclosure of Price Sensitive Information:**

The Company will follow the prohibition(s) on dissemination/disclosure of Price Sensitive Information as prescribed under Rule 4 of the BSEC PIT Rules 2022.

**iv. Archiving of Price Sensitive Information:**

The Company shall make available on its official website all published material information and events dating back more than 3 (three) years according to requirements by Rule No. 3(4) of the BSEC PIT Rules 2022.

## **TRADING PERIOD RESTRICTION**

In accordance with Section 12 of the Securities and Exchange Ordinance of 1969, no Sponsor, Director, Employee, Auditor, person engaged in audit work, advisor, legal counsel, or beneficial owner of securities shall purchase, sell, or otherwise receive or dispose of any securities of the Company between May 1 of each fiscal year and the approval of annual financials by the Board of Directors.

## **AUTHORIZED PERSONS TO DISSEMINATION/DISCLOSE INFORMATION:**

In order to ensure the accuracy and consistency of the Company's disclosures to relevant stakeholders, the Chairman of the Board, the Chairman of the Audit Committee, the CEO & Managing Director and the Company Secretary shall be responsible for communications on behalf of the Company;

CEO & Managing Director may, from time to time, designate others to speak on behalf of the Company and respond to specific inquiries from the investment community or media.

Employees who are not authorized as spokespersons are not to respond to inquiries from the investment community or media unless specifically asked to do so by an Authorized Spokesperson and as such all queries must be immediately forwarded to the Company Secretary.

## **REVIEW AND AMENDMENTS**

The Board of Directors may review and approve revisions whenever they deem it necessary and may delegate authority to Management to resolve any questions or issues that may arise in the course of putting the Principles into practice.

## **DISCLOSURES**

A copy of these principles duly approved and every amendment thereto shall promptly be published on company's official website.