

Ref. No. - SIL/CO/SE/2019-20/13

May 28, 2019

To
Listing Department,
Metropolitan Stock Exchange of India Limited,
Vibgyor Towers, 4th Floor, Plot No. C 62,
G - Block, Opp. Trident Hotel,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 098

Symbol: SKYWEB

Sub: Intimation of Outcome of Board Meeting held today 28th May, 2019

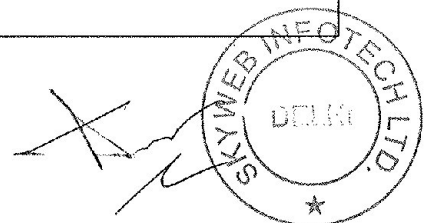
Dear Sir,

We hereby inform your good office that the Board of Directors of the Company at their meeting held today i.e. Tuesday, 28th May, 2019 transacted the following business:

- Approval of Revised Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information as per Reg. 8(1) of the SEBI (Prohibition of Insider Trading) Amendment Regulations, 2018.
- Approval of appointment of Mrs. Renu Gupta as an Additional Director of the Company with effect from 28th May, 2019. Brief Profile of Mrs. Renu Gupta is given below:

c)

Sr. No.	Particulars	Detail
1.	Name of Director	Mrs. Renu Gupta
2.	Date of Birth	08.02.1964
3.	DIN	00030849
4.	Date of Appointment	28 th May, 2019
5.	Appointed as	Additional Director
6.	Category	Non-Executive
7.	Terms & Conditions of appointment	On such terms & conditions as mutually agreed to by the Board of Directors
8.	Qualification	Bachelor in Arts
9.	Experience	Mrs. Renu Gupta is a Graduate and is having more than 20 years of exposure in the field of Telecom Industry. She has a remarkable entrepreneurship quality and has been running all associated concerns successfully.



10.	No. of shares held in the Company as on 28/05/2019	1,08,000
11.	Relationship with other directors in the Company	Mrs. Renu Gupta is mother of Mr. Neetesh Gupta, Director of the Company.
12.	Name of other listed entities in which he holds directorship	Optimus Infracore Limited

Further, she is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Kindly take the above information on your records.

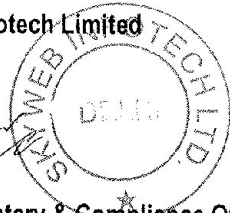
Thanking You,

Yours Faithfully,

For Skyweb Infotech Limited


Amit Mahajan

Company Secretary & Compliance Officer
Membership No.: A24167



Encl.:

- Revised Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

SKYWEB INFOTECH LIMITED

CODE OF PRACTICES & PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

[Under Regulation 8(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 read with amendments thereto]

SKYWEB INFOTECH LIMITED

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

PREAMBLE

Skyweb Infotech Limited (hereinafter referred to as (“**The Company**”)) always believes in ensuring timely and adequate disclosure of Price Sensitive Information. To supplement this, vide notification dated 15th January 2015 published in official gazette, Securities and Exchange Board of India notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 (herein referred to as SEBI PIT Regulations). These revised regulations inter alia, obligated the Listed Companies to formulate the **Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information** that it would follow in order to adhere to each of the principles set out in the regulations.

To achieve the objective of above said regulations, the Company approved the Code of Fair Disclosure which was effective and operational w.e.f. 15th May, 2015. Further, in view of the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 effective from 1st April, 2019, the Code has been amended by the Board of Directors at its meeting held on 28th May, 2019 and the revised Code shall be effective from 1st April, 2019.

DEFINITIONS

- (a) “Act” means the Securities and Exchange Board of India Act, 1992 (15 of 1992);
- (b) “Board” means the Securities and Exchange Board of India;
- (c) “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;
- (d) “Connected Person” means,-
 - (i) any person who is or has during the six months prior to the concerned act been associated with a 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 a 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.
 - (ii) 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 clause (i); 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 immediate relative or banker of the company, has more than ten per cent. of the holding or interest;
- (e) "Generally Available Information" means information that is accessible to the public on a non-discriminatory basis;
- (f) "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;
- (g) "Insider" means any person who is:
 - i) a connected person; or
 - ii) in possession of or having access to unpublished price sensitive information;
- (h) "Promoter" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof;
- (i) "promoter group" 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;
- (j) "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;
- (k) "Specified" means specified by the Board in writing;
- (l) "Takeover Regulations" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- (m) "Trading" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly;

- (n) “Trading Day” means a day on which the recognized stock exchanges are open for trading;
- (o) “Unpublished Price Sensitive Information” 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; and
 - (v) changes in key managerial personnel;

All the other terms used in the Code shall have the same meaning as assigned to them under the Regulations.

APPLICABILITY

This code shall apply to all Insiders as defined above including Directors, designated employees and connected persons.

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

1. Prompt public Disclosure of unpublished price sensitive information

Unpublished price sensitive information, as also defined above, which could impact the price discovery, shall be disseminated promptly through public disclosure, however no sooner than credible and concrete information comes in to being.

2. Uniform & Universal dissemination of unpublished price sensitive information

The Company shall, at all times, endeavor to make uniform and universal dissemination of unpublished price sensitive information and thus to avoid selective disclosure.

3. Chief Investor Relations Officer

The Company has designated the Whole Time Director as Chief Investor Relations Officer who shall be responsible for ensuring that the Company complies with all the disclosure requirements.

4. Prompt dissemination of unpublished Price Sensitive Information that gets disclosed inadvertently or selectively

The Company shall promptly disseminate the unpublished price sensitive information

that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

5. Response to queries on news reports and requests for verification of market rumours by regulatory authorities.

Appropriate and fair responses to the queries or requests for verification of market rumours shall be sent by the Chief Investor Relations Officer or by such other officer as may be authorized by him/Board of Directors.

6. Price Sensitive Information to be shared with Analysts & Research Personnel

The Company shall provide only public information to the Analysts/research personnel. The Company shall ensure that the information shared with the above mentioned personnel is not unpublished price sensitive information.

7. Recording of proceedings of meetings with Analysts and other investor relations conferences

The proceedings of the meetings with Analysts/research personnel and other investor relation conferences shall be recorded and placed on Company's website.

8. Handling of all unpublished Price Sensitive Information on a need to know basis.

Unpublished price sensitive information shall be disclosed only to those where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

DETERMINATION OF LEGITIMATE PURPOSES FOR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

1. The Company Secretary in consultation with the Chairman or Chief Financial Officer of the Company shall decide the Legitimate Purposes in accordance with SEBI PIT Regulations.
2. Sharing of Unpublished Price Sensitive Information in relation to the Company with lenders, legal advisors, auditors, merchant bankers, collaborators, partners, insolvency professional, other advisors or consultants, shall be considered as "Legitimate Purposes" for the purpose of sharing Unpublished Price Sensitive Information in the ordinary course of business by Insider, provided that such sharing of Unpublished Price Sensitive Information has not been carried out to evade or circumvent the prohibitions of the SEBI PIT Regulations.
3. Any person who is in receipt of Unpublished Price Sensitive Information pursuant to the Legitimate Purposes shall be considered as an Insider for the purpose of the SEBI PIT Regulations and notice shall be given to such person(s) to maintain confidentiality of Unpublished Price Sensitive Information, in compliance with the SEBI PIT Regulations.
4. A structured digital database shall be maintained containing the names of such persons or entities as the case may be with whom information is shared for Legitimate Purposes under the SEBI PIT Regulations along with the Permanent Account Number ('PAN') any other identifier authorized by law where PAN is not available. Adequate and effective systems of internal controls will also be laid down to ensure the compliance for maintenance of the digital database for sharing the information for the said Legitimate Purposes, in accordance with the SEBI PIT Regulations.

Important Notice:

Company

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Name	Size(KB)	Last Modified by & On	Created by & On
Skyweb_Intimation of Outcome of Board meeting held on 28.05.2019.pdf	4935	Rohit Sharma - 5/28/2019 5:15:17 PM	Rohit Sharma - 5/28/2019 5:15:17 PM
Skyweb_AFR_31032019.pdf	4118	Rohit Sharma - 5/28/2019 4:48:21 PM	Rohit Sharma - 5/28/2019 4:48:21 PM
Skyweb_Revised Intimation of Board Meeting to be held on 28052019_20.05.2019.pdf	720	Rohit Sharma - 5/20/2019 4:37:22 PM	Rohit Sharma - 5/20/2019 4:37:22 PM
Skyweb_Advance Intimation of Board meeting & trading period closure_20.05.19.pdf	590	Rohit Sharma - 5/20/2019 10:01:26 AM	Rohit Sharma - 5/20/2019 10:01:26 AM
Skyweb_Submission of Certificate pursuant to Reg.74(5)_31.03.19.pdf	496	Rohit Sharma - 5/1/2019 3:13 PM	Rohit Sharma - 5/1/2019 3:13 PM
Skyweb Submission of Declaration of Non Applicability of Large Corporate Framework 2504.2019.pdf	507	Rohit Sharma - 4/25/2019 5:30:56 PM	Rohit Sharma - 4/25/2019 5:30:56 PM
Skyweb_Submission of Compliance Certificate for Reconciliation of Share Capital Audit_31.03.19.pdf	595	Rohit Sharma - 4/23/2019 5:09:26 PM	Rohit Sharma - 4/23/2019 5:09:26 PM
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