

SKYWEB INFOTECH LIMITED

CODE OF PRACTICES & PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

**[As per Regulation 8(1) of the Securities and Exchange Board of India (Prohibition of
Insider Trading) Regulations, 2015]**

1. PREAMBLE

Skyweb Infotech Limited (**hereinafter referred to as “the Company”**) always believes in ensuring timely and adequate disclosure of Price Sensitive Information and to preserve the confidentiality of Unpublished Price Sensitive Information (**“UPSI”**) and to prevent misuse of the same.

As per Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015 (**“PIT Regulations”**) read with Schedule A, the Company had adopted the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (**hereinafter referred to as the ‘Code of Fair Disclosure’**).

The Code of Fair Disclosure is revised and adopted in accordance with the amended provisions of SEBI PIT Regulations with effect from 30th May, 2025.

2. DEFINITIONS

- (a) **“Company”** means Skyweb Infotech Limited.
- (b) **“Chief Investor Relations Officer / CIRO”** means such senior officer of the Company appointed by the Board of Directors of the Company, to deal with dissemination of information and disclosure of UPSI in a fair and unbiased manner. Unless otherwise designated by the Board, the Compliance Officer for the time being in force of the Company shall be deemed to be the Chief Investor Relations Officer;
- (c) **“Connected Person”** means-
 - (i) 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whether temporary or permanent, with the company, that allows such a person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.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) a 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 relative or banker of the company, has more than ten per cent. of the holding or interest; or
- (k) a firm or its partner or its employee in which a connected person specified above in sub-clause (i) is also a partner; or
- (l) a person sharing household or residence with a connected person specified in above mentioned sub-clause (i).

(d) **"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;

(e) **"Insider"** means any person who is:

- i) a connected person; or
- ii) in possession of or having access to unpublished price sensitive information;

(f) **"Unpublished Price Sensitive Information or UPSI"** 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 other terms used in this Code of Fair Disclosure shall have the same meaning as assigned thereto in the SEBI (Prohibition of Insider Trading) Regulations, 2018, the

Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulations) Act, 1956 and rules and regulations made thereunder or any other applicable laws or regulations, as the case may be.

3. APPLICABILITY

This Code shall apply to every disclosure of UPSI arising from time to time until it becomes Generally Available Information.

4. PURPOSE OF THE CODE

This Code has been formulated to ensure prompt, timely and adequate disclosure of UPSI.

5. PRINCIPLES OF FAIR DISCLOSURE

In terms of Code of Fair Disclosure, the Company will ensure:

1. Prompt public disclosure of unpublished price sensitive information 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 unpublished price sensitive information to avoid selective disclosure.
3. Designation of a senior officer as a Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. Prompt dissemination of unpublished Price Sensitive Information that gets disclosed inadvertently or 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 rumours by regulatory authorities.
6. Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.
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 unpublished Price Sensitive Information on a need-to-know basis.

6. OVERSEEING AND CO-ORDINATING DISCLOSURE

- a. The Company shall designate a senior officer as a Chief Investor Relations Officer (“CIRO”) to deal with dissemination and disclosure of UPSI.
- b. The CIRO would be responsible to ensure timely, adequate, uniform and universal dissemination and disclosure of UPSI pursuant to this Code as required under PIT Regulations so as to avoid selective disclosure.
- c. The CIRO shall be responsible for ensuring that the Company complies with continuous disclosure requirements, overseeing and co-ordinating disclosure of UPSI to Stock Exchange(s) where the Securities of the Company are listed, analysts, shareholders and media, and educating employees on disclosure policies and procedures.
- d. Disclosure/dissemination of UPSI may normally be approved in advance by CIRO.
- e. In case of doubt, the CIRO shall consult and seek approval of the Whole-time Director Chief Financial Officer of the Company.
- f. If UPSI is accidentally disclosed without prior approval of CIRO, the person responsible shall inform the CIRO immediately. The CIRO will then promptly disseminate the information so as to make such information generally available.
- g. CIRO will deal with and provide advice to any query raised by any person or 'Insider' about adhering to the provisions of the Code.

7. RESPONDING TO MARKET RUMOURS

The CIRO shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumours and then making the disclosure, if required.

8. MODES OF DISCLOSURES

Subject to the provisions of the SEBI PIT Regulations, methods adopted by the Company for making uniform and universal dissemination and disclosures to Public, shall be in a form, manner and mode that ensure uniform distribution. Such mode of disclosure shall include any of the following:

- a) Dissemination through Press Releases in newspapers, broad-based electronic, print, television and other media.
- b) Filings to the Stock Exchanges including reporting through System Driven Disclosures.
- c) Uploading the information on the website of the Company.

d) Any other method that ensures wide distribution of the news or announcements related to the Company, which may otherwise be deemed as UPSI and not as generally available information. In case if any Price sensitive or material information is discussed in the meets/calls, a prompt disclosure of such information shall be made to Stock Exchange within the timelines prescribed after applying the thresholds as per Policy on criteria for determining Materiality of Events.

9. DETERMINATION OF LEGITIMATE PURPOSES FOR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

a) The Company Secretary in consultation with the Whole-time Disclosure or the Chief Financial Officer of the Company shall decide the Legitimate Purposes in accordance with SEBI PIT Regulations.

b) Sharing of Unpublished Price Sensitive Information in relation to the Company with lenders, customers, suppliers, legal advisors, auditors, merchant bankers, collaborators, partners, insolvency professional, other advisors or consultants, shall be considered as "Legitimate Purposes" for the purpose of sharing UPSI 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.

Accordingly, the Board of Directors have formulated a Policy for determination of "Legitimate Purposes" which forms part of this Code and annexed hereto as **Annexure-A.**

10. DEALING IN CASE OF BREACH OF UPSI

In case of any dissemination of UPSI on behalf of the Company not in compliance with the procedures referred above, out of accidental omission, selectively, inadvertently or otherwise by any Employee or Director of the Company, then such Employee or Director shall forthwith inform the CISO. The CISO will then take appropriate measures to rectify such disclosure or make it generally available, if necessary.

11. AMENDMENTS AND MODIFICATIONS

The decision of the Board of Directors with regard to any or all matters relating to this Code shall be final and binding on all concerned. This Code shall be reviewed from time to time and the Board of Directors shall have the power to modify, amend or replace this Code in part or full, as may be thought fit from time to time in their absolute discretion.

Any subsequent amendment/modification in the SEBI Regulations and/or other applicable laws in this regard shall automatically apply to this Code.

Annexure-A

POLICY FOR DETERMINATION OF LEGITIMATE PURPOSE(S)

This Policy forms part of “Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information”. This Policy shall be strictly adhered to by every Insider of the Company.

1. COMMUNICATION OF UPSI PURSUANT TO LEGITIMATE PURPOSE

“**Legitimate Purpose**” shall include sharing of unpublished price sensitive information in the ordinary course of business, by an insider 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 SEBI PIT Regulations;

2. APPLICABILITY

This policy is applicable to all Insiders.

3. CONDITIONS FOR SHARING OF UPSI

Any person in receipt of UPSI pursuant to a “Legitimate Purpose” shall be considered an “insider” for purposes of this Code and due notice shall be given to such persons which would inter alia include the following:

- (i) The information shared is in the nature of UPSI.
- (ii) To maintain confidentiality of such UPSI and not to disclose such UPSI except in compliance with Insider Trading Regulations.
- (iii) Not to trade in securities of the Company while in possession of UPSI.
- (iv) The recipient shall obtain the Company’s prior written consent in case the information provided to such recipient is to be used by such recipient for a purpose other than the Legitimate Purpose for which the Company had provided the UPSI and such other purpose is also a Legitimate Purpose.

4. STRUCTURED DIGITAL DATABASE

A structured digital database (“**SDD**”) 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.

Irrespective of whether an UPSI is shared internally or externally, necessary recording should be made in SDD. The person sharing the UPSI is required to inform the Compliance Officer about such sharing of UPSI.

5. PENALTIES AND FINES IN CASE OF VIOLATION OF THE POLICY

Any sharing of UPSI, other than in compliance with this policy and the SEBI PIT Regulations, would be construed as a violation. The onus lies on the insider to prove to the contrary.

In case of any violation of this Policy, disciplinary action would be taken by the Company. The Company shall also inform SEBI about the violation.

6. POLICY ADHERENCE RESPONSIBILITY

The responsibility for adherence to this Policy vests entirely with the person who is sharing the UPSI as well as the recipient of UPSI.

7. POLICY REVIEW

The Policy shall be reviewed periodically by the Board of Directors, in accordance with the review of internal control and checks as well as changes in any regulatory requirements from time to time. In the events of inconsistency of this Policy with any legal provisions, the provisions of the law shall override this Policy.