

# **SKYWEB INFOTECH LIMITED**

## **CODE OF CONDUCT TO REPORT TRADING BY INSIDERS**

**[Under Regulation 9(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015]**

## SKYWEB INFOTECH LIMITED

### CODE OF CONDUCT

#### TO REGULATE, MONITOR AND REPORT TRADING BY INSIDERS

#### PREAMBLE

Skyweb Infotech Limited (hereinafter referred to as ("**The Company**") had introduced a Code of Conduct for Prohibition of Insider Trading in accordance with the requirements of SEBI (Prohibition of Insider Trading) Regulations 1992 (hereinafter referred to as existing code) and the same had been applicable to the Directors, other designated officers of the Company and connected persons since then.

Vide notification dated 15<sup>th</sup> January 2015 published in official gazette, Securities and Exchange Board of India has notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as revised regulations). These revised regulations inter alia, obligate the Listed Companies to formulate Code of Conduct to regulate, monitor and report trading by its employees and other connected persons towards achieving compliance with these regulations, adopting the minimum standards as set out in the regulations.

To achieve the objectives of the revised regulations, the Company hereby notifies the '**code of conduct to regulate, monitor and report trading by insiders**' which shall be effective and operational w.e.f. 15<sup>th</sup> May, 2015 and shall from this date supersede the existing code from the above date.

#### 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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board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) "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;

(j) "Specified" means specified by the Board in writing;

(k) "Takeover Regulations" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;

(l) "Trading" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly ;

(m) "Trading Day" means a day on which the recognized stock exchanges are open for trading;

- (n) "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: -
- (vi) financial results;
  - (ii) dividends;
  - (vi) change in capital structure;
  - (iv) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
  - (v) changes in key managerial personnel; and
  - (vi) material events in accordance with the listing agreement.

### **APPLICABILITY**

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

### **CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING IN SECURITIES**

#### **1. Duties of Compliance Officer**

- a. To maintain record of Designated employees and changes made therein.
- b. To specify prohibited period for dealing in securities in consultation with the Board of Directors and to maintain record of prohibited period.
- c. To set forth policies, procedures, monitoring adherence to the rules for the preservation of 'Price sensitive information', monitoring trades and implementation of the code.
- d. To maintain record of disclosures made under these regulations.
- e. To provide reports to the Chairman of Audit committee quarterly regarding dealing in the securities by the Directors, Designated employees along with the relevant documents that such person had executed under the pre-clearing procedure.
- f. To disseminate the Price Sensitive information on immediate basis.

#### **2. Preservation of "Price Sensitive Information"**

Employees/directors shall maintain the confidentiality of all Price Sensitive Information. Employees/Directors shall not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities. Following practices should be followed in this regard:

##### **a. Need to know**

Price Sensitive Information is to be handled on a "need to know" basis, *i.e.*, Price Sensitive Information should be disclosed only to those within the company who need the information to discharge their duty and whose possession will not give rise to conflict of Interest or appearance of misuse of information.

**b. Limited access to confidential information**

Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password etc.

**3. Prohibition on dealing or communicating on the matters relating to Insider Trading**

**No Insider Shall-**

- a. Either on his behalf or on behalf of any other person, trade in securities of the Company when in the possession of any unpublished price sensitive information.
- b. Communicate, counsel or procure, directly or indirectly any unpublished price sensitive information to any person. However nothing in these restrictions shall apply in case of any communication required in ordinary course of business.

**4. Trading Restrictions**

All the Directors and designated employees shall be subject to the trading restrictions as enumerated below:

**a. Trading window**

The period prior to declaration of any price sensitive information is particularly sensitive for transaction in Company's securities. During such times, Directors and Designated employees will have to forgo the opportunity of trading in Company's securities.

Therefore, the Directors and the designated employees shall not deal in the securities of the Company when the trading window is closed.

**b. Events for closure of trading window**

The trading window shall be, *inter alia*, closed at the time :—

- (i) Declaration of financial results (quarterly, half-yearly and annually)
- (ii) Declaration of dividends (interim and final).
- (iii) Change in Capital Structure of the Company
- (iv) Mergers, de-mergers, acquisitions, de-listings, disposal and expansion of business and such other transactions
- (v) Changes in key managerial personnel
- (vi) Disposal of whole or substantially whole of the undertaking.
- (vii) any information which, if disclosed, in the opinion of the person disclosing the same is likely to materially effect the price of the securities.
- (viii) Other material events in accordance with the listing agreement.

- c. The period of closure of trading window shall be effective from the date on which the Company sends intimation to the Stock Exchange advising the date of the Board Meeting up to 48 hours after the Price Sensitive Information is submitted to the Stock Exchange.
- d. The Trading Window shall be opened 48 hours after the information referred to in 4(d) is made public i.e. intimated to the Stock Exchange.
- e. All directors/officers/designated employees of the company shall conduct all their dealings in the securities of the Company only in a valid trading window

and shall not deal in any transaction involving the purchase or sale of the company's securities during the periods when trading window is closed or during any other period as may be specified by the Company from time to time.

## 5. Pre-clearance of trades

- a. Any directors or designated employees (including their relatives) of the company who intend to deal in the securities of the company exceeding the market price of Rs. 300,000/- shall require pre-clearance from the Compliance Officer in **Form E**.
- b. An undertaking in **Form E** shall be executed in favour of the company by such designated employee/director/officer incorporating, *inter alia*, the following clauses, as may be applicable :
  - (i) That the employee/director/officer does not have any access or has not received "Price Sensitive Information" up to the time of signing the undertaking.
  - (ii) That in case the employee/director/officer has access to or receives "Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance Officer of the change in his position and that he/she would completely refrain from dealing in the securities of the company till the time such information becomes public.
  - (iii) That he/she has not contravened the code of conduct for prevention of insider trading as notified by the company from time to time.
  - (iv) The Compliance Officer shall grant approval within 2 working days from the date of acknowledgement in **Form F**.
- c. Once the trades are pre-cleared, the same should be executed by the designated person within 7 trading days, failing which fresh clearance would be needed for the trades to be executed.

## 6. Other restrictions

- a. The directors/officers/designated employees shall execute their order in respect of securities of the company within one week after the approval of pre-clearance is given. If the order is not executed within one week after the approval is given, the employee/director must pre-clear the transaction again.
- b. All directors/ officers/ designated employees who buy or sell any number of shares of the company shall not enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction. All directors/ officers/ designated employees shall also not take positions in derivative transactions in the shares of the company at any time. In the case of subscription in the primary market (initial public offers), the above mentioned entities shall hold their investments for a minimum period of 30 days. The holding period would commence when the securities are actually allotted.
- c. In case the sale of securities is necessitated by personal emergency, the holding period may be waived by the compliance officer after recording in writing his/her reasons in this regard.

## **7. Reporting Requirements for transactions in securities**

### **a. Initial Disclosure**

- (i) Every promoter/Key Managerial Personnel/Director of the Company, within 30 days of these regulations taking effect, shall forward the details of their holdings of the securities of the Company held by them in **Form A**.
- (ii) Every person on being appointed as Key Managerial Personnel/Director or becoming promoter of the Company shall forward the details of their holdings of the securities of the Company held by them as on the date of appointment or becoming promoter within 7 days of such appointment or becoming promoter in **Form B**.

### **b. Continual Disclosure**

- (i) Every promoter/Key Managerial Personnel/Director of the Company shall disclose to the Company the number of securities acquired or disposed off within 2 trading days of such transaction if the value of securities traded whether in single or multiple transactions over any calendar quarter, aggregates to a traded value in excess of Rs. Ten lakhs. The disclosure shall be made within 2 working days of receipt of intimation of allotment or acquisition/sale of shares or voting rights as the case may be in **Form C** along with the proofs of transaction.
- (ii) The Compliance Officer shall notify the particulars of such trading to the Stock Exchange on which the securities are listed within two working days of the disclosure or from becoming aware of such information in **Form D**

## **8. Penalty for contravention of code of conduct**

- a. Any Director/Designated Employee that trades in securities or communicates any information for trading in securities in contravention of the code of conduct may be penalised and appropriate action may be taken by the company.
- b. Employees/officers/directors of the company who violate the code of conduct shall also be subject to disciplinary action by the company, which may include wage freeze, suspension, ineligible for future participation in employee stock option plans, etc.
- c. The action by the company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 1992.

## **9. Information to SEBI in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 1992**

- a. In case it is observed by the company/Compliance Officer that there has been a violation of SEBI (Prohibition of Insider Trading) Regulations, 1992. SEBI shall be informed by the company.

**FORM A**

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015**

**[Regulation 7 (1) (a) read with Regulation 6 (2)]**

Name of the company: \_\_\_\_\_

ISIN of the company: \_\_\_\_\_

**Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)**

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP / Directors/immediate relatives/others etc)	Securities held as on the date of regulation coming into force		% of Shareholding	Open Interest of the Future contracts held as on the date of regulation coming into force		Open Interest of the Option Contracts held as on the date of regulation coming into force	
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms
1	2	3	4	5	6		7	

**Note:** “Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Signature:

Designation:

Date:

Place:

**FORM B**

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015**

**[Regulation 7 (1) (b) read with Regulation 6(2)]**

Name of the company: \_\_\_\_\_

ISIN of the company: \_\_\_\_\_

**Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).**

Name, PAN No., CIN/DIN & Address with contact nos.	Category of Person (Promoters/ KMP / Directors/immediate relatives/others etc.)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter/appointment of Director/KMP		% of Shareholding	Open Interest of the Future contracts held at the time of becoming Promoter/appointme nt of Director/KMP		Open Interest of the Option Contracts held at the time of becoming Promoter/appointme nt of Director/KMP	
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms
1	2	3	4	5	5	6	7		

**Note:** "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Signature:

Designation:

Date:

Place:

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**FORM C**

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015**

**[Regulation 7 (2) read with Regulation 6(2)]**

Name of the company: \_\_\_\_\_

ISIN of the company: \_\_\_\_\_

**Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).**

Name, PAN No., CIN/DIN, & address of Promoter/ Employee / Director with contact nos.	Category of Person (Promoters/ KMP / Directors/ immediate relatives/ others etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposed		% of shareholding		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition (market purchase/public rights/preferential offer / off market/ Inter-se transfer etc.)	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the trade was executed
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Pre transaction	Post transaction	From	To			Buy		Sell		
												Value	Number of units (contracts * lot size)	Value	Number of units (contracts * lot size)	
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17

**Note:** “Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Signature:

Designation:

Date:

Place:

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**Form D (Indicative format)**

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015**

**Regulation 7(3) – Transactions by Other connected persons as identified by the company**

1	2	3		4		5		6		7	8	9	10	11	12	13				14	15	16	17	
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Pre transaction	Post transaction	From	To							Buy		Sell						
																Value	Number of units (contracts * lot size)	Value	Number of units (contracts * lot size)					

**Note:** “Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Name:

Signature:

Date:

Place:

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## Form E

### SPECIMEN OF APPLICATION FOR PRE-DEALING APPROVAL

Date:

To,  
The Compliance Officer  
Skyweb Infotech Limited

Dear Sir/Madam,

#### **Application for Pre-dealing approval in securities of the Company**

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct for Prevention of Insider Trading, I seek approval to purchase/sale/subscription of \_\_\_\_\_ equity shares of the Company as per details given below:

1.	Name of the applicant		
2.	Designation		
3.	Number of Securities held as on date		
4.	Folio No. / DP ID / Client ID No.		
5.	The proposal is for		a) Purchase of securities b) Subscription to securities c) Sale of securities
6.	Proposed date of dealing in securities		
7.	Estimated number of securities proposed to be acquired/subscribed/sold		
8.	Price at which the transaction is proposed		
9.	Current market price (as on date of application)		
10.	Whether the proposed transaction will be through stock exchange or off-market deal		
11.	Folio No. / DP ID / Client ID No. where the securities will be credited / debited		

I enclose herewith the form of Undertaking signed by me.

\_\_\_\_\_  
(Signature of Employee)

**FORMAT OF UNDERTAKING TO BE ACCOMPANIED WITH THE  
APPLICATION FOR PRE-CLEARANCE**

**UNDERTAKING**

To,  
Skyweb Infotech Limited

I, \_\_\_\_\_, \_\_\_\_\_ of the Company residing at \_\_\_\_\_,  
am desirous of dealing in \_\_\_\_\_ shares of the Company as mentioned in my application  
dated \_\_\_\_\_ for pre-clearance of the transaction.

I further declare that I am not in possession of or otherwise privy to any Unpublished Price Sensitive Information (as defined in the Company's Code of Conduct for prevention of Insider Trading (The Code)) up to the time of signing this Undertaking.

In the event that I have access to or received any information that could be construed as "Price Sensitive Information" as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public.

I declare that I have not contravened the provisions of the Code as notified by the Company from time to time.

I undertake to submit the necessary report within 4(four) days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

If approval is granted, I shall execute the deal within 7 days of the receipt of approval failing which I shall seek pre-clearance.

I declare that I have made full and true disclosure in the matter.

Date:

Signature: \_\_\_\_\_

\*Indicate number of shares

**Form F**  
**FORMAT FOR PRE-CLEARANCE ORDER**

To,  
Name : \_\_\_\_\_  
Designation : \_\_\_\_\_  
Place : \_\_\_\_\_

This is to inform you that your request for dealing in \_\_\_\_\_ (no.) shares of the Company as mentioned in your application dated \_\_\_\_\_ is approved. Please note that the said transaction must be completed on or before \_\_\_\_\_ (date) that is within 7 trading days from today.

In case you do not execute the approved transaction / deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within 2 days from the date of transaction / deal. In case the transaction is not undertaken a 'Nil' report shall be necessary.

Yours faithfully  
For Skyweb Infotech Limited

Date:

Compliance Officer