

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## **CODE OF PRACTICES & PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION**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

## 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### CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION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 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inter alia, obligate the Listed Companies to formulate the **Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information** (hereinafter referred to as the 'Code of Fair Disclosure') that it would follow in order to adhere to each of the principles set out in the regulations.

To achieve the objective of the revised regulations, the Company hereby notifies the **Code of Fair Disclosure** which shall be effective and operational w.e.f. 15<sup>th</sup> May, 2015.

#### 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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board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: -
- (i) financial results;
  - (ii) dividends;  
change in capital structure;
  - (iv) mergers, de-mergers, acquisitions, delistings, 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 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, endeavour 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.