

**CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT
TRADING IN SECURITIES BY DESIGNATED PERSONS AND THEIR IMMEDIATE RELATIVES**

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THE CODE AND OBLIGATIONS

1. INTRODUCTION

Netweb Technologies India Limited ("**NTIL**" / "**Company**"), in compliance of the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("**PIT Regulations**") and amendments thereof, is implementing this Code of Conduct to Regulate, Monitor and Report Trading in Securities by Designated Persons and their Immediate Relatives ("**Code**").

Insider trading means trading in the securities of a Company by its Directors, employees, or other Insiders while in possession of unpublished price-sensitive information ("**UPSI**"). Such trading by Insiders erodes the investors' confidence in the integrity of the management and is unhealthy for the capital market.

The Securities and Exchange Board of India ("**SEBI**"), in its endeavor to protect the interest of investors in general, had formulated the Insider Trading Regulations, present day, PIT Regulations and the same were made applicable to all companies whose securities were listed on Indian Stock Exchanges.

2. APPLICABILITY

This Code applies to all Designated Persons and their Immediate Relatives.

3. DEFINITIONS

- i. **Act** means the Securities and Exchange Board of India Act, 1992, as amended from time to time;
- ii. **Board of Directors** means the Board of Directors of the Company;
- iii. **Company** means Netweb Technologies India Limited;
- iv. **Compliance Officer** for the purpose of the PIT Regulations and this Code means the Company Secretary of the Company;
- v. **Connected Person** means;
 - a. any person who is or has been, during the six months prior to the concerned act, associated with the 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whether temporary or permanent, with the Company, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access;

The persons enumerated below shall be deemed to be a connected person unless the contrary is established:

- a. an immediate relative of connected persons specified in clause (a) above; or
- b. holding company or associate company or subsidiary company of the 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 SEBI; 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 percent of the holding or interest; or
 - k. a firm or its partner or its employee in which a connected person specified in sub-clause (a) of clause (v) is also a partner; or
 - l. a person sharing household or residence with a connected person specified in sub-clause (a) of clause (v);]
- vi. Designated Person(s)/DP(s)** means and includes such person as may be specified by the Board in consultation with the Compliance Officer from time to time and shall include -
- a. promoters of the Company;
 - b. directors of the Company;
 - c. Key Managerial Personnel (KMP) of the Company;
 - d. identified employees in the Finance & Accounts Department, Legal, Secretarial Department, Human Resource Department, Business Excellence Department, IT Department and Team handling the Business & Operations, as may be determined by the Compliance Officer from time to time;
 - e. other employees designated by the Board of Directors of the Company on the basis of their functional role or access to UPSI in the Company from time to time;
 - f. any support staff of the Company such as IT staff or Secretarial staff who have access to UPSI;
 - g. employees of material subsidiary(ies) of the Company, designated on the basis of their functional role or access to UPSI in the Company, by their board of directors;
 - h. Chief Executive Officer (CEO) and employees upto two level below CEO of the Company and material subsidiary(ies), irrespective of their functional role in the Company or its material subsidiary(ies) or ability to have access to UPSI and
- vii. 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.
(Note: Information published on the website of a stock exchange would ordinarily be considered generally available)
- viii. Immediate relative**, for the purpose of this Code, means a spouse of a Designated Person, and includes parent, sibling, and child of such Designated Person or of the spouse, any of whom is either dependent financially on such Designated Person or consults such person in taking decisions relating to trading in securities.
- ix. Insider** means any person who is:
- a. connected person; or
 - b. in possession of or having access to UPSI;
- x. Key Managerial Personnel (KMP) means** a person as defined in section 2(51) of the Companies Act, 2013.
- xi. Legitimate purpose** shall mean sharing of **UPSI** in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals, other advisors or consultants provided that such sharing has not been carried out to evade or circumvent the prohibitions of the PIT Regulations.
- xii. Promoter** 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;

- xiii. Promoter Group** shall have the meaning assigned to it **under** the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any amendment or modification thereof;
- xiv. Regulations** shall mean the SEBI (Prohibition of Insider Trading) Regulations, 2015 or any amendment or modification thereof;
- xv. Relative** shall mean the following:
- i. Spouse of the person;
 - ii. parent of the person and parent of its spouse;
 - iii. sibling of the person and sibling of its spouse;
 - iv. child of the person and child of its spouse;
 - v. spouse of the person listed at sub-clause (iii); and
 - vi. spouse of the person listed at sub-clause (iv)
- xvi. Securities** shall have the meaning assigned to it under section 2(h) of the Securities Contracts (Regulation) Act, 1956 or any modification thereof;
- xvii. Takeover Regulations** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendment thereof;
- xviii. Trading** means and includes subscribing, redeeming, switching, buying, selling, dealing, or agreeing to subscribe, redeem, switch, buy, sell, deal in any securities, and trade shall be construed accordingly.
- xix. Trading Day** means a day on which the recognized stock exchanges are open for trading;
- xx. Trading Plan:** "Trading Plan" is a plan formulated by an Insider and presented to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on behalf of the Insider in accordance with such plan as per Regulation 5(1) of the PIT Regulations;
- xxi. 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:-
- Financial Results (Quarterly, Half-Yearly and Annually);
 - Dividends (Interim and Final);
 - Change in Capital Structure;
 - Mergers, de-mergers, acquisitions, delisting, disposals and expansion of business , award or termination of order/contracts not in the normal course of business and such other transactions;
 - Changes in key managerial personnel other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor
 - change in rating(s), other than ESG rating(s);
 - fund raising proposed to be undertaken;
 - agreements, by whatever name called, which may impact the management or control of the company;
 - fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;
 - resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
 - admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;

- initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report; and
- action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
- outcome of any litigation(s) or dispute(s) which may have an impact on the company;
- giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;
- granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals;

Explanation 1- For the purpose of above clause xxi:

- a. 'Fraud' shall have the same meaning as referred to in Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.
- b. 'Default' shall have the same meaning as referred to in Clause 6 of paragraph A of Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Explanation 2- For identification of events enumerated in this clause as unpublished price sensitive information, the guidelines for materiality referred at paragraph A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be specified by the Board from time to time and materiality as referred at paragraph B of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be applicable.

Words and expressions used but not defined in this Code shall have the same meaning assigned to them in the Act, , Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or any other SEBI Regulations(s) or the Companies Act, 2013 (18 of 2013) and the rules / regulations made thereunder, as the case may be or in any amendment thereto.

This Code shall be subject to such clarifications and frequently asked questions (FAQs) as may be issued by SEBI from time to time.

4. COMPLIANCE OFFICER - AUTHORITY TO DELEGATE

In terms of 3(iv) above, Company Secretary of the Company shall be the Compliance Officer for the purpose of this Code.

In case the Compliance Officer is not available either on account of his being on leave or on his being away from the registered office and/or corporate office of the Company for a period of 7 (seven) days or more, he shall delegate his authority to any executive, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance and eligible under PIT Regulations, who shall act as Compliance Officer and be responsible for all duties and responsibilities of Compliance Officer under the PIT Regulations, during the period of his absence.

Chief financial officer of the Company would be treated as Compliance officer for the purpose of approval of pre-clearance to the Company Secretary.

5. RESTRICTIONS ON COMMUNICATION OF USPI BY DESIGNATE PERSONS

- a. No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to the Company or securities listed or proposed to be listed, to any person including other Insiders / DPs except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- b. No person shall procure from or cause the communication by any insider of UPSI, relating to the securities of Company, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations
- c. In terms of Regulation 3(3) of the PIT Regulations, an UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction that would:
 - i. entail an obligation to make an open offer under the Takeover Regulations where the Board of Directors of the Company is of informed opinion that sharing of such information is in the best interests of the Company;
 - ii. not attract the obligation to make an open offer under the Takeover Regulations but where the Board of Directors of the Company is of informed opinion that sharing of such information is in the best interests of the Company and the information that constitute UPSI is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the board of directors may determine to be adequate and fair to cover all relevant and material facts.
- d. For the purpose of clause 5c above, the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of 5c above, and shall not otherwise trade in securities of the Company when in possession of UPSI.

6. TRADING PLANS

- a. An insider shall be entitled to formulate a trading plan and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his/her behalf in accordance with such plan.
- b. An Insider may submit a trading plan to the Company which shall not entail commencement of trading on behalf of the insider earlier than 120 (one hundred and twenty) calendar days from the public disclosure of the plan.
- c. If another trading plan is already in existence, no other plan shall be accepted which is overlapping the same time period.
- d. Insider, in his trading plan, shall set out the following:
 - i. either the number of Securities to be traded or value of trade to be effected
 - ii. the nature of the trade
 - iii. either specific date or time period not exceeding five consecutive trading days
 - iv. Optionally, DP may include price limits, that is an upper price limit for a buy trade and a lower price limit for a sell trade, subject to the range as specified below
 - a. for buy trades, the upper price limit should be set between the closing price on the day before the plan submission and up to twenty percent higher than such closing price;
 - b. for sell trades, the lower price limit should be set between the closing price on the day before the plan submission and up to twenty percent lower than such closing price. Trading Plan must adhere to set price limits; if the market price exceeds these limits, the trade cannot be executed
- g. Insider shall not entail trading in securities for market abuse.

- h. Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of PIT Regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve, and monitor the implementation of the plan.
- i. Insider may make adjustments, with the approval of the Compliance Officer, in the number of securities and price limit in the event of corporate actions related to bonus issue and stock split occurring after the approval of trading plan and same shall be notified on the stock exchanges where the securities of Company are listed.
- j. The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the Securities outside the scope of the trading plan. This restriction is not applicable, in case of permanent incapacity, bankruptcy or operation of law.
- k. If the insider has set a price limit in his trading plan, the insider shall execute the trade only if the execution price of the security is within such limit. If the price of the security is outside the price limit set by the insider, the trade shall not be executed.
- l. Implementation of the trading plan shall not be commenced if any UPSI in possession of the Insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation.
- m. In the event of non-implementation (full/partial) of trading plan due to
 - i. permanent incapacity;
 - ii. bankruptcy;
 - iii. operation of law;
 - iv. execution price being beyond the price limit specified by Insider in the trading plan;
 - v. inadequate liquidity;

the following procedure is to be followed:

- Insider shall intimate the non-implementation (full/partial) of trading plan to the Compliance Officer within two trading days of end of tenure of the trading plan with reasons thereof and supporting documents, if any.
 - Compliance Officer, upon receipt of information specified in the clause above, shall place such information along with his recommendation to accept or reject the submissions of the Insider, before the Audit Committee in the immediate next meeting.
 - The Audit Committee shall decide whether such non-implementation (full/partial) was bona fide or not.
 - Compliance Officer shall notify the decision of the Audit Committee on the same day to the stock exchange(s) on which Securities of the Company are listed.
- n. In case the Audit Committee does not accept the submissions made by the Insider, the Compliance officer shall take action as per the Code of Conduct.
 - o. Insider will be required to ensure not to execute any contra trade even during the continuation of the trading plan.
 - p. The Insider shall not execute any trading plan if any UPSI in possession of the Insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such event the Compliance Officer shall confirm that the commencement ought to be deferred until such UPSI becomes generally available information. The compliance officer is to approve or reject a trading plan within two trading days of the receipt of such plan. After approval of the trading plan, the Compliance Officer shall notify the approved plan to the recognized stock exchanges where securities are listed, on the day of approval.
 - q. Insider shall submit a trading plan along with the declaration and application in the format as specified in Annexure A of this Code.

- r. Pre-clearance of trades shall not be required for a trade executed as per an approved trading plan or trades undertaken pursuant to transmission of securities.
- s. Trading window norms shall not be applicable for trades carried out in accordance with an approved trading plan.

7. PROHIBITION ON TRADING BY THE DESIGNATED PERSONS AND THEIR IMMEDIATE RELATIVES

DPs and their immediate relatives shall not, directly or indirectly, trade in securities of the Company when in possession of UPSI;

Provided that the aforesaid restriction in this clause 7 shall not apply to:

- a. a transaction that is an off-market inter-se transfer between insiders who were in possession of the same UPSI without being in breach of Regulation 3 of the PIT Regulations and both parties had made a conscious and informed trade decision.
Provided that such UPSI was not obtained under Regulation 3(3) of PIT Regulations. Also, such off-market trades shall be reported by the DPs to the Company within two working days. Subsequently, the Company shall notify the particulars of such trades to the stock exchange on which the securities of the Company are listed within two trading days from receipt of the disclosure or from becoming aware of such information
- b. the transaction was carried out through the block deal window mechanism between persons who were in possession of the UPSI without being in breach of regulation 3 of the PIT Regulations and both parties had made a conscious and informed trade decision. Provided that such UPSI was not obtained by either person under sub-regulation (3) of regulation 3 of the PIT Regulations.
- c. the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.
- d. the transaction in question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.
 - i. in the case of non-individual insiders:
the individuals who were in possession of such unpublished price sensitive information were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such unpublished price sensitive information when they took the decision to trade; and appropriate and adequate arrangements were in place to ensure that these regulations are not violated and no unpublished price sensitive information was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached;
- e. The trades were pursuant to a trading plan set up in accordance with this Code.

8. SYSTEM FOR INTERNAL CONTROLS

- a. The requirements under this Code shall be sensitized to all the employees and support staff of the Company for the following purposes:-
 - educating all insiders about the sensitivity of information and the need to restrict disclosures on “need to know” basis;
 - educating all such executives who deal with sensitive information to ensure strictest confidentiality;
 - educating and training all employees about basic security practices, such as password and physical security procedures viz. locking the workstation or logging out of the systems while leaving the cubicle/ workstation/ cabin;

- ensuring that trading in securities of any other company, in respect of whom the Company's executives have UPSI, is barred;
 - the discussions related to any UPSI should be held in closed areas such as meeting rooms, conference rooms, etc. and restrict the number of participants.
 - ensuring that trading by all designated persons in Company's securities are disclosed, if such trades are in excess of the stipulated amount every quarter;
 - ensuring that Designated Persons are aware of closure of Trading Window;
 - ensuring that Designated Persons take prior approval, wherever applicable, for any trading while trading window is open;
 - ensuring that Designated Persons are aware of contra trade restrictions;
 - ensuring that there is adherence to Company's internal code/protocol while speaking to press/public forums;
 - disclosure requirements under the Code and the Regulations.
- b. The list of Designated Persons along with requisite information, prescribed under the PIT Regulations, shall be maintained and timely updated by the Compliance Officer;
 - c. The Compliance Officer, in consultation with the Managing Director shall maintain a list of potential UPSI identified and ensure confidentiality of the same. For timely identification of UPSI, the Compliance Officer, based on information obtained from the Managing Director or other Designated Persons handling UPSI, may maintain a sensitivity list identifying factors or developments which generally give rise to the emergence of UPSI in the Company and identify the likely flow of information;
 - d. Files/ documents/ papers in relation to UPSI shall be kept secure. Computer files shall have adequate security of login and password and the security administrators shall restrict the amount of database access that is given to the users. The insiders should not accidentally access UPSI on account of inadequate or improper account rights or inadequate permission/ access control. The extent of access to be granted to the employees of respective department should be determined in consultation with respective head of the department;
 - e. The Compliance Officer shall be timely informed about sharing of UPSI for legitimate person along with other details required to be given to the Compliance Officer under the PIT Regulations;
 - f. Where UPSI is required to be shared with any other person other than the Designated Persons/ employees of the Company, such person / or entity represented by such person, as may be applicable shall be required to execute agreements to contract confidentiality and non-disclosure obligations on the part of such person and such person shall keep information so received confidential and shall not otherwise trade in securities of the Company when in possession of UPSI;
 - g. The Compliance Officer shall maintain the structured digital database containing a list of the nature of UPSI and the names of such persons who have shared the information and also the names of such persons with whom information is shared under PIT Regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. The database will additionally include the details of contract for confidentiality, based on the information received from the Managing Director or Designated Person handling UPSI. Such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database. The entry of information, not emanating from within the organisation, may be done in structured digital database not later than 2 calendar days from the receipt of such information;
 - h. Structured digital database shall be preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the SEBI regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings

- i. The Compliance Officer shall monitor trading activity, especially around important events such as earnings announcements, acquisitions and other events material to a Company's value that are in the nature of UPSI, for the persons referred above;
- j. Any breach suspected by any Designated Person, employees or persons other than the Designated Persons/ employees of the Company shall be endeavored to be brought to the notice of Compliance Officer in the manner provided in Whistle Blower and Vigil Mechanism Policy of the Company and in case of an instance of leakage of UPSI, an inquiry to be initiated in the manner approved by the Board of Directors of the Company;
- k. The Managing Director and CEO of the Company shall be responsible to review and evaluate effectiveness of the internal control measures and update the Audit Committee on the same at least once in a year to enable them to verify the adequacy and effectiveness of the internal controls;
- l. The Compliance Officer shall report the trading details to the board of directors and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the board of directors at such frequency as may be stipulated by the board of directors, but not less than once in a year;
- m. The gap between clearance of financial results/ financial statements by Audit Committee and Board Meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information;
- n. The timing for re-opening of the trading window shall be determined by the Compliance Officer taking into account various factors including the UPSI in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available.

9. TRADING WINDOW

- a. Trading window is a notional trading window used as an instrument of monitoring trading by the Designated Persons.
- b. Designated Persons or their immediate relatives shall not trade in the Company's securities during the period when the trading window is closed.
- c. Unless otherwise specified by the Compliance Officer, the trading window shall be closed by the Compliance Officer (i) from the end of every quarter and shall remain closed upto 48 hours after the declaration of financial results, (ii) for such duration as he may deem fit, in case of any other UPSI.
- d. The trading window shall be closed when the Compliance Officer determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of UPSI.
- e. The trading window may be reopened after closure, not earlier than 48 hours after the UPSI in question becomes generally available or if the event is no longer being pursued by the Company.
- f. The details of closure and opening of the Trading Window will be informed to the DPs through email.
- g. For unpublished price sensitive information not emanating from within the Company, trading window may not be closed.
- h. The trading window restriction shall not apply for below cases;
 - i. off-market inter-se transfer between insiders who were in possession of the same UPSI without violating the Code and both parties had made a conscious and informed trade decision.
 - ii. transaction carried out through the block deal window mechanism between persons who were in possession of the UPSI without violating the Code and both parties had made a conscious and informed trade decision
 - iii. transaction carried out pursuant to a statutory or regulatory obligation to carry out a bona

- fide transaction.
- iv. Transaction undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.
- v. trades executed as per the Trading Plan set up in accordance with the Code.
- vi. pledge of shares for a bona fide purpose such as raising of funds, subject to pre- clearance by the Compliance Officer.
- vii. transactions undertaken in accordance to respective regulations made by SEBI, such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy-back offer, open offer, delisting offer or transactions which are undertaken through such other mechanism as may be specified by SEBI from time to time.
- viii. transmission of shares.

10. PRE CLEARANCE OF TRADE IN SECURITIES:

- a. Designated Persons or their immediate relatives, may trade in securities of the Company when the trading window is open, subject to the pre-clearance by the Compliance Officer by submitting an application as per **Annexure A** mentioned in this Code, if the value of the trade is exceeding to Rs 5,00,000 (Rupees Five Lakhs only)(market value), whether in one transaction or a series of transactions over any calendar quarter, either individually or in aggregate, or such other amount as may be specified by the Board of Directors from time to time (a “de minimis Trade”) provided the Designated Person or the immediate relative is not in possession of UPSI while executing the de minimis Trade.
- b. The Compliance Officer shall not approve any request for pre-clearance if the Compliance Officer determines that such Designated Person or the immediate relative is in possession of UPSI even though the trading window is open.
- c. The Compliance Officer, after being satisfied that the application and undertaking are true and accurate, may approve trading by a Designated Person /his immediate relative, on the condition that the trade so approved shall be executed within seven trading days following the date of approval.
- d. The Compliance Officer may grant the pre-clearance after –
 - i. seeking such information as may be necessary from the applicant;
 - ii. confirming the accuracy of declaration submitted by applicant that he is not in the possession of UPSI;
 - iii. confirming that the applicant has not done any prior contra trade within the period of six months;
- e. The Designated Person shall, within two days of the execution of the trade, submit the details of such trade to the Compliance Officer as per **Annexure A** to this Code. In case the transaction is not undertaken, a **report** to that effect shall be filed in the said form within 2 days upon expiry of the seven trading days following the date of approval.
- f. If the pre-cleared trade is not executed within seven trading days after the approval is given, the Designated Person must secure fresh pre-clearance of the proposed transaction.
- g. Pre-clearance shall not be required:
 - i. Subscription pursuant to exercise of any stock option upon vesting and
 - ii. In case of transmission of shares.

A Designated Person who trades in securities without complying with the pre-clearance procedure as envisaged in the Code or give false undertaking and /or makes misrepresentations in the undertaking

executed by him/ her while complying with the pre-clearance procedure shall be subject to the penalties as envisaged in the Code and the PIT Regulations.

11. MINIMUM HOLDING PERIOD / PROHIBITION ON CONTRA TRADE WITHIN SIX MONTHS¹:

A Designated Person and his immediate relative who trades in the securities of the Company shall not execute a contra trade (opposite transaction) for any number of securities during the next six months following the prior transaction by himself or his immediate relatives.

Designated Person shall also not take positions in derivative transactions, if any, in the equity shares of the Company at any time.

In case the contra trade is necessitated by personal emergency, the Compliance Officer of the Company is empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate the provisions of PIT Regulations. In case a contra trade is executed within 6 months, inadvertently or otherwise, in violation of such prohibition, without prejudice to the penalties envisaged in the Code and to be imposed by SEBI, if any, the profits from such trade shall be liable to be disgorged for remittance to the SEBI for credit to the Investor Protection and Education Fund administered by the SEBI under the Act.

12. DISCLOSURE OF TRADING BY DPs

12.1 General Provisions

- a. Every public disclosure shall be made in the forms as prescribed by SEBI / Stock exchanges under the PIT Regulations from time to time.
- b. The disclosures to be made by DPs under this Code
 - i. shall include those relating to trading by such DP's immediate relatives, and by any other person for whom the DP takes trading decisions.
 - ii. The disclosure of trading in securities shall also include trading in derivatives of securities and traded value of the derivatives shall be taken into account. Provided that trading in derivatives of securities is permitted by any law for the time being in force.
- c. The disclosures made under this part shall be maintained by the Company, for a minimum period of five years.

12.2 Disclosures by Certain Persons

A. Initial Disclosure

Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter or member of the promoter group shall disclose his holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a promoter in the form annexed to this Code as **Annexure B**.

B. Continual Disclosure

Every Promoter, member of promoter group, DP and director of the Company shall disclose as per the prescribed form, mentioned under the PIT Regulations, to the Company, the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded,

¹ This provision shall not be applicable for trades pursuant to exercise of employee stock option.

whether in one transaction or a series of transaction over any calendar quarter, aggregates to a traded value in excess of **Ten Lakh Rupees** or such other value as may be specified by SEBI.

The above disclosures shall be made in the form as specified in **Annexure C** of this Policy.

The above disclosure shall not be required to be made manually in case of trading by DPs **whose PAN details have been provided to the depositories** as per SEBI Circular SEBI/HO/ISD/ISD/CIR/P/2020/168 dated September 9, 2020.

In case of trading by any immediate relatives of the DP or any such DP whose PAN details have not been provided to the depositories, the above disclosure shall be made by the DP within two trading days to the Company and the Company shall notify the particulars of such trading to the stock exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information..

C. Disclosure to the Stock Exchange

The Compliance Officer shall notify the stock exchanges, particulars of the trades, within two trading days of the receipt of the manual Continual Disclosure or from becoming aware of such information.

D. Disclosure by other Connected Persons

The Compliance Officer, at his discretion, may require any other connected person or class of connected persons to disclose his holding and trading in securities of the Company as per form annexed as **Annexure D** and at such frequency as may be determined by him.

E. Annual Disclosure

Designated Persons shall disclose (i) names, (ii) permanent account number or any other identifier authorized by law, (iii) Phone numbers including mobile and cell numbers of the following persons on an annual basis within 30 days from the end of the financial year and promptly as and when the information changes. per **Annexure E**.

- i). Immediate Relatives
- ii). Persons with whom such Designated Person(s) shares a Material Financial Relationship

In addition, the names of educational institutions from which Designated Persons have graduated and names of their past employers shall also be disclosed on a one-time basis to the Company.

Material Financial Relationship shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a Designated Person during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such Designated Person but shall exclude relationships in which the payment is based on arm's length transactions.

13. DUTIES OF COMPLIANCE OFFICER :

The Compliance Officer shall report to the Board of Directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee of the Company or to the Chairman of the Board of Directors on the quarterly basis , or as may be stipulated by the Board of Directors but not less than once in a year.

He/She shall be responsible for setting forth and compliance of the policies, procedures, maintenance of records, monitoring adherence to the Code for the preservation of UPSI, monitoring of trades and

the implementation of the Codes specified in PIT Regulations under the overall supervision of the Board of Directors of the Company.

- a. he/She shall maintain a list Designated Persons along with the list of information as required under the Regulations, and timely update the same.
- b. he/She shall specify the trading window closure period from time to time and immediately make an announcement thereof to all concerned.
- c. he/She shall maintain a record of the trading window closure period as may be declared from time to time.
- d. he/She shall maintain records of all the declarations/ disclosures submitted in the appropriate form under this Code for a minimum period of five years.
- e. he/she shall place status reports before the Chairman of the Audit Committee, on a quarterly basis, detailing any trading in the securities of the Company by the Designated Persons along with relevant documents that such persons had executed in accordance with the pre-clearance procedure prescribed under this Code
- f. he/She shall inform the stock exchanges where the securities of the Company are listed, of any violation of SEBI (Prohibition of Insider Trading) Regulations, 2015 promptly.
- g. he/ She shall review and grant approval of the trading plan.
- h. educating all insiders about the sensitivity of information and the need to restrict disclosures on “need to know” basis
- i. educating employees who deal with sensitive information:
 - to ensure strictest confidentiality;
 - about basic security practices, such as password and physical security procedures viz. locking the workstation or logging out of the systems while leaving the cubicle/ workstation/ cabin;
 - about the obligations of the DPs pursuant to this Code
- j. ensuring that there is adherence to Company’s internal code/protocol while speaking to press/public forums;

14. HANDLING OF UPSI :

Preservation of UPSI:

Designated Persons shall maintain the confidentiality of all UPSI coming into their possession or control. To comply with this confidentiality obligation, the Designated Persons shall not:

- a. communicate, provide, or allow access of UPSI to any person directly or indirectly, including by way of making a recommendation for trading in the securities of the Company including the purchase or sale of the Securities of the Company unless such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations; or
- b. discuss UPSI in public places; or
- c. disclose UPSI to any employee who does not need to know the information for discharging his or her duties; or
- d. recommend to anyone that they may undertake trading in Securities of the Company while being in possession, control, or knowledge of UPSI.

Need to know:

The Designated Persons who are privy to UPSI, shall handle the same strictly on a need to know basis. This means the UPSI shall be disclosed only to those persons who need to know the same in furtherance of a legitimate purpose, in the course of performance or discharge of their duties. The Company’s Code

of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information stipulates the Policy on Determination of Legitimate Purpose.

Limited access to confidential information:

Designated Persons privy to confidential information shall, in preserving the confidentiality of information, and to prevent its wrongful dissemination, adopt among others, the following safeguards:

- a. files containing confidential information shall be kept secure;
- b. computer files must have adequate security of login through a password;
- c. follow the guidelines for maintenance of electronic records and systems as may be prescribed by the Compliance Officer from time-to-time in consultation with the person in charge of the information technology function; and
- d. adequate restrictions shall be placed on communication and procurement of UPSI.

Chinese Wall Procedures:

- a. to prevent the misuse of UPSI, the Company has adopted a 'Chinese Wall' which separates those departments of the Company which routinely have access to UPSI, considered "inside areas", from other departments including operations or other departments providing ancillary / support services, considered "public areas".
- b. the employees in the inside areas are not allowed to communicate any UPSI to anyone in the public areas.
- c. the employees in the inside areas may be physically separated from the employees in public areas.
- d. in exceptional circumstances employees from the public areas may be brought "over the wall" and given UPSI on the basis of "need to know" criteria with intimation to the Compliance Officer. In such an event, such employees will be bound by the same restrictions and obligations as the employees in the "inside areas" till the UPSI becomes generally available.
- e. all the non-public information directly received by any employee should immediately be reported to the head of his/her department.

15. Circumstances and procedure of bringing people "inside":

Circumstances:

People may be brought 'inside' in the following situations:

- a. availing of consultancy from professionals for confidential matters;
- b. availing of assistance within the organization from another team/department for a corporate action viz. merger, demerger, restructuring etc., information whereof is not a generally available information;
- c. availing finance from banks, financial institutions for end-use, information whereof is not generally available information;
- d. in the course of conduct of due diligence under any provision of law;
- e. other situations arising in the ordinary course of business which shall be documented by the Compliance Officer based on the inputs received from Managing Director and other Designated Persons handling UPSI from time to time;
- f. indicative list of situations mandating bringing of people inside is as under:

Nature of UPSI	Person responsible for handling UPSI	Departments responsible in Handling UPSI	External People required to be brought inside
Finalization of results and financial statements.	CFO, Head of accounts	In house secretarial team, Investor relation department finalizing the press release.	Statutory auditors
Merger, acquisition	MD & CEO, CFO & CS	In-house Legal team Secretarial team at the time of finalization of board agenda and circulation.	Statutory auditors Consultants, law firms for due diligence, documentation
Capital raising activities	MD & CEO, CFO & CS	In-house Legal team, Secretarial team, Accounts Department, treasury department	Consultants, law firms, merchant bankers, banks and financial institutions etc.

Procedure:

- confidentiality agreements shall be entered into with the person other than employees of the Company, before sharing of UPSI. In case it is not practical to sign confidentiality agreements, a notice may be given to the person receiving UPSI containing necessary safeguards to be adopted by such person;
- an employee other than Designated Persons of the Company can be brought inside after making him/her conversant with their obligation to preserve confidentiality and after obtaining approval of the Managing Director or other Designated Persons handling the said UPSI. The need for the person to know the UPSI shall also be stated while seeking approval;
- a person other than an employee of the Company can be brought inside after ensuring that the organization represented by such person has an appropriate code in place covering the compliance to be ensured by the fiduciary/ intermediary under the Regulations;
- the information about sharing of UPSI shall be promptly informed to the Compliance Officer for updating in the structured digital database;
- once a person is brought 'inside', Permanent Account Number or any other identifier authorized by law, where Permanent Account Number is not available, shall be promptly shared to the Compliance Officer for updating the structured digital database;
- the Compliance Officer may require the person brought 'inside' to make disclosure of holdings and trading in securities of the Company in Annexure F, as prescribed by SEBI, in order to monitor compliance with the Regulations;
- the Compliance Officer shall periodically review the effectiveness of such measures and track the chain of connections possessing the UPSI.

16. Penalty for Contravention of the Code

- Every Designated Person shall be individually responsible for compliance with the provisions of this Code (including to the extent the provisions hereof are applicable to his/her immediate relatives).

- b. In the event of violation of the Code by the Designated Persons or his immediate relatives, the DP shall be subject to such penalty and actions including disciplinary actions including wage freeze, suspension, recovery, claw back, etc. as may be taken by the Company against him.
- c. Disciplinary Actions may differ from case to case and shall be based on the severity of violation, frequency of violation, circumstances of violation, degree of abuse, etc. Any amount collected under this clause shall be remitted to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act.
- d. The Audit Committee in due consultation with Managing Director, shall upon receipt of the report as above and based on the finding contained therein, be entitled to take action against the person found guilty of violation of this Code as he may in his absolute discretion deem fit including but not restricted to:
 - Issue letter of warning stating that consequence of contravention/ non adherence would result in dismissal from services.
 - Any other suitable action, to facilitate the implementation of the spirit of the Code.
- e. The action by the Company does not preclude SEBI from taking any action in case of violation of the Regulations.
- f. Under Section 15G of the SEBI Act, any Insider who indulges in insider trading in contravention of the PIT Regulations is liable to a penalty which shall not be less than ten lakh rupees but which may extend to twenty-five crore rupees or three times the amount of profits made out of insider trading, whichever is higher.
- g. Under Section 24 of the SEBI Act, anyone who contravenes or abets the contraventions of the provisions of the SEBI Act or of any Rules or the Regulations made thereunder, he shall be punishable with imprisonment for a term which may extend to ten years or with a fine which may extend to twenty-five crore rupees or with both. If any person fails to pay the penalty imposed he shall be punishable with imprisonment for a term which shall not be less than one month, but which may extend to ten years or with fine, which may extend to twenty-five crore rupees or with both.
- h. Without prejudice to its rights under Section 24 of the SEBI Act, SEBI can also pass any or all of the following orders to an Insider found indulging in insider trading –
 - directing him / her not to deal in the Company's Securities in any particular manner.
 - prohibiting him/her from disposing of any of the Securities acquired in violation of the Regulations.
 - restraining him/her from communicating or counseling any other person to deal in Company's Securities.
 - declaring the transactions in Securities as null and void.
 - directing the person who acquired Securities in violation of the Regulations, to deliver the Securities back to the seller or alternatively pay the seller the price as provided.
 - directing him/her to transfer a specified amount to the Investor Protection and Education Fund administered by it.

17. Protection against retaliation and victimization

The Company will protect any employee, who is an Informant, against retaliation and victimization under the Code. This Code provides for suitable protection against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination against any employee who files a Voluntary Information Disclosure Form to the Office of Informant Protection of SEBI, irrespective of whether the information is considered or rejected by SEBI or he or she is eligible for a Reward under the regulations, by reason of:

- a. filing a Voluntary Information Disclosure Form under the PIT Regulations;
- b. testifying in, participating in, or otherwise assisting or aiding SEBI in any investigation, inquiry, audit, examination or proceeding instituted or about to be instituted for an alleged violation of insider trading laws or in any manner aiding the enforcement action taken by SEBI; or
- c. breaching any confidentiality agreement or provisions of any terms and conditions of employment or engagement solely to prevent any employee from cooperating with SEBI in any manner.

For the purpose of the above, 'employee' means any individual who during employment may become privy to information relating to violation of insider trading laws and files a Voluntary Information Disclosure Form under the regulations and is a director, partner, regular or contractual employee, but does not include an advocate.

18. Amendments to this Code

The Board reserves the right to amend this Code as and when it deems appropriate. In case of any conflict between the provisions of this Code and the provisions of applicable laws, applicable laws shall prevail. Further, in case of any changes in the provisions of applicable law, the Code shall, to that extent, stand automatically amended.

ANNEXURE A**1. APPLICATION FOR PRE-CLEARANCE****Date**

**To,
The Compliance Officer,
Netweb Technologies India Limited
Plot no. H-1, Block-H, Pocket-9 Sector-57, Ballabhgarh,
Faridabad, Haryana - 121004**

Dear Sir / Ma'am

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct to Regulate, Monitor and Report Trading in Securities by Designated Persons and their Immediate Relatives ("Code"), I, Name of DP or its immediate relative, DP/ immediate relative of a DP of Netweb Technologies India Limited ("Company"), jointly with Mr./Mrs._____, wish to purchase/sell/_____ equity shares of the Company. The details are as follows:

Name of Applicant	
Designation	
Number of Securities held as on date	
The application is for: a) acquisition of securities; b) subscription to securities; c) sale of securities d) other, pls specify	
Proposed date of trading in the securities	
Number of Securities proposed to be acquired /subscribed/sold	
Current Market price (as on the date of this application)	
Whether the proposed transaction will be through stock exchange or off-market	
Folio No./DP ID/Client ID No.	

DECLARATION:

I hereby confirm on my own behalf and on behalf of my immediate relative that:

- I am not in possession of any UPSI up to the time of signing this undertaking.
- In the event that I have access to or receive any UPSI after the signing of this declaration 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.

- iii. I have not contravened the provisions of the Code as notified by the Company from time to time.
- iv. In the event of this transaction being in violation of the Code or the applicable laws
 - a. I will, unconditionally release, hold harmless and indemnify to the fullest extent, the Company and its directors and officers, ("Indemnified Persons") for all losses, damages, fines, expenses, suffered by the Indemnified Persons,
 - b. I will compensate the Indemnified Persons for all expenses incurred in any investigation, defense, crisis management or public relations activity in relation to this transactions and
 - c. I authorize the Company to recover from me the profits arising from this transaction and remit the same to the credit of the Investor Protection and Education Fund administered by the SEBI.
- v. If approval is granted, I shall execute the trade within seven trading days of the receipt of approval failing which I shall obtain pre-clearance afresh.
- vi. I undertake to submit the necessary report, in the format prescribed by the Company, within two days of expiry of seven trading days following the date of approval for pre-clearance if execution of the transaction is not undertaken.
- vii. I am aware that I shall be liable to face penal consequences as set forth in the Code including disciplinary action under the Code of the Company, in case the above declarations are found to be misleading or incorrect at any time.
- viii. I have made full and true disclosure in the matter

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

Please grant your permission for the said transaction

Thanking you

Yours faithfully

Signature of DP/ immediate relative of DP:
Name of DP/ immediate relative of DP
Designation;
Department:
Date:

Approval/ Rejection of Pre-Clearance

I, _____, Compliance Officer of the Company hereby _____(Approve/Reject) the above application.

Reasons for rejection:

Place:

Signature:

Date:

Compliance Officer:

2. Reporting of trades executed as per pre-clearance or decisions not to trade after securing pre clearance

Date

To

The Compliance Officer

Netweb Technologies India Limited

Plot no. H-1, Block-H, Pocket-9 Sector-57, Ballabhgarh,

Faridabad, Haryana - 121004

Dear Sir/ Ma'am

Ref: Your Approval letter No. _____ dated _____ (in case of Pre-approved transaction)

I, _____ (Name), _____ (Designation and Department) of the Company residing at _____ hereby inform you that I

1. have not bought/sold/subscribed any Securities of the Company due to (state reason for inability to trade).
2. have bought/sold/subscribed to the _____ Securities as mentioned below on _____ (insert date)

(strikethrough whichever is not applicable)

Date of receipt of pre-clearance approval	
Whether trade executed	Yes No
In case, 'Yes', please fill in details below	
Date of purchase/ sale as per pre-clearance	
Nature of securities	
Bought /Sold/ Subscribed	
Balance shares held post the execution of the transaction	
DP ID/CLIENT ID (electronic form) or Folio no. for physical where the Securities will be debited or credited or PAN	
Price (Rs.)	
In case, 'No', please fill in details below	
Reasons for not trading as per pre-clearance	

I declare that the above information is correct and that no provisions of the Company's Code of Conduct to



Regulate, Monitor and Report Trading in Securities by Designated Persons and their Immediate Relatives and/or applicable laws/regulations have been contravened for effecting the above said transaction(s).

I agree to hold the above Securities for a minimum period of six months and also to not take positions in derivative transactions in the equity shares of the Company at any time. In case there is any urgent need to sell these Securities within the said period, I shall approach the Company (Compliance Officer) for necessary approval.

Thanking you
Yours faithfully

Signature: _____

Name:

Designation;

Department:

Date:

ANNEXURE B

SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a director/KMP/Promoter]

Name of the Company: Netweb Technologies India Limited

ISIN of the Company: INE0NT901012

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of the promoter group of the Company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN & address with contact nos.	Category of Person (Promoters or member of the promoter group / KMP /Directors / Immediate relative to / Others etc	Date of appointment of KMP/Director / OR Date of becoming Promoter/ member of the promoter group	Securities held at the time of appointment of KMP/Director or upon becoming Promoter or member of the promoter group		% of Shareholding
			Type of security (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements, etc.)	No	

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

Details of Open Interest (OI) in derivatives on the securities of the Company held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of the promoter group of the Company and by and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group			Open Interest of the Option Contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group		
Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options

Name & Signature:

Designation:

Date:

Place:

ANNEXURE C

SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (2) read with Regulation 6(2) – Continual disclosure]

Name of the Company: Netweb Technologies India Limited

ISIN of the Company: INE0NT901012

Details of change in holding of Securities of Promoter, Member of the Promoter Group, Designated Persons or Director of the Company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN, & addresses with contact nos	Category of Person (Promoters/Member of the promoter group /designated person / Directors / Immediate relative to / others etc)	Securities held prior to acquisition/disposal	Securities acquired/Disposed	Securities held post acquisition/disposal	Date of allotment advice/ acquisition of shares/ disposal of shares specify	Date of intimation to Company	Mode of acquisition / disposal (on market/public/ rights/ preferential offer / off market/ Inter-se transfer, ESOPs etc.)	Executed

		Type of security (For eg. – Shares, Warrants, Convertible Debentures Rights entitlements etc.)	No. and % of shareholding	Type of security (For eg. – Shares, Warrants, Convertible Debentures/ Rights entitlements, etc.)	No	Value	Transaction Type (Purchase / Sale/ Pledge / Revocation/ Invocation/ Others - please specify)	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement etc.)	No. and % of shareholding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	

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

(2) Value of transaction excludes taxes/brokerage/any other charges

Details of trading in derivatives of the company by promoter, member of the promoter group, designated person or Director of the Company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Trading in derivatives (Specify type of contract, futures or options etc)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options.

Name & Signature:

Designation:

Date:

Place:

ANNEXURE D

SEBI (Prohibition of Insider Trading) Regulations, 2015

Regulation 7(3) – Transactions by other connected persons as identified by the Company

Details of trading in securities by other connected persons as identified by the Company

Name of the Company: Netweb Technologies India Limited

ISIN of the Company: INE0NT901012

Name , PAN, CIN/ DIN,& address with contact nos. of other connected persons as identified by the company	Connection with company	Securities held prior to acquisition / disposal		Securities acquired/Disposed				Securities held post acquisition /disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify	Date of intimation to company		Mode of acquisition / disposal (on market/public/ rights/ preferential offer / off market/ Inter-se transfer, ESOPs etc.)	Exchange on which the trade was executed
		Type of security (For eg. – Shares, Warrant s, Con vertible Deb	No. of securities (For eg. – Shares, Warrant s, Con vertible Deb	Type of security (For eg. – Shares, Warrant s, Con vertible Deb	No. of securities (For eg. – Shares, Warrant s, Con vertible Deb	Value	Transaction Type (Purchase / Sale/ Pledge /	Type of security (For eg. – Shares, Warrant s, Con vertible Debentures/ Rights Entitle	No. of shares held		From	To		

		entures / Rights Entitlements etc.)	g	Convertible Debentures / Rights Entitlements etc.)			Revocation / Invocation / Others - please specify)	ment etc.)							
									0	1	2	3	4		

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

(ii) Value of transaction excludes taxes/brokerage/any other charges

Details of trading in derivatives on the securities of the Company by other connected persons as identified by the company

Trading in derivatives (Specify type of contract, futures or options etc.)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options.

Name:

Signature:

Place:

ANNEXURE E

DISCLOSURES BY DESIGNATED PERSONS UNDER CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING IN SECURITIES BY INSIDERS]

Name of the Company: Netweb Technologies India Limited

ISIN of the Company: INE0NT901012

ANNUAL DISCLOSURE

I STATEMENT OF SHAREHOLDING IN NETWEB TECHNOLOGIES INDIA LIMITED OF DESIGNATED PERSONS:

Name, Designation, Dept.	Category of Person (Directors/KMP//Employees/ immediate relatives/ others, etc.)	No. of shares held on 1st April 201....	No. of shares Bought during the year	No. of shares sold during the year	No. of shares held on 31st March 201....	Folio No./ DP ID/ Client ID

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

Basic Information:

Category	Name	PAN	Phone/ mobile/ cell numbers
Designated Person			
Immediate Relatives			
Persons with whom designated person(s) shares a material financial relationship			

I/We declare that my/our holding of the shares is in compliance with the Code of Conduct of the Company. I hereby undertake to inform the Compliance Officer whenever any change takes place in the details provided hereinabove.

Name & Signature:

Date:

Place:

ANNEXURE F

FORMAT OF ANNUAL DISCLOSURE BY DESIGNATED PERSONS AND THEIR IMMEDIATE RELATIVES

To,
The Compliance Officer,
Netweb Technologies India Limited
Plot no. H-1, Block-H, Pocket-9 Sector-57, Ballabhgarh,
Faridabad, Haryana - 121004

Dear Sir,
I, _____ (Name of the DP) hereby declare that following are the details of transaction in the Securities of Netweb Technologies India Limited made by me and/or my dependents during the financial year _____.

Particulars	Folio Nos./DP ID Client ID Nos.	Opening Balance As on 31.3.____	Add: Purchase(s)duri ng the year and price[s]	Less: Sales(s) during the year and the price[s]	Closing Balance
Name of the DP					
Immediate relatives*					
Spouse					
Father					
Mother					
Son / Step Son					
Daughter / Step Daughter					
Brother					
Sister					

*who is either dependent financially on me, or consults me in taking decisions relating to trading in securities

Name of the DP and signature
Date:
Company (applicable to Designated Person)
Empl. No.
Dept/Div.