

**POLICY FOR PREVENTION OF INSIDER TRADING AND
CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT
TRADING IN SECURITIES BY INSIDERS**

THE POLICY AND OBLIGATIONS

1. INTRODUCTION

Netweb Technologies India Limited ["NTIL"] in compliance of the Companies Act, 2013 and SEBI (Prohibition of Insider Trading) Regulations, 2015 and amendments thereof, implementing a policy for prevention of insider trading and code of conduct to regulate, monitor and report trading in securities by insiders. Insider trading means trading in Securities of a Company by its Directors, Employees, or other Insiders while in possession of Unpublished Price Sensitive Information ("UPSI"). Such trading by Insiders erode 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 SEBI (Prohibition of Insider Trading) Regulations, 2015 and amendments thereto and the same were made applicable to all companies whose securities were listed on Indian Stock Exchanges.

2. DEFINITIONS

- i. Act** means Securities and Exchange Board of India Act, 1992;
- ii. Board of Directors** means the Board of Directors of the Company;
- iii. Company** means Netweb Technologies India Limited.
- iv. Compliance Officer** means the Company Secretary of the Company.
- v. Connected Person** means any person who is or has
 - (a) 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
 - (b) any person who is or has during the two months prior to the concerned act been associated with the mutual fund, asset management company and trustees, directly or indirectly, in any capacity including by reason of frequent communication with its officers
 - (c) 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himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access and;
 - (d) by being in any contractual, fiduciary or employment relationship or by being a director, officer or employee of the asset management company and trustee or holds any position including a professional or business relationship with the mutual fund or asset management company or the trustees, whether temporary or permanent, that allows such a person, direct or indirect access to unpublished price sensitive information or is reasonably expected to allow such access;

The Person enumerated below shall be deemed to be a connected person if such person has access to UPSI or is reasonably expected to have access to UPSI unless the contrary is established

- a) An Immediate Relative of Connected Persons; 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 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;
 - (k) Sponsor, holding company or associate company or subsidiary company of the Sponsor or Asset management company and Trustees; or
 - (l) Board of Directors and key management personnel of sponsor of the mutual fund; or
 - (m) Directors or employees of registrar and share transfer agents, custodians or valuation agencies of the mutual fund who have access or are reasonably expected to have access to unpublished price sensitive information relating to a mutual fund scheme or its units in the course of business operations; or
 - (n) an official or an employee of fund accountant providing services to a mutual fund who have access or are reasonably expected to have access to unpublished price sensitive information relating to a mutual fund scheme or its units in the course of business operations; or
 - (o) an official or an employee of a self-regulatory organization recognized or authorized by the Board; or
 - (p) an official of a stock exchange for dissemination of information; or
 - (q) Directors or employees of auditor, legal advisor or consultants of the mutual fund or asset management company who have access or are reasonably expected to have access to unpublished price sensitive information relating to a mutual fund scheme or its units in the course of business operation; or
 - (i) an intermediary as specified in section 12 of the Act or an employee or director thereof who have access or are reasonably expected to have access to unpublished price sensitive information relating to a mutual fund scheme or its units in the course of business operations; or
 - (r) a banker of the mutual fund or asset management company; or
 - (s) a concern, firm, trust, HUF, company or association of persons wherein a director of an asset management company and Trustees or his immediate relative or banker of the company, has more than ten per cent of the holding or interest;
- vi. Contra Trade** means a trade or transaction which involves buying or selling any number of shares of the Company and within 6 months trading or transacting an opposite transaction involving sell or buy following the earlier transaction.
- vii. Designated Persons** Designated Persons" shall include -
- a. Promoters of the Company;
 - b. Directors of the Company;
 - c. Key Managerial Personnel (KMP) of the Company;
 - d. Employees in the Finance & Accounts, Risk & Internal Audit, Legal, Secretarial, Compliance, Treasury, Investor Relations, Human Resource, Business Excellence, Branding, IT and Team handling the Business & Operations, as may be determined by the Compliance Officer;
 - e. Other employees designated by the Compliance Officer from time to time;
 - f. Any support staff of the Company such as IT staff or Secretarial staff who have access to Unpublished Price Sensitive Information;
 - g. Employees of material subsidiaries of the Company designated on the basis of their functional role or access to Unpublished Price Sensitive Information in the organization by their board of directors;
 - h. Chief Executive Officer (CEO) and employees upto two level below CEO of the Company and material subsidiary, irrespective of their functional role in the Company or its material subsidiary or ability to have access to unpublished price sensitive information;
 - i. Any other Connected Person designated by the Company in consultation with the Compliance Officer based on their function and role; and
 - j. Immediate relative of (a.) to (i.) above.
- viii. General Available Information** means information that is accessible to the public on a non-discriminatory basis.
- (Note: Information Published on the website of a stock exchange, would ordinarily be considered generally available)**
- ix. Immediate relative** 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.
- x. Insider means any person who is:**
A connected person; or in possession of or having access to unpublished price sensitive information;

- xi. Key Managerial Personnel** means a person as defined in Section 2(51) of the Companies Act, 2013.
- 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. Proposed to be listed** shall include securities of an unlisted company:
- (i) if such unlisted company has filed offer documents or other documents, as the case may be, with the SEBI, stock exchange(s) or registrar of companies in connection with the listing; or
 - (ii) if such unlisted company is getting listed pursuant to any merger or amalgamation and has filed a copy of such scheme of merger or amalgamation under the Companies Act, 2013;
- xv. Regulations** shall mean the SEBI ((Prohibition of Insider Trading) Regulations, 2015 or any amendment or modification thereof;
- xvi. Restricted list** shall mean a list of companies prepared and available in the Company (listed or in process of listing with a recognised stock exchange) which are customers of the Company and from whom Company has received or may receive any unpublished price sensitive information during its dealing with the said Company;
- xv. Securities** shall have the meaning assigned to it under Section 2(h) of the Securities Contracts (Regulation) Act, 1956 or any modification thereof;
- xvi. Takeover Regulations** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendment thereof;
- xvii. 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.
- xviii. Trading Day** means a day on which the recognized stock exchanges are open for trading;
- xix. Unpublished price sensitive information or UPSI** means any information, relating to a company or its securities, and pertaining to a scheme of a mutual fund 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 and such other transactions;
 - Changes in key managerial personnel; and
 - change in the accounting policy;
 - material change in the valuation of any asset or class of assets;
 - restrictions on redemptions, winding up of scheme(s);
 - creation of segregated portfolio;
 - the triggering of the swing pricing framework and the applicability of the swing factor;
 - material change in the liquidity position of the concerned mutual fund scheme(s);
 - default in the underlying securities which is material to the concerned mutual fund scheme(s)
 - Any other matter as may be prescribed by the Board or Managing Director and Chief Financial Officer in consultation with the Compliance Officer of the Company.

3. RESTRICTIONS ON COMMUNICATION AND TRADING BY INSIDERS

3.1 Communication or procurement of Unpublished Price Sensitive Information:

- a. No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- b. Notwithstanding anything contained in the regulation, an Unpublished Price Sensitive Information 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 Unpublished Price Sensitive Information 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.
- c. For the purpose of clause 3.1.b. 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 3.1.b. above, and shall not otherwise trade in securities of the Company when in possession of Unpublished Price Sensitive Information.

3.2 Legitimate purposes

In line with clause 2A of Regulation 3 of Regulations and any modification(s)/ amendment(s) thereto Policy for determination of legitimate purposes is as under:

- i. **"Legitimate purpose"** shall mean Sharing of UPSI in the 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 Regulations.
- ii. Any person in receipt of UPSI pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of these regulations and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.
- iii. No insider shall communicate, provide or allow access to any UPSI, relating to a company or its securities listed or proposed to be listed, to any person including other insiders, except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations ;
- iv. No person shall procure from or cause the communication by an insider of UPSI, relating to the Company or its securities listed or proposed to be listed except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations;
- v. A structured digital database shall be maintained containing the names of such persons or entities, as the case may be, with whom information is shared for legitimate purposes along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Adequate and effective system of internal controls will also be laid out to secure such database. Documents containing confidential information shall be kept secured. Computer files must have adequate security login and password, etc. The structured digital database should 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 Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.
- vi. Trading by insiders including promoters, non-individual insiders when in possession of Unpublished Price Sensitive Information shall be governed by Regulation 4 of the Regulations.

4. TRADING PLANS

- a) An Insider shall 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 behalf in accordance with such plan.
- b) (i) Insider shall submit trading plan to the Company which shall be disclosed to the public before six months from the commencement of trading.
 - ii) Insider shall not trade for period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced, by the Company and the second trading day after the disclosure of such financial results.
 - iii) Insider shall entail trading plan for a period of not less than twelve months.
 - iv) If another trading plan is already in existence, other plan shall not be accepted covering the same time period.
 - v) Insiders in his trading plan shall set out the number of Securities to be traded along with the nature

of the trade and time gap between the trade and dates on which such trade shall be effected.

- vi) Insider shall not entail trading in securities for market abuse.
 - vii) Compliance officer shall review the trading plan, approve, and monitor the implementation of the plan.
 - viii) 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.
 - ix) The insider shall not execute the aforesaid 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, insider shall execute trading plan when such information shall become public.
- After approval of the trading plan the Compliance officer shall inform the recognized stock exchanges where securities are listed.
- x) Insider shall submit trading plan along with the declaration and application in the format as specified in the Annexure A of the Policy.

5. PROHIBITION ON INSIDER TRADING

An Insider shall not, directly, or indirectly-

- a.** Trade in securities that are listed or proposed to be listed when in possession of UPSI;

Provided that the restriction in 5 (a) above shall not apply to:

- i.** 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 these policy and both parties had made a conscious and informed trade decisions.
- ii.** the transaction was carried out through the block deal window mechanism between persons who were in possession of the unpublished price sensitive information without being in breach of regulation 3 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 Regulations.
- iii.** the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.
- iv.** 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.
- v.** 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;

- vi.** The trades were pursuant to a trading plan set up in accordance with the policy.

- a. In the case of connected persons the onus of establishing, that they were not in possession of unpublished price sensitive information, shall be on such connected persons and in other cases, the onus would be on the Board
- b. The Board may specify such standards and requirements, from time to time, as it may deem necessary for the purpose of these regulations.

6. TRADING WINDOW

- a) The Compliance officer shall notify a "trading window" during which the insiders may trade in the Company's Securities in accordance with the regulation.
- b) Insiders shall not trade in the Company's Securities when the trading window is closed.
- c) Unless otherwise specified by the Compliance officer, the trading window would be closed in the following events:-
 - Declaration of financial results (quarterly, half yearly and annually), standalone and consolidated, of the Company;

- Intended declaration of dividend, whether interim or final
 - Change in capital structure
 - Merger, demerger, acquisition, delisting, disposal of whole or substantially the whole of the undertaking and major expansion of business.
 - Any change in Key Managerial Personnel's.
 - Material events in accordance with the SEBI (LODR) Regulations, 2015.
 - Issue of securities by way of public, bonus, right etc or buy-back of securities.
 - Any information which, if disclosed, in the opinion of the person disclosing the same is likely to materially affect prices of the securities of the Company.
- d) The trading window shall be closed for the board meeting in which matters related to UPSI or the matters for which trading window is to be closed may be discussed and decided.
- e) The trading window shall be closed when Compliance Officer determines that a Designated Person or Class of Designated Persons can reasonably be expected to have possession of UPSI.
- f) The trading window may be re-opened after closure, not earlier than 48 hours after the UPSI in question becomes generally available.
- g) The details of Closure of Trading Window will be informed through email whenever it is closed.

PRE CLEARANCE OF TRADE IN SECURITIES:

- a) Designated Persons may trade in securities of the Company when the trading window is open, subject to the approval of the Compliance officer by submitting an application as per Annexure A mentioned in the policy, if the value of the trade is exceeding to Rs 5,00,000 [Rupees Five Lakhs only] in a calendar quarter 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 is not in possession of UPSI while executing the de minimis Trade 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 is not in possession of UPSI while executing the de minimis Trade.
- b) The Compliance Officer shall not approve any proposed Trade by Designated Person if the Compliance Officer determines that such Designated Person is in possession of UPSI even through the trading window is open.
- c) The Compliance officer may, after being satisfied that the application and undertaking are true and accurate, approve trading by a Designated Person, 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 in 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 unpublished price sensitive information;
 - iii. confirming that the applicant has not done any prior contra trade within the period of six months;
 - iv. confirming that the securities for which pre-clearance has been sought is not covered under the restricted list;
- e) The Designated Person shall, within two days of the trade, submit the details of such trade to the Compliance Officer as per Annexure A to this policy. In case the transaction is not undertaken, a report to that effect shall be filed in the said form.
- f) If the pre-cleared trade is not executed within seven trading days after the approval is given, the Designated Person must secure pre-clearance of the proposed transaction again.

A Designated Person who trades in securities without complying with the pre-clearance procedure as envisaged in the policy 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 policy.

- 7. Prohibition on Contra Trade within six months:** A Designated Person who is permitted to trade (buy or sell) shall not execute a contra trade (sell or buy) any number of securities for the next six months following the prior transaction unless permission in this regard has been obtained from Compliance Officer. This restriction is not applicable for trades carried out in accordance with the approved trading plan.

In case a contra trade is executed within 6 months inadvertently or otherwise, in violation of such a restriction, 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. This provision shall not be applicable for trades pursuant to exercise of employee stock option.

8. DISCLOSURE OF TRADING BY INSIDERS

8.1 General Provisions

- a) Every public disclosure shall be made in the forms as prescribed under the Regulations from time to time.
- b) The disclosures to be made by any person under this policy
 - shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.
 - 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, in such form as may be specified.

8.2 Disclosures by Certain Persons

A) 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 policy as **Annexure B**.

B) Continual Disclosure

Every Promoter, member of promoter group, designated person and director of the Company shall disclose as per prescribed form mentioned under SEBI (Prohibition of Insider Trading) Regulation, 2015, 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, 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 disclosure shall be made within two working days of receipt of disclosure or from becoming aware of such information.

The above disclosures shall be made in the form as specified in Annexure C to this policy.

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 Continual Disclosure or from becoming aware of such information.

D) Disclosure by other connected persons

The Compliance Officer may, require any other Connected Person to disclose the holding and trading in securities of the Company per form annexed as Annexure D.

E) Annual Disclosure

Designated Persons shall disclose Names and Permanent Account Number or any other identifier authorized by law of the following persons on an annual basis within 30 days from the end of the financial year and when the information changes the Designated Person shall inform the Company of such change promptly as per Annexure E.

- i). Immediate Relatives
- ii). persons with whom such Designated Person(s) shares a Material Financial Relationship
- iii). Phone numbers including mobile numbers which are used by the above persons

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.

9. CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING IN SECURITIES

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, 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.

He/She shall be responsible for setting forth the policies, procedure, maintenance of records, monitoring adherence to the policy 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 Company. In the performance of his /her duties, the Compliance officer shall have access to all information and documents relating to the securities of the Company.

- a) He/She shall maintain a record of Promoter, member of Promoter Group, Designated Persons and any changes made therein.
- b) He/She may in consultation with the Chairman / Executive Director and shall as directed by the Board, specify the prohibited period from time to time and immediately make an announcement thereof to all concerned.
- c) He/She shall maintain a record of prohibited period specified from time to time.
- d) He/She shall be responsible for setting forth policies, procedures, monitoring adherence to the policy for the preservation of 'Unpublished Price Sensitive Information', 'pre-clearing of Designated Persons' trades, monitoring of trades and the implementation of this Code under the overall supervision of the Board of Directors of the Company.
- e) He/She shall maintain records of all the declarations submitted in the appropriate form under this Code for a minimum period of five years.
- f) He/She shall place before the Board, on a quarterly basis all the details of the dealing in the securities by the Designated Persons with relevant documents that such persons had executed under the pre-dealing procedure as envisaged in this Code. He/She shall also provide the said details, on a quarterly basis, to the Chairman of the Audit Committee of the Board or to the Chairman of the Board.
- g) He/She shall from time to time inform the Stock Exchanges of any Unpublished Price Sensitive Information on immediate basis.
- h) He/She shall intimate to all Stock Exchanges on which the securities of the Company are listed the relevant information received.
- i) He/She shall be responsible for overseeing and co-ordinating disclosure of Unpublished Price Sensitive Information to Stock Exchanges, analysts, shareholders, and media and educating staff on disclosure policies and procedure.
- j) He/She shall inform SEBI of any violation of SEBI (Prohibition of Insider Trading) Regulations, 2015 within 7 days of knowledge of any such violation.
- k) He/ She shall review and grant approval of the trading plan.

10. HANDLING OF UPSI

Preservation of UPSI:

- a) Designated Persons shall maintain the confidentiality of all UPSI coming into their possession or control.
- b) To comply with this confidentiality obligation, the Designated Persons shall not:
 - (i) communicate, provide, or allow access of UPSI to any person directly or indirectly, including by way of making a recommendation for the purchase or sale of Securities of the Company unless such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations; or
 - (ii) discuss UPSI in public places, or

- (iii) disclose UPSI to any Employee who does not need to know the information for discharging his or her duties, or
- (iv) recommend to anyone that they may undertake trading in Securities of the Company while being in possession, control, or knowledge of UPSI, or
- (v) be seen or perceived to be trading in Securities of the Company while in possession of UPSI.

Need to know:

The Designated Persons and / or insiders 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, the course of performance or discharge of their duty and whose possession of UPSI will not in any manner give rise to a conflict of interest or likelihood of misuse of the information. 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; and
- 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.

Chinese Wall Procedures:

- a. To prevent the misuse of UPSI, the Company shall separate those areas of the Company which routinely have access to UPSI, considered "inside areas" from other areas including operations or other departments providing support services, considered "public areas".
- b. 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. 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.
- c. All the non-public information directly received by any employee should immediately be reported to the head of the department. In exceptional circumstances employees from the public areas may be brought "over the wall" and given confidential information on the basis of "need to know" criteria, under intimation to the Compliance Officer.

Penalty for Contravention of the Code

- a. Every designated employee 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. Any Director/Designated Persons who trades in Securities or communicates any information for trading in Securities in contravention of the Code may be penalised and appropriate action may be taken by the Company.
- c. Directors/Designated Persons of the Company who violate the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, recovery, claw back, etc. Any penalty amount collected under this clause shall be remitted to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the SEBI Act.
- d. The 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 is liable to a maximum 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. Under Section 24 of the SEBI Act, anyone who contravenes the Regulations is punishable with imprisonment for a maximum period of ten years or with fine which may extend to twenty-five crore rupees or with both.
- g. 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 counselling 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 specified amount to Investor Protection and Education Fund administered by it.

Protection against reporting of suspected or alleged violations

The Company will protect any employee, who is an Informant, against retaliation and victimisation under the Code. Employee who reports to SEBI about an alleged violation of insider trading laws in accordance with the mechanism introduced by SEBI (Prohibition of Insider Trading) (Third Amendment) Regulations, 2019 will be protected against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination.

Information to SEBI in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015 including any amendments thereof

In case it is observed by the Company/Compliance Officer that there has been a violation of the Regulations, SEBI shall be informed by the Company.

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 law, applicable law 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-TRADING APPROVAL****To,****The Compliance Officer,
Netweb Technologies India Limited
Add: Plot no. H-1, Block-H, Pocket-9 Sector-57, Ballabhgarh,
Faridabad, Haryana India**

Pursuant to the SEBI (Prohibition of insider Trading) Regulations, 2015 and the Company's Insider Trading Policy, I seek approval to purchase/sell/ subscribe _____ equity shares of the Company as per details given below:

Name of Applicant	
Designation	
Number of Securities held as on date	
Folio No./DP ID/ Client ID No.	
The proposal is for a) Purchase of Securities b) Subscription to Securities c) Sale of Securities	
Proposed date of trading in securities	
Number of Securities proposed to be purchased/subscribed/sold	
Current Market price (as on date of application)	
Whether the proposed transaction will be through stock exchange or off-market trade	
Folio No./DP ID/Client ID No. where the securities will be credited / debited	

DECLARATION:

I confirm on my own behalf and on behalf of my relative that: .

- (i). I am not in possession of any UPSI up to the time of signing this undertaking.
- (ii). 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 trading in the securities of the Company until such information becomes public.
- (iii). I have not contravened the provisions of the policy as notified by the Company from time to time.

In the event of this transaction being in violation of the policy or the applicable laws, a) I will, unconditionally release, hold harmless and indemnify to the fullest extent, the Company and its directors and officers, (the "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 SEBI for credit of the Investor Protection and Education Fund administered by the SEBI.

(iv). I undertake to submit the necessary report within two days of execution of the transaction/ a "NIL" report if the transaction is not undertaken.

(v). If approval is granted, I shall execute the trade within seven days of the receipt of approval failing which I shall pre-clearance afresh.

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

Signature: _____
Name:
Designation;
Department:
Date:

Approval/ Rejection of Pre-Clearance

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

Reasons for rejection:

Place:
Date:

Signature:
Compliance officer:

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

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	
No. of shares purchased	
No. of shares sold	
Balance shares held	
In case, 'No', please fill in details below	
Reasons for not trading as per pre-clearance	

Signature: _____

Name:

Designation;

Department:

Date:

ANNEUXRE 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 of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP /Directors / Immediate relative to / Others etc	Securities held as on the date of regulation coming into force		% of Shareholding
		Type of security (For eg. – Shares, Warrants, Convertible Debentures 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 of the Company 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).

Open Interest of the Future contracts held at the time of becoming Promoter/ appointment of Director/KMP			Open Interest of the Option Contracts held at the time of becoming Promoter/ appointment of Director/KMP		
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, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN, & addresses with contacts	Category of Person (Promoters/ KMP / 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/ 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.)	
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of share holding	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No	Value	Transaction Type (Buy/Sale/Pledge / Revoke/ Invoke)	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of share holding				From
1	2	3	4	5	6	7	8	9	10	11	12	13	14

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

Details of trading in derivatives of the company by Promoter, Employee or Director of a listed company 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/D IN,& address with contact	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.)	
		Type of security (For eg. - Shares, Warrants, Convertible Debentures etc.)	No. of % of shares	Type of security (For eg. - Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/Sale/Pledge/Revoke/Invoke)	Type of security (For eg. - Shares, Warrants, Convertible Debentures etc.)	No. and % of shares held		From	To		

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

Details of trading in derivatives of the company by Promoter, Employee or Director of a listed company 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:
Place:

ANNEXURE E

[CLAUSE 7.2 (E) - DISCLOSURES BY CERTAIN PERSONS UNDER POLICY FOR PREVENTION OF INSIDER TRADING AND 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/ Senior Managerial Personnel/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 take place in the details provided hereinabove.

Name & Signature:

Date:

Place: