



Code of Conduct
for
Prevention of Insider Trading
of
E2E Networks Limited

(Effective w.e.f April 1, 2019)

(Last updated on April 1, 2019)



CHAPTER – 1

Introduction

This code shall be known as “**Code of Conduct for Prevention of Insider Trading of E2E Networks Limited**” (“**Code**”) made pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 (“**PIT Regulations**”).

1.1 Applicability

This code shall apply to Designated Persons of E2E Networks Limited (“**the Company**”) as defined in the Code and their dependents;

1.2 Definitions

- (a) “**Act**” means the Securities and Exchange Board of India Act, 1992;
- (b) “**Board**” means Securities and Exchange Board of India.
- (c) “**Body Corporate**” means a body corporate as defined in section 2(11) of the Companies Act, 2013;
- (d) “**Company**” means E2E Networks Limited;
- (e) “**Compliance Officer**” means Company Secretary of the Company and in his absence any other senior officer, designated so and reporting to the Board of Directors as mentioned in the Regulations provided that Compliance officer shall be financially literate i.e he has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows.
- (f) “**Connected Person(s)**” means persons as defined in PIT Regulations.



(g) ***“Dealing in Securities or Trading”*** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any Securities, and "trade" shall be construed accordingly.

(h) ***“Dependent(s)”*** includes a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person or consults such person in taking decisions relating to trading in securities.

(i) ***“Designated Persons(s)”*** shall include following persons including employees of the Company: —

1. Directors of the Company
2. Key Managerial Personnel of the Company
3. Promoter and Promoter Group
4. Employees
 - i. upto two levels below Managing Director/Chief Executive Officer of the Company
 - ii. of following departments:
 - a. Finance & Tax Department
 - b. Secretarial
 - iii. who are executive assistants to the persons mentioned in (1) to (4) above
 - iv. any other employee as may be determined and informed by the Compliance officer from time to time.

(j) ***“Director(s)”*** means a Director appointed on the board of the Company.

(k) ***“Insider(s)”*** means any person who is:

- a Designated Person
- a Connected Person; or
- in possession of or having access to Unpublished Price Sensitive Information;



- (l) **“Key Managerial Personnel”** means key managerial personnel as defined in the Companies Act, 2013 and includes
- (a) Chief Executive Officer;
 - (b) Managing Director;
 - (c) Manager;
 - (d) Company Secretary;
 - (e) Whole-Time Director;
 - (f) Chief Financial Officer.
- (m) **“Material Financial Relationship”** means a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer’s annual income but shall exclude relationships in which the payment is based on arm’s length transactions.”
- (n) **“Promoter and Promoter Group”** means persons as shown in as promoter and promoter group in the latest shareholding pattern filed by the Company with the Stock Exchanges under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- (o) **“Regulations”** means SEBI (Prohibition of Insider Trading) Regulations, 2015
- (p) **“Securities”** means Securities of the Company and shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof except units of a mutual fund;
- (q) **“Unpublished Price Sensitive Information/ UPSI”** means information as defined in PIT Regulations.
- 1.3** Words denoting the singular shall include the plural and vice versa and words denoting masculine gender shall include reference to feminine or neuter gender
- 1.4** Words and expressions used and not defined in this code but defined in the SEBI (Prohibition of Insider Trading) Regulations, 2015, Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules and



regulations made thereunder shall have the meanings respectively assigned to them in those legislation.

1.5 Unless the context requires otherwise, employee shall mean employee of the Company.

1.6 Compliance Officer

1.6.1 The Compliance Officer shall be responsible for setting forth policies and procedures and monitoring adherence to the rules for the preservation of unpublished price sensitive information, maintaining database containing details of Designated Persons and details of such persons/entities with whom UPSI is shared, pre-clearing of all Designated Persons and their Dependents trades (through respective department heads, if any), monitoring of trades and implementation of this Code under the overall supervision of the Board of the Company.

1.6.2 The Compliance Officer shall maintain a record of the Designated Persons and any changes made in the list of Designated Persons and Insiders as per requirements of PIT Regulations.

1.6.3 The Compliance Officer shall assist all employees, Designated Persons, Insiders of the Company in addressing any clarification regarding PIT Regulations and the Company's Code.

1.6.4 The Compliance Officer shall report to the Board of Directors and shall provide reports to the Audit Committee of the Company, atleast once in a year



CHAPTER – 2

PRESERVATION OF UNPUBLISHED PRICE SENSITIVE INFORMATION

2.1 No Designated Person/Insider shall communicate, provide, or allow access to any UPSI , relating to the Company or Securities listed or proposed to be listed, to any person including other Insiders except where such communication is in furtherance of the Designated Person/Insider’s legitimate purposes, performance of duties or discharge of legal obligations or as permitted in the PIT Regulations and is in accordance with Code of Practices and Procedures for Fair Disclosure of Price Sensitive Information of the Company.

2.2 Chinese Wall

- a. To prevent the misuse of confidential information, the Company shall adopt a "Chinese Wall" policy separating those areas of the Company which routinely have access to confidential information, considered "inside areas" from those areas which deal with sale/marketing/operations or other departments providing support services, considered "public areas".
- b. Demarcation of the various departments as inside area may be implemented by the Company.
- c. The employees in inside area may be physically segregated from employees in public area.
- d. The employees in the inside area shall not communicate any Price Sensitive Information to anyone in public area.



- e. In exceptional circumstances, Designated Persons 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.

CHAPTER 3

PREVENTION OF MISUSE OF 'PRICE SENSITIVE INFORMATION

3.1 All Designated Persons/Insiders of the Company shall be subject to trading restrictions as enumerated below.

3.2 Trading Window

3.2.1 The Company shall specify a trading period, to be called "trading window", for trading in the Company's Securities. The trading window shall be closed during the time the information referred to in para 3.2.3 is unpublished or any time as communicated by the Compliance Officer.

3.2.2 When the trading window is closed, the Designated Persons/Insiders and their Dependents shall not trade in the Company's Securities in such period except where trading plan has been approved by the Compliance Officer.

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

- a) Declaration of financial results;
- b) Declaration of dividends;
- c) change in capital structure by way of public/rights/preferential issue;
- d) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions; and
- e) changes in Key Managerial Personnel;



3.2.4 The time for commencement of closing of trading window and re-opening of trading window shall be decided by the Company. However, in any case:

- a) unless communicated otherwise, trading window will close at least 48 hours before the information referred to in para 3.2.3 becomes public.
- b) the re-opening of trading window shall not be earlier than 48 hours after the information referred to in para 3.2.3 becomes public.

3.2.5 All Designated Persons/Insiders of the Company shall conduct all their dealings in the Securities of the Company only in a valid trading window or as per approved trading plan and shall not deal in any transaction involving the purchase or sale of the Company's Securities during the periods when trading window is closed or where there is no pre-approved trading plan, or during any other period as may be specified by the Company from time to time.

3.2.6 In case of ESOPs, exercise of option may be allowed in the period when the trading window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when trading window is closed.

3.3 Trading Plan

3.3.1 Trading plan is a plan under which a Designated Person can trade in Securities even when trading window is closed. It gives an option to Insiders who may be perpetually in possession of UPSI and enabling them to trade in Securities in a compliant manner. This provision would enable the formulation of a trading plan by a Designated Person to enable him to plan for trades to be executed in future. By doing so, the possession of UPSI when a trade under a trading plan is actually executed would not prohibit



the execution of such trades that he had pre-decided even before the UPSI came into being.

3.3.2 Every Designated Person 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 behalf in accordance with such plan.

3.3.3 While presenting the trading plan, following points shall be kept in mind:

a) There must be a gap of 6 months between the public disclosure of plan and commencement of trading.

In any case, it should be remembered that this is only a statutory cool-off period and would not grant immunity from action if the Designated Person was to be in possession of the same UPSI both at the time of formulation of the plan and implementation of the same.

b) In any case, trading will not be permitted between 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.

c) Trading plan shall entail trading for a period of not less than twelve months.

d) Trading plan shall not entail overlap of any period for which another trading plan is already in existence.

e) Trading plan shall set out either the value of trades to be effected or the number of Securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected.



f) Trading on the basis of such a trading plan would not grant absolute immunity from bringing proceedings for market abuse.

3.3.4 While granting the approval, the Compliance Officer shall be entitled to seek such express undertakings as he may think necessary to assess and approve the plan.

3.3.5 The trading plan once approved shall be irrevocable and the Designated Person 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.

Provided that the implementation of the trading plan shall not be commenced if any UPSI in possession of the Designated Person at the time of formulation of the plan has not become generally available at the time of the commencement of implementation.

3.3.6 Once the trading plan is approved, the Compliance Officer shall notify the plan to the stock exchanges on which the Securities are listed.

3.4 Pre-clearance of Trades

3.4.1 All Designated Persons and their Dependents who intend to deal in the Securities of the Company shall pre-clear the intended transactions including those of 'Dependent' in the Securities of the Company as per the pre-dealing procedure described hereunder.

Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.



- 3.4.2** Such pre-clearance of trade would be applicable wherever any Designated Person/his Dependent intends to deal in the Securities of the Company in excess of the minimum threshold limit of market value exceeding Rs. 5,00,000/- or 10,000 Securities whichever is less in one or more tranche in any one quarter. Trades of the Compliance Officer which require pre-clearance in terms of the above shall be approved by the Managing Director or Chief Executive Officer or in their absence by any Whole Time Director of the Company.
- 3.4.3** An application in “**Form I**”, as prescribed in the Code, shall be made to Compliance Officer, after obtaining the approval of departmental head, if any, indicating the estimated number of Securities that Designated Person intends to deal in and details of depository with which he has a depository account and such other details as may be required by any rule made by the Company in this behalf.
- 3.4.4** An undertaking in “**Form I**” shall be executed in favour of the Company by such Designated Person.



CHAPTER 4

OTHER RESTRICTIONS

- 4.1** Where any transaction has been approved, the Designated Person and their Dependents shall execute the order within one week of the clearance of the transaction, and where any transaction has been approved with any additional restrictions, the same shall be executed within the above time in accordance with the additional restrictions specified. If the order is not executed within one week after the approval is given, the Designated Person must pre-clear the transaction again.
- 4.2** The Compliance Officer shall have a right to revoke any clearance granted to any transaction or add further additional restrictions to any clearance, before the relevant transaction has been executed.
- 4.3** In case any transaction has been refused, the Designated Person and their Dependents shall be free to re-apply for pre-clearance of the transaction, which was refused, to the next higher authority i.e to Managing Director/Chief Executive Officer/Whole-Time Director, if Compliance Officer has refused the transaction.
- 4.4** All Designated Persons who buy or sell any number of Securities of the Company shall not enter into a contra trade or opposite transaction i.e. sell or buy any number of Securities during the next six months following the prior transaction.

However, buying of shares pursuant to exercising of stock options and then selling of those shares within a period of six months shall not be deemed to a contra trade provided such trade does not violate the Code and the Regulations.



Provided further that trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.

- 4.5** No Designated Person shall take positions in derivative transactions in the Securities of the Company at any time.
- 4.6** The compliance officer would be empowered to grant relaxation from strict application of such restriction on contra-trade for reasons to be recorded in writing provided that such relaxation does not violate these regulations.

However, if a contra trade is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Board for credit to the Investor Protection and Education Fund administered by the Board.



CHAPTER 5

REPORTING REQUIREMENTS

5.1 All Designated Persons/Connected Persons are required to forward the following details to the Compliance Officer.

5.1.1 Initial Disclosure

All Designated Persons shall be required to forward their details (including details of their Dependents and persons with whom such Designated Person shares a Material Financial Relationship) and details all holdings in Securities or voting rights held and positions taken in derivatives by such person to the Compliance Officer as per “**Form II**” prescribed in the Code alongwith non-disclosure agreement within 7 days of joining/appointment or becoming the Designated Person, whichever is applicable.

5.1.2 Continual Disclosure

All Designated Persons shall be required to forward following details : -

- (i) Annual statement in “**Form III**”, as prescribed in Code of all holdings in Securities within 30 days from the end of the financial year.
- (ii) Details of Dependents and persons with whom they have Material Financial Relationship in “**Part II of Form II**”, as prescribed in Code within 30 days from the end of the financial year.

5.1.3 Event Based Disclosure

Disclosures by Designated Persons

Every Designated Employee shall disclose 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 transactions over any calendar quarter, aggregates to a traded value in excess



of ten lakh rupees or such other value as may be specified by Board in such format as specified under PIT Regulations.

Provided that if Designated Person does any off-market trade in Securities of the Company, he shall disclose the details of such trade within two working days to the Company in such format as specified under PIT Regulations.

Explanation 1: The disclosures of trading in Securities shall also include trading in derivatives of Securities and the traded value of the derivatives shall be taken into account.

Explanation 2: It is clarified for the avoidance of doubts that the disclosure of the incremental transactions after any disclosure under this rule, shall be made when the transactions effected after the prior disclosure cross the threshold specified.

- 5.2** The Compliance Officer shall maintain a record of all the declarations given by all Designated Persons and Connected Persons for a minimum period of five years.
- 5.3** The Compliance Officer shall place before the audit committee or a Committee notified by the Board at least on a yearly basis all the details of the dealing in the Securities of the Company by the Designated Persons and Connected persons received by him and the accompanying documents that such persons had executed under the pre-dealing procedure as envisaged in this Code, wherever applicable.



CHAPTER 6

Leak/Suspected leak of Unpublished Price Sensitive Information

1. Any Employee of the Company or its subsidiaries can report instances of leak or suspected leak of UPSI (UPSI Leak) under Whistle Blower Policy of the Company ("WB Policy").

However, notwithstanding anything contained in WB Policy in this regard, any complaint received relating to UPSI Leak shall be placed before the Audit Committee by the Chairman of the Audit Committee (who is also ombudsperson under WB Policy). Audit Committee will investigate the UPSI Leak and all other connected matters in the manner it may deem fit including engaging internal people/outside consultants to assist in the investigation.

2. Audit Committee may ask any information from relevant Insiders, intermediaries and fiduciaries of the Company in relation to such UPSI Leak.
3. Enquiry by the Audit Committee shall be completed in a time-bound manner but not later than three months from date of complaint received by ombudsperson. If enquiry gets delayed beyond three months, then reasons for same shall be recorded by the Audit Committee in writing along with the revised timelines.
4. Audit Committee may call in person any employee, Designated Persons or Insider of the Company in relation to the enquiry and that person shall fully cooperate in the enquiry including but not limited to sharing his official laptop, personal details for the purpose of enquiry failing which it shall be deemed to be mis-conduct and non-cooperation on the part of that person and shall be accordingly dealt with in accordance with this Code and Company's other Codes and Policies.
5. Decision of Audit Committee in relation to enquiry shall be final and any violation shall be dealt in accordance with the Code in addition to actions that may be taken under WB Policy and other Codes and Policies of the Company.
6. Compliance Officer shall inform the SEBI about UPSI Leak and decision of Audit Committee within one working day from the date on which UPSI Leak matter was discussed by the Audit Committee and decided that an enquiry be initiated in the matter. Thereafter, once the inquiry is concluded by the Audit



Committee, details of such conclusion and decision of Audit Committee shall also be intimated to SEBI within one working day from date of such decision

CHAPTER 7

Penalty for Contravention of the Code

- 6.1** Every Specified person shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions thereof are applicable to his/her dependents).
- 6.2** Any Designated person who trades in Securities or communicates any information for trading in Securities in contravention of this Code may be penalised and appropriate action may be taken by the Company.
- 6.3** Designated Persons of the Company who violate this Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, recovery, clawback, render ineligible for future participation in employee stock option plans, etc.
- 6.4** The action by the Company shall not preclude Board from taking any action in case of violation of Regulations.
- 6.5** In case the Company observes that there has been a violation of these Regulations, the Company shall inform Board.



CHAPTER 8

FORMS

Form I

To,

Date:

The Compliance Officer
EZE Networks Limited

From: Name:
Designation:
Department:

Through: Head of Department(if any)

With reference to the Code of Conduct for Prevention of Insider Trading of the Company, I, the undersigned, seek your approval to buy/sell as a principal/agent in _____Equity Shares of the Company, aggregating in value Rs._____(approx.)

STATEMENT OF HOLDINGS AT THE TIME OF PRE-CLEARANCE

I. DETAILS OF SHAREHOLDING OF DESIGNATED PERSONS HELD IN THEIR OWN NAME

Name	Designation	Department	No. of Shares Held (with Folio No/DP ID/Client ID)	Nature of Transaction for which Approval is sought [Purchase/Sell/Others (Pls. Specify)]	No. of Shares to be dealt	Aggregate value of the Transaction(Rs.) (approx.)

II. DETAILS OF SHARES HELD BY DEPENDANTS

Name	Relationship	No. of Shares Held (with Folio/DP ID/Client ID)	Nature of Transaction for which Approval is sought [Purchase/Sell /Others (Pls. Specify)]	No. of Shares to be dealt	Aggregate value of the Transaction Aggregate value of the Transaction(R s.) (approx.)



Please tick the appropriate case:

I/We hereby declare that I have not purchased any share in last 6 months (If approval is sought for selling of shares)	
I/We hereby declare that I have not sold any share in last 6 months (If approval is sought for purchase of shares)	
The Shares to be dealt in are allotted under ESOP Scheme of the company and are not subject to lock in period of 6 month.	

Signature

Name of Designated Person

Name of Department Head

Signature

**In case the sale of securities is necessitated by personal emergency, Designated Person shall specify the reasons.

Reasons

Enclosure: Undertaking

FOR OFFICE USE ONLY

PRE CLEARANCE ORDER

This is to inform you that your request for dealing in _____(nos.) _____ Shares/Debentures/Other Securities of the Company is approved. Please note that the said transaction must be completed within 7 days from the date of this order.

Conditions (if any).....

For EZE Networks Limited.

Date _____

Compliance Officer/Managing Director



UNDERTAKING

I, _____ (Name, Designation and Deptt.) residing at _____, desirous of dealing in _____ (nos.) of _____ Equity Shares/Pref. Shares/Debentures/Other Securities (Please specify) as mentioned in my application dated _____ for pre-clearance of the transaction.

As required by the Code, I hereby state that

- (a) I have no access to nor do I have any information that could be construed as "Price Sensitive Information" as defined in the Code upto the time of signing this undertaking;
- (b) I am executing the transaction as per duly approved trading plan. (Please delete this clause if not applicable)
- (c) In the event that I have access to or received any information that could be construed as "Unpublished price sensitive information" as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the Same and shall completely refrain from dealing in the Securities of the company until such information becomes public;
- (d) I have not contravened the provisions of the Code as notified by the company from time to time;
- (e) I have made full and true disclosure in the matter.

Place:

Date:

Signature

Name



Form II

Part I

Details of Individual

Emp. Code	PAN No.	Official email id	Personal email id	Mobile Number	Date of Becoming Designated Person	Name and address of Educational Institution from which Highest Professional Course is completed	Names of Past three employers	Demat Account Details	Non Disclosure Agreement signed (Yes/No)

Part II

Details of Dependent

Name of Dependent	Address	Relation	PAN No. or in case of No PAN then Adahar no./ Passport No/ Driving License No.	Personal email id	Mobile Number	Demat Account Details

Details of Persons with whom there if Material Financial Relationship

Name of Dependent	Address	Relation	PAN No. or in case of No PAN then Adahar no./ Passport No/ Driving License No.	Personal email id	Mobile Number	Demat Account Details



Part III

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: _____

ISIN of the company: _____

Details of Securities/ 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).

Name, PAN No., CIN/DIN & Address with contact nos.	Category of Person (Promoters/ KMP / Directors/im mediate relatives/oth ers etc.)	Date of appointm ent of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter/appointment of Director/KMP		% of Shareho lding	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			
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No		Contrac t specifications	Number of units (contrac ts * lot size)	Notio nal value in Rupee terms	Contr act speci ficati ons	Numb er of units (contr acts * lot size)	Notional value in Rupee terms	

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

(ii) In case of Options, notional value shall be calculated based on premium plus strike price of options

Name & Signature:

Designation:

Date:

Place:



Form III*

To,
The Compliance Officer
E2E Networks Limited

Date: _____

ANNUAL DISCLOSURE

I. STATEMENT OF SHAREHOLDING OF DESIGNATED PERSONS

Name	Designation	Department	No. of Securities Held on 01 st April 20	No. of Securities Bought during Year	No. of Securities Sold during Year	No. of Securities held on 31 st March 20	Folio/DP ID/Client ID

II. DETAILS OF SHARES HELD BY DEPENDANTS

Name	Relationship	No. of Securities Held on 01 st April 20	No. of Securities Bought during the year	No. of Securities Sold during the year	No. of Securities held on 31 st March 20	Folio/DP ID/Client ID

I/We hereby declare that I/We have complied with the Code and PIT Regulations with respect of the Securities purchased/ sold.

I/We further declare that the above disclosure is true and correct and is in accordance with the previous disclosure given to the Company.

Signature _____
Name