



# SKYLINE MILLARS LIMITED

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**CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF  
UNPUBLISHED PRICE SENSITIVE INFORMATION AND CODE OF CONDUCT FOR  
REGULATING, MONITORING AND REPORTING OF INSIDER TRADING**

(Effective from 1<sup>st</sup> April 2019)

**OBJECTIVE OF THE CODE:**

The Code aims to ensure confidentiality of Unpublished Price Sensitive Information (UPSI) and prevent misuse of such information. The Code encourages timely reporting and adequate disclosure of price sensitive information by the Promoter(s), Director(s), Key Managerial Personnel, Designated Persons and other Connected Persons. Further, the Code also endeavors to put in place an adequate and effective system of Internal controls to ensure compliance with the requirements given in SEBI Insider Trading Regulations to prevent insider trading.

**1. IMPORTANT DEFINITION:**

- 1.1. **"Act"** means the Securities and Exchange Board of India Act, 1992.
- 1.2. **"Board"** means the Board of Directors of the Company.
- 1.3. **"Code"** or **"Code of Conduct"** shall mean the Code of Regulating, Monitoring and Reporting of trading by insiders of Skyline Millars Limited as amended from time to time.
- 1.4. **"Company"** means Skyline Millars Limited.
- 1.5. **"Compliance Officer"** means Company Secretary or such other senior officer, who is financially literate (i.e. Having ability to understand basic financial statements) and is capable of appreciating requirements for legal and regulatory compliance under these regulations designated so and reporting to the Board of Directors and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors of the Company.
- 1.6. **"Connected Person"** means:
  - (i) any person who is or has, during the six months prior to the date of this code become effective, been associated with the Company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
  - (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established,
    - a) an immediate relative of connected persons specified in clause (i); or
    - b) a holding company or associate company or subsidiary company; or
    - c) an intermediary as specified in Section 12 of the Act or an employee or director thereof; or
    - d) an investment company, trustee company, asset management company or an employee or director thereof; or
    - e) an official of a stock exchange or of clearing house or corporation; or
    - f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or

- g) a member of the Board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
- h) an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
- i) a banker of the Company; or
- j) a Concern, Firm, Trust, Hindu Undivided Family, Company or Association of Persons wherein a director of the Company or his immediate relative or Banker of the Company, has more than ten per cent (10%), of the holding or interest.

1.7. **“Dealing in Securities”** means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the securities of the Company either as principal or agent.

1.8. **“Director”** means a person inducted on the Company’s Board as a Director.

1.9. **“Employee”** means every employee of the Company including the Directors in the employment of the Company.

1.10. **“Designated Persons”** means

- a) every employee of the Company including the Directors in the employment of the Company, their immediate relatives who is in possession of unpublished price sensitive information;
- b) such persons who is required to handle unpublished price sensitive information in the course of business operations including but not limited to professional firms such as auditors, accountancy firms, law firms, analysts, insolvency professional entities, consultants, banks etc., assisting or advising listed companies;
- c) such entities that normally operate outside the capital market may handle unpublished price sensitive information;
- d) connected persons;
- e) persons with whom such designated person(s) shares a material financial relationship

The term “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 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.”

1.11. **“Fiduciaries”** Professional firms such as auditors, accountancy firms, law firms, analysts, insolvency professional entities, consultants, banks etc., assisting or advising listed companies shall be collectively referred to as fiduciaries for the purpose of these regulations

1.12. **“Generally available Information”** means information that is accessible to the public on a non-discriminatory basis.

- 1.13. **"Immediate Relative"** means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities
- 1.14. **"Insider"** means any person who,  
(i) a connected person; or  
(ii) in possession of or having access to unpublished price -sensitive information including a person having access to such information by virtue of a legitimate purpose as described under Clause 6.1 of this Code
- 1.15. **"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:
- 1.16. **"Promoter Group"** 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;
- 1.17. **"Securities"** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund;
- 1.18. **"Takeover regulations"** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- 1.19. **Trading** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly;
- 1.20. **"Trading Day"** means a day on which the recognized stock exchanges are open for trading;
- 1.21. **"Unpublished Price Sensitive Information"** means:  
(i) financial results;  
(ii) dividends;  
(iii) change in capital structure;  
(iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;  
(v) changes in key managerial personnel.
- 1.22. **"Regulations"** shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.

Words and expressions used and not defined in these regulations but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation.

## **2. COMPLIANCE OFFICER:**

- 2.1 The Company Secretary appointed by the Board of Directors or such other senior officer, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations designated by and report to the Board of Directors.
- 2.2 The Compliance Officer shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors of the Company.
- 2.3 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, or to the Chairman of the Board of Directors at such frequency as may be stipulated by the Board of Directors.
- 2.4 The Compliance Officer shall assist all insiders in addressing any clarifications regarding the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Company's Internal Code of Conduct, wherever required.

## **3. PRESERVATION OF "PRICE SENSITIVE INFORMATION":**

- 3.1 All information shall be handled within the Company on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations.

Explanation: For the purpose of above Clause, "legitimate purpose" shall include sharing of information by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants in its ordinary course of business.

- 3.2 The Company shall however, in no circumstances share information solely for the purpose of evading the compliances of these regulations or circumventing the prohibitions of these regulations.
- 3.3 Unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:
  - 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; or
  - not attracting 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 the proposed transaction 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.

However, 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 limited purpose and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.

3.4 Need to Know:

- (i) "need to know" basis means that Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.
- (ii) All non-public information directly received by any employee should immediately be reported to the head of the department.

3.5 Limited access to confidential information:

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

3.6 Digital database of information

The board of directors shall ensure that a structured digital database is maintained containing the names of such persons or entities as the case may be with whom information is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

**4. PREVENTION OF MISUSE OF "UNPUBLISHED PRICE SENSITIVE INFORMATION":**

No Insider shall trade in securities that are listed or proposed to be listed on a stock exchange when in possession of Unpublished Price Sensitive Information.

Employees, connected persons and Insiders designated on the basis of their functional role ("**designated persons**") in the Company shall be governed by an internal code of conduct governing dealing in securities. All designated persons shall be required to disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the company on an annual basis and as and when the information changes:

- a) Immediate relatives
- b) Persons with whom such designated person(s) shares a material financial relationship
- c) Phone/ Mobile and cell numbers which are used by them

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.

**Explanation:** The term '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 relationship in which the payment is based on arms' length transactions.

4.1 Trading Plan

An Insider shall be entitled to formulate a trading plan for dealing in securities of the Company 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.

4.2 Trading Plan shall:

- (i) not entail commencement of trading on behalf of the Insider earlier than six months from the public disclosure of the plan;
- (ii) not entail trading for the 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 issuer of the securities and the second trading day after the disclosure of such financial results;
- (iii) entail trading for a period of not less than twelve months;  
not entail overlap of any period for which another trading plan is already in existence;
- (iv) 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; and
- (v) not entail trading in securities for market abuse.

4.3 The Compliance Officer shall consider the Trading Plan made as above and shall approve it forthwith. However, he shall be entitled to take express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the Regulations.

4.4 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.

However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any Unpublished Price Sensitive Information and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Plan shall be deferred until such Unpublished Price Sensitive Information becomes generally available information. Further, the Insider shall also not be allowed to deal in securities of the Company, if the date of trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.

4.5 Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

## 5. TRADING WINDOW:

5.1

(i) The trading period, i.e. the trading period of the stock exchanges, called "trading window", is available for trading in the Company's securities.

(ii) The trading window shall be, inter alia, closed for such period as will be notified by the Company from time to time, prior to and during the time the Unpublished Price Sensitive Information is published.

Trading Window closure period (Trading Restriction Period) shall be applicable from the end of every quarter till 48 hours after the declaration of financial results.

(iii) When the trading window is closed, the Designated Persons / Insiders shall not trade in the Company's securities in such period.

(iv) All Designated Persons / Insiders shall conduct all their dealings in the securities of the Company only in a valid trading window and shall not deal in any transaction involving the purchase or sale of the Company's securities during the periods when the trading window is closed, as referred to in Point No. (ii) above or during any other period as may be specified by the Company from time to time.

5.2 The Compliance Officer shall intimate the closure of trading window to all the designated persons of the Company when he determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates.

5.3 The Compliance Officer after taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the trading window, however in any event it shall not be earlier than forty-eight hours after the information becomes generally available.

5.4 The trading window shall also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, analysts, consultants etc., assisting or advising the Company.

## 6. PRE-CLEARANCE OF TRADE:

All Designated Persons and their immediate relatives, who intend to deal in the securities of the Company when the trading window is opened and if the value of the proposed trade is Rs. 10 lacs and above should pre-clear the transaction. However, no designated person shall be entitled to apply for pre-clearance of any proposed trade if such designated person is in possession of unpublished price sensitive information even if the trading window is not closed. The pre-dealing procedure shall be hereunder:

(i) An application may be made in the prescribed **Form A** (Annexure 1) to the Compliance officer indicating the estimated number of securities that the Designated Persons intends to deal in, the details as to the depository with which he has a security account, the details as to the securities in such



depository mode and such other details as may be required by any rule made by the company in this behalf.

- (ii) An undertaking (Annexure 2) shall be executed in favour of the Company by such Designated Persons incorporating, *inter alia*, the following clauses, as may be applicable:
  - (a) That the employee/director/officer does not have any access or has not received "Price Sensitive Information" up to the time of signing the undertaking.
  - (b) That in case the Designated Employee has access to or receives "Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance Officer of the change in his position and that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes public.
  - (c) That he/she has not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time.
  - (d) That he/she has made a full and true disclosure in the matter.
- (iii) All Designated Persons and their immediate relatives shall execute their order in respect of securities of the Company within one week after the approval of pre-clearance is given. The Designated Persons shall file within two trading days of the execution of the deal, 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 Rs.10,00,000/- (Rupees Ten Lakhs) in the prescribed Form. In case the transaction is not undertaken, a report to that effect shall be filed. (Annexure 4).
- (iv) If the order is not executed within one week after the approval is given, the employee/director must pre-clear the transaction again.
- (v) All Designated Persons who buy or sell any number of shares of the Company shall not enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction. All Designated Persons shall also not take positions in derivative transactions in the shares of the Company at any time. In case of any contra trade be 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 Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

However restriction on contra trade shall not be applicable in case of trades carried out in accordance with the approved Trading Plan.

In case of subscription in the primary market (initial public offers), the above mentioned entities shall hold their investments for a minimum period of 30 days. The holding period would commence when the securities are actually allotted.

(vi) Pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.

(vii) The Compliance Officer may waive off the holding period in case of sale of securities in personal emergency after recording reasons for the same. However, no such sale will be permitted when the Trading window is closed.

## **7. INTERNAL CONTROL AND OTHER RESTRICTIONS**

7.1 The disclosures to be made by any person under this Code shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.

7.2 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 for purposes of this Code.

7.3 The disclosures made under this Code shall be maintained for a period of five years.

7.4 The following principles shall be followed to ensure compliance to prevent insider trading

(a) All employees who have access to Unpublished Price Sensitive Information are identified as designated employees;

(b) All the Unpublished Price Sensitive Information shall be identified and its confidentiality shall be maintained;

(c) Adequate restrictions shall be placed on communication or procurement of Unpublished Price Sensitive Information;

(d) lists of all employees and other persons with whom Unpublished Price Sensitive Information is shared shall be maintained and confidentiality agreements shall be signed or notice shall be served to all such employees and persons;

(e) All other relevant requirements specified under the Regulations shall be complied with;

(f) Periodic process review shall be conducted to evaluate effectiveness of such internal controls.

7.5 The Board of Directors of the company shall ensure that the Chief Executive Officer or the Managing Director or such other analogous person ensures compliance with Regulation 9 and sub-Regulations (1) and (2) of the Regulations.

7.6 The Audit Committee of the company shall review compliance with the provisions of the Regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

- 7.7 The Company shall formulate written policies and procedures for inquiry in case of leak of Unpublished Price Sensitive Information or suspected leak of Unpublished Price Sensitive Information, which shall be approved by Board of Directors of the company and accordingly initiate appropriate inquiries on becoming aware of leak of Unpublished Price Sensitive Information or suspected leak of Unpublished Price Sensitive Information and inform the Board promptly of such leaks, inquiries and results of such inquiries.
- 7.8 The following shall be the policy and procedures for inquiry in case of leak of Unpublished Price Sensitive Information:
1. Inquiry under this Code shall commence based on a written complaint received from any employee, department of the Company, Registrar and Share Transfer Agent, designated person, Depository, Stock Exchange, Regional Director or any official thereof, Registrar of Companies or any official thereof, regulatory / statutory authority or any other department of Central or State Government.
  2. The complaint shall interalia state particulars of the complaine and details of the complaint. The Complainant has the option of annexing such documentary evidence, as deemed reasonable for the purpose of substantiating the complaint lodged.
  3. The Complaint shall be addressed to the Company or Board or Audit Committee or Chairman or Managing Director (MD) or Executive Director (ED), by whatever name called.
  4. Within 5 (five) working days of receipt of the complaint, ED shall write to the complaine intimating the details of the complaint received and requesting him to give a written representation within 7 (seven) working days of receipt of letter. If ED feels that the complaint has been lodged to secure needless publicity for defamatory matter which is detrimental to the interest of the Company then he will discard the complaint with reasons recorded in writing.
  5. Within 7 (seven) working days of receipt of representation, ED shall proceed to investigate in the matter and for such purpose may consult such persons, whether internal or otherwise or obtain such external assistance or opinion, as he may deem expedient in this regard. During the course of such investigation, ED may call for such additional documents, representations, etc. as he may deem fit.
  6. If no representation is received within the aforesaid stipulated time, ED shall issue notice to the complaine asking him to show cause as to why the Company should not initiate disciplinary proceedings, as applicable, against him.
  7. On completion of the preliminary investigation under point 5, receipt of reply to the show cause notice issued under point 6 or on non-receipt thereof, ED shall refer the matter to the Chairman of the Audit Committee, alongwith his opinion, for his consideration.
  8. Chairman of the Audit Committee on receipt of such opinion shall proceed to convene a meeting of the Audit Committee and shall actually convene the concerned meeting within a period of 45 days of receipt of opinion of ED.

9. The Audit Committee shall consider the matter and put forward its recommendation to the Board. The Board, on receipt of such recommendation and after due review, if forms an opinion that the complainee is guilty of leak of UPSI or suspected leak of UPSI, then it will order for necessary disciplinary proceedings of the company, which will be in addition to the penal provisions stated under SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 and any other statutory enactments, as applicable.

10. The Company suo moto reserves the right of initiating an inquiry under this policy against any designated person if it has reasons to believe that such person has leaked UPSI or suspected to leak UPSI.

11. This policy shall not in any way preclude any referrals, complaints, measures, actions etc. which can be instituted or which are available under the existing Vigil Mechanism Policy of the Company.

12. The word MD or ED wherever referred in this policy shall mean and include head of the Company, whether occupying board position or not, by whatever name called.

13. The Board shall have the power to amend any of the provisions of this Policy, substitute any of the provisions with a new provision and also replace this Policy entirely with a new Policy.

- 7.9 The Company shall have a whistle-blower policy and make employees aware of such policy to enable employees to report instances of leak of Unpublished Price Sensitive Information.
- 7.10 If an inquiry has been initiated by the company in case of leak of Unpublished Price Sensitive Information or suspected leak of Unpublished Price Sensitive Information, the relevant intermediaries and fiduciaries shall co-operate with the company in connection with such inquiry conducted by listed company.

## **8. REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES:**

### **Initial Disclosure:**

- 8.1 Every promoter/ Key Managerial Personnel/ Director / Designated Persons (including their immediate relatives) of the Company, within thirty days of these regulations taking effect, shall forward to the Company the details of all holdings in securities of the Company presently held by them including the statement of holdings of immediate relatives to the Company.
- 8.2 Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter 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 prescribed (Annexure 6).

### **Continual Disclosure:**

- 8.3 Every promoter, member of Promoter Group, designated person and director of the Company 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 Rs.10,00,000/- (Rupees Ten Lakhs) in the prescribed (Annexure 7).

The disclosure shall be made within 2 working days of:

- (a) the receipt of intimation of allotment of shares, or
- (b) the acquisition or sale of shares or voting rights, as the case may be.

## **9. DISCLOSURE BY THE COMPANY TO THE STOCK EXCHANGE(S):**

- 9.1 Within 2 trading days of the receipt of intimation under Clause 13.3, the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed, the information received.
- 9.2 The Compliance officer shall maintain records of all the declarations in the appropriate form given by the directors / officers / designated employees for a minimum period of five years.

## **10. PROTECTION OF INFORMANT UNDER INSIDER TRADING REGULATIONS**

In accordance with Securities and Exchange Board of India (Prohibition of Insider Trading) (Third Amendment) Regulations, 2019, the Company shall not discharge, terminate, demote, suspend, threaten, directly or indirectly or discriminate against any employee who files a Voluntary Information Disclosure Form, irrespective of whether the information is considered or rejected by SEBI, by reason of: (i) filing a Voluntary Information Disclosure Form; (ii) 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 (iii) 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.

In the event any employee is of the view, that he is likely to be discharged, terminated, demoted, suspended, or is being threatened, or discriminated, on account of any of the events set forth in the preceding paragraph, such employee shall be permitted to notify the Compliance Officer of the same.

For the purpose of this Clause, "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 and is a director, regular or contractual employee, but does not include an advocate.

Further, nothing in this clause shall require the employee to establish that:

- (i) the SEBI has taken up any enforcement action in furtherance of information provided by such person; or
- (ii) the information provided fulfills the criteria of being considered as an Original Information under the Regulations.

## **11. DISSEMINATION OF PRICE SENSITIVE INFORMATION:**

No information shall be passed by Designated Persons by way of making a recommendation for the purchase or sale of securities of the Company.

## **12. PENALTY FOR CONTRAVENTION OF THE CODE:**

- 12.1 Every insider shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her dependants).
- 12.2 Any insider 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.
- 12.3 Insider who violates the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, ineligibility for future participation in employee stock option plans, etc.
- 12.4 In case it is observed by the Company that there has been violation of the Code of Conduct, the Company shall promptly inform the Stock Exchanges on which the securities of the Company are listed, in such form and in such manner as may be specified by SEBI from time to time.
- 12.5 The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended.

## **13. Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information**

- (i) There will be prompt public disclosure of Unpublished Price Sensitive Information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- (ii) There will be uniform and universal dissemination of Unpublished Price Sensitive Information to avoid selective disclosure.
- (iii) The Company has designated Mr. Maulik Dave, Whole-time Director, who will take decision on dissemination of information and disclosure of Unpublished Price Sensitive Information and instruct the Compliance Officer accordingly.
- (iv) There will be prompt dissemination of Unpublished Price Sensitive Information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- (v) There will be appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
- (vi) Disclosure/dissemination of Price Sensitive Information with special reference to analysts, media persons and institutional investors:

The following guidelines shall be followed while dealing with analysts and institutional investors:

- Only public information to be provided. The Company will ensure that information shared with analysts and research personnel is not Unpublished Price Sensitive Information.
- At least two Company representatives be present at meetings with analysts, media persons and institutional investors.
- Unanticipated questions may be taken on notice and a considered response given later. If the answer includes price sensitive information, a public announcement should be made before responding.
- Simultaneous release of information after every such meet.
- The company will develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.

(vii) The Company will handle all Unpublished Price Sensitive Information on a need-to-know basis.

**14. Minimum Standards for Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons**

- (i) The compliance officer shall report 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
- (ii) All information shall be handled within the organisation on a need-to-know basis and no Unpublished Price Sensitive Information shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- (iii) Designated Persons and immediate relatives of designated persons in the organisation will be governed by this code.
- (iv) Designated persons may execute trades subject to compliance with the Regulations. Towards this end, a notional trading window shall be used as an instrument of monitoring trading by the designated persons. 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 Unpublished Price Sensitive Information. Such closure shall be imposed in relation to such securities to which such Unpublished Price Sensitive Information relates. Designated persons and their immediate relatives shall not trade in securities when the trading window is closed.
- (v) Trading restriction period can be made applicable from the end of every quarter till 48 hours after the declaration of financial results. The gap between clearance of

accounts by audit committee and Board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.

- (vi) The Compliance Officer after taking into account various factors including the Unpublished Price Sensitive Information in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the trading window, however in any event it shall not be earlier than forty-eight hours after the information becomes generally available.
- (vii) When the trading window is open, trading by designated persons shall be subject to preclearance by the compliance officer, if the market value of the proposed trades is above Rs.10 lakhs. as mentioned in this Code.
- (viii) Prior to approving any trades, the compliance officer shall be entitled to seek declarations to the effect that the applicant for pre-clearance is not in possession of any Unpublished Price Sensitive Information. He shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.
- (ix) The trades that have been pre-cleared have to be executed by the designated person, within seven days failing which fresh pre-clearance would be needed for the trades to be executed.
- (x) A designated person who is permitted to trade shall not execute a contra trade for a period of six months following the trade. The compliance officer may be empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these Regulations. Should a contra trade be 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 under the Act.

Provided that this shall not be applicable for trades pursuant to exercise of stock options.

- (xi) The code of conduct shall stipulate such formats as the Board of Directors deems necessary for making applications for pre-clearance, reporting of trades executed, reporting of decisions not to trade after securing pre-clearance and for reporting level of holdings in securities at such intervals as may be determined as being necessary to monitor compliance with these regulations.
- (xii) Designated Persons who violate the Code shall also be subject to sanctions and disciplinary action by the Company, which may include salary freeze, suspension, recovery, ineligibility for future participation in employee stock option plans, etc. Any amount collected under the sanctions and disciplinary action shall be remitted to the SEBI for credit to the Investor Protection and Education Fund, administered by SEBI.
- (xiii) In case it is observed by the Company that there has been violation of the Code of Conduct, the Company shall promptly inform the Stock Exchanges on which the securities of the Company are listed, in such form and in such manner as may be specified by SEBI from time to time.



(xiv) Designated persons shall be required to disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the company on an annual basis and as and when the information changes:

- a) Immediate relatives
- b) Persons with whom such designated person(s) shares a material financial relationship
- c) Phone, mobile and cell numbers which are used by them

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.

(xv) The Compliance Officer in consultation with Whole-time Director shall decide how and when the people are brought 'inside' on sensitive transactions.



# SKYLINE MILLARS LIMITED

## ANNEXURE 1

### SPECIMEN OF APPLICATION FOR PRE-DEALING APPROVAL

Date:

To,  
The Compliance Officer,  
**Skyline Millars Limited**,  
Mumbai

Dear Sir/Madam,

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

Pursuant to the SEBI (prohibition of Insider Trading) Regulations, 2015 and the Company's **Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders**, I seek approval to purchase / sale / subscription of equity shares of the Company as per details given below:

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

I enclose herewith the form of Undertaking signed by me.

Yours faithfully,

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

## ANNEXURE 2

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

#### UNDERTAKING

To,  
**Skyline Millars Limited,**  
Mumbai

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

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

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

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

I undertake to submit the necessary report within 2(two) days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

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

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

Date :  
: \_\_\_\_\_

Signature

\* Indicate number of shares

### ANNEXURE 3

#### FORMAT FOR PRE- CLEARANCE ORDER

To  
Name :  
Designation :  
Place :

This is to inform you that your request for dealing in \_\_\_\_\_ (nos.) shares of the Company as mentioned in your application dated \_\_\_\_\_ is approved. Please note that the said transaction must be completed on or before \_\_\_\_\_ that is within 7 days from today.

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

Yours faithfully,  
For **SKYLINE MILLARS LIMITED**

**COMPLIANCE OFFICER**

Date : \_\_\_\_\_

Encl: Format for submission of details of transaction

## ANNEXURE 4

### FORMAT FOR DISCLOSURE OF TRANSACTIONS

(To be submitted within 2 days of transaction / dealing in securities of the Company)

To,  
The Compliance Officer,  
**Skyline Millars Limited,**  
Mumbai

I hereby inform that I

- have not bought / sold/ subscribed any securities of the Company
- have bought/sold/subscribed to \_\_\_\_\_ securities as mentioned below on \_\_\_\_\_(date)

Name of holder	No. of securities dealt with	Bought/sold/subscribed	DP ID/Client ID / Folio No	Price (Rs.)

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 years and produce to the Compliance officer / SEBI any of the following documents:

1. Broker's contract note.
2. Proof of payment to/from brokers.
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of Delivery instruction slip (applicable in case of sale transaction).

I agree to hold the above securities for a minimum period of six months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval. (*applicable in case of purchase / subscription*).

I declare that the above information is correct and that no provisions of the Company's Code and/or applicable laws/Regulations have been contravened for effecting the above said transactions(s).

Date : \_\_\_\_\_

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

Name :  
Designation:

**ANNEXURE 5**

**FORMAT FOR INITIAL DISCLOSURE OF SECURITIES**

Name of the Company: **SKYLINE MILLARS LIMITED**

ISIN of the Company: **INE178E01026**

**Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and other such persons**

Name, PAN No., CIN/DIN & address with Contact Nos.	Category of Person (Promoters/ KMP/ Directors/ immediate relatives/ others etc.)	Securities held as on the date of Regulation coming into force		% of Shareholding	Open Interest of the Future contracts held as on the date of Regulation coming into force		Open Interest of the Option Contracts held as on the date of Regulation coming into force	
		Type of Security	No.		Number of Units (contracts* lot size)	Notional value in Rupee terms	Number of Units (contracts* lot size)	Notional value in Rupee terms
1	2	3	4	5	6	7		

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

**Signature:**

**Designation:**

**Date:**

**Place:**

## ANNEXURE 6

### FORMAT FOR INITIAL DISCLOSURE OF SECURITIES

Name of the Company: **SKYLINE MILLARS LIMITED**

ISIN of the Company: **INE178E01026**

**Details of Securities held on appointment of Key Managerial Personnel (KMP), Director or upon becoming a Promoter and other such persons**

Name, PAN No., CIN/DIN & addresses with Contact Nos.	Category of Person (Promoter s/ KMP/ Directors/ immediate relatives/ others etc.)	Date of Appointment of Director/ KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter/ appointment of Director/ KMP		% of Shareholding	Open Interest of the Future contracts held at the time of becoming Promoter/ appointment of Director/ KMP		Open Interest of the Option Contracts held at the time of becoming Promoter/ appointment of Director/ KMP	
			Type of Security	No.		Number of Units (contract s* lot size)	Notional value in Rupee terms	Number of Units (contract s* lot size)	Notional value in Rupee terms
1	2	3	4	5	6	7		8	

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

**Signature:**

**Designation:**

**Date:**

**Place:**

**ANNEXURE 7**

**FORMAT FOR DISCLOSURE ON DEALING OF SECURITIES**

Name of the Company: **SKYLINE MILLARS LIMITED**

ISIN of the Company: **INE178E01026**

**Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons**

Name, PAN, CIN/DIN & address with Contact Nos.	Category of Person (Promoters / KMP/ Directors/ immediate relatives/ 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 the Company	Mode of acquisition / disposal (on market/public/ rights/ preferential offer / off market/ Inter-se transfer, ESOPs etc.)
		Type of Security	No. And % of share holding	Type of Security	No.	Value	Transaction Type	Type of Security	No. And % of share holding	From	To		
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**

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)	
15	16	17	18	19	20	21

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

**Name & Signature:**

**Date:**

**Place:**

**Designation:**