

# Savant Infocomm Limited

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16 May 2015

**Department of Corporate Services  
Bombay Stock Exchange Limited  
PJ Towers, First Floor  
Dalal Street  
Mumbai 400 001**

Sir

**Savant Infocomm Limited – Scrip Code 517320**

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015**

Please refer to **SEBI Circular No CIR/ISD/01/2015 dated 11 May 2015** on the above subject.

Para 2 of this Circular, inter alia, reads as follows:

*“With reference to the requirements of the regulation 8 (Code of Fair Disclosure) and regulation 9 (Code of Conduct) of the Regulations, the companies shall also ensure that:*

*i. Formulated and published (on its official website), code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information (UPS), is confirmed to the stock exchanges, immediately.*

*ii. Formulated code of conduct is confirmed to the stock exchanges, immediately”*

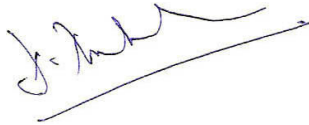
Accordingly, copies of the following of Savant Infocomm Limited are attached for your record:

1. Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information
2. Code of Conduct to Regulate, Monitor and Report Trading by Insiders

These have also been included in the company's website.

Please acknowledge.

Yours faithfully  
For **Savant Infocomm Limited**



(Prakash Damodaran)  
Director



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**CODE OF PRACTICES AND PROCEDURES  
FOR FAIR DISCLOSURE OF  
UNPUBLISHED PRICE SENSITIVE INFORMATION**  
*(with effect from 15 May 2015)*

[FRAMED UNDER REGULATION 8 (1) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015]

**Savant Infocomm Limited** (the **Company**) will adhere to the following so as to ensure timely and adequate disclosure of the Price Sensitive Information with respect to it or its securities which is likely to affect price of the securities.

1. The Company will make prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such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.
2. The Company will make, uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
3. The Compliance Officer of the Company will be the chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. The Company will make prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. The Company will provide, appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.
6. The Company will ensure that, information if any shared with analysts and research personnel is not unpublished price sensitive information.
7. The Company will make transcripts or records of proceedings of meetings with
8. Analysts and other investor relations conferences on the website of the Company to ensure official confirmation and documentation of disclosures made.
9. The Company will handle all unpublished price sensitive information on a need to know basis



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## **Code of Conduct to Regulate, Monitor and Report Trading by Insiders** (With effect from 15 May 2015)

*[Framed in terms of sub regulations (1) and (2) of Regulation 9 of the of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015]*

1. 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.
2. All information shall be handled within the organization 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. The code of conduct shall contain norms for appropriate Chinese Walls procedures, and processes for permitting any designated person to "cross the wall".
3. Employees and connected persons designated on the basis of their functional role ("designated persons") in the organization shall be governed by an internal code of conduct governing dealing in securities. The board of directors shall in consultation with the compliance officer specify the designated persons to be covered by such code on the basis of their role and function in the organization. Due regard shall be had to the access that such role and function would provide to unpublished price sensitive information in addition to seniority and professional designation.
4. Designated persons may execute trades subject to compliance with these 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.
5. The timing for re-opening of the trading window shall be determined by the compliance officer taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available. The trading window shall also be applicable to any person having contractual or fiduciary relation with the company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the company.
6. When the trading window is open, trading by designated persons shall be subject to preclearance by the compliance officer, if the value of the proposed trades is above such thresholds as the board of directors may stipulate. No designated person shall apply for preclearance of any proposed trade if such designated person is in possession of unpublished price sensitive information even if the trading window is not closed.
7. The compliance officer shall confidentially maintain a list of such securities as a "restricted list" which shall be used as the basis for approving or rejecting applications for preclearance of trades.



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8. 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.
9. Trades that have been pre-cleared have to be executed by the designated person within 7 days, failing which fresh pre-clearance would be needed for the trades to be executed.
10. A designated person who is permitted to trade shall not execute a contra trade within 6 months. 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.
11. The compliance officer shall stipulate the formats that it deems necessary for making applications for pre-clearance, reporting of trades executed, reporting of decisions not to trade after securing pre-clearance, recording of reasons for such decisions and for reporting level of holdings in securities at such intervals as may be determined as being necessary to monitor compliance with these regulations.
12. Without prejudice to the power of the Board under the Act, sanctions and disciplinary actions, including wage freeze, suspension etc., may be imposed, by the compliance officer for the contravention of the code of conduct.
13. In case it is observed by the compliance officer that there has been a violation of these regulations, the compliance officer shall inform the Board promptly."

