

INTERWORLD DIGITAL LIMITED**(PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015**

Pursuant to the powers conferred by section 30 read with clause (g) of sub-section (2) of section 11 and clause (d) and clause (e) of section 12A of the Securities and Exchange Board of India Act, 1992 (15 of 1992), SEBI has framed regulations for prohibition of insider trading in securities and the Board of Directors of Interworld Digital Limited, (the Company), has adopted the following Schedules at the Meeting of the Board of Directors held at their registered office on 14th May, 2015 namely;

SCHEDULE A**CODE OF PRACTICE AND PROCEDURE FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

(As envisaged under Regulation 8(1) of the SEBI (Prohibition of Insider Trading) Regulation, 2015)

1. PREFACE

- (I) SEBI vide Circular dated LD-NRO/GN/2014-15/21/85 dated 15th January 2015 has introduced SEBI (Prohibition of Insider Trading) Regulation 2015, which is to be effective from 15th May 2015.
- (II) Regulation 8 of Chapter IV of SEBI (Prohibition of Insider Trading) Regulation 2015, provides for the formulation of "Code of Practice and Procedure for Fair Disclosure of Unpublished Price Sensitive Information."
- (III) The Code shall be applicable upon the members of the Board of Directors of the Company and all connected persons as defined in the SEBI (Prohibition of Insider Trading) Regulations, 2015 and is effective from 15th May, 2015.
- (IV) Any subsequent modification and / or amendments brought about by SEBI in the SEBI (Prohibition of Insider Trading) Regulations, 2015 shall automatically apply to this code.

2. PRINCIPALS OF FAIR DISCLOSURE FOR PURPOSES OF CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

The Company will adhere to the following so as to ensure fair disclosure of events and occurrence that could impact price of its securities in the market:

- (a) The Company will make prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such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.
- (b) The Company will make, uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
- (c) The Compliance Officer of the Company appointed under the said Regulation shall act as Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information.

Mannohan
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Managing Director
DIN: 00161861

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- (d) The Company will make prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- (e) The Company will provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
- (f) The Company will ensure that, information, if any, shared with analysts and research personnel is not unpublished price sensitive information.
- (g) The Company will develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the website of the Company to ensure official confirmation and documentation of disclosures made.
- (h) The Company will handle all unpublished price sensitive information on a need-to-know basis

3. POWERS OF THE BOARD OF DIRECTORS

- A. The Compliance officer / Investor Relation Officer, subject to the approval of the Board of Directors, reserves the right to amend or modify this code in whole or part, at any time without assigning any reason whatsoever.
- B. The Board may also establish further rules, policy, procedures, from time to time to give effect to the intent of this code and to further the objective of good corporate governance
- C. The decision of the Board of Directors of the company with regard to any or all matters relating to this Code shall be final and binding on all concerned.

4. DISCLOSURE OF THE CODE ON PUBLIC DOMAIN

This Code shall be published on the official website of the company i.e. www.interworld.co.in

Further this code and every subsequent amendment made thereto, shall be promptly intimated to the Stock Exchanges where the Securities of the Company are listed.



Manmohan Gupta
Managing Director
DIN: 00161861