

CAREER POINT INFOSYSTEMS LTD.

Code of Conduct for Prohibition of Insider Trading

1. Title

This Code of Conduct will be known as "Career Point Infosystems Ltd. Code of Conduct for prohibition of Insider Trading" hereinafter referred to as "this Code"

2. This Code of Conduct has been made pursuant to Regulation 12 of the SEBI(Prohibition of Insider Trading) Regulations, 1992 , as amended, hereinafter referred to as the "Regulations"

3. Applicability

This Code shall apply to all Directors/Officers/Designated Employees of the Company and their Dependent Family Members as defined herein.

4. The definition

In this Code, unless the context otherwise requires:

- (a) **"Act"** means the Securities and Exchange Board of India Act, 1992 (15 of 1992).
- (b) **"Body Corporate"** means a body corporate as defined under Sec. 2 of the Companies Act.
- (c) **"Board of Directors"** means the Board of Directors of the Company.
- (d) **"Code"** means this Career Point Infosystems Limited Code of Conduct for Prohibition of Insider Trading, as modified from time to time.
- (e) **"Committee"** means the Committee, if any, constituted by the Company for the implementation of these Regulations.
- (f) **"Companies Act"** means the Companies Act, 1956 (1 of 1956)
- (g) **"Company" or "the Company"** means Career Point Infosystems Limited (CPIL).
- (h) **"Compliance Officer"** means the Company Secretary for the time being of the Company or the Officer appointed by the Board of Directors of the Company for the purpose of this Code and the Regulations.
- (i) **"Dealing in securities"** means an act of subscribing, buying, selling or agreeing to subscribe, buy, sell or deal in the securities of the Company by any person either as principal or agent.
- (j) **"Dependants"** means Spouse, Dependent parents, Dependent Children and any other person dependent on Designated Employee.
- (k) **"Designated Employees"** shall mean all employees comprising the top tiers of the Company's management, all employees in the Finance and Secretarial Department and

such other employees who may be so designated, from time to time, by the Company for the purpose of this Code and who may be able to have access to any 'price sensitive information' as defined in this Code or the Regulations.

Top tiers of the Company's management shall mean and include Board of Directors and Functional Heads.

- (l) "Insider" means any person who,
- is or was connected with the company or is deemed to have been connected with the company and who is reasonably expected to have access to unpublished price sensitive information in respect of securities of the Company or
 - has received or has had access to such unpublished price sensitive information.
- (m) "**Officer of the Company**" means any person as defined in clause (30) of Section 2 of the Companies Act, 1956 including an auditor of the company.
Section 2(30) of the Companies Act, 1956 provides that "Officer of a Company" includes any director, manager or secretary or any person in accordance with whose directions or instructions the Board of directors or any one or more of the directors is or are accustomed to act.
- (n) "**Price Sensitive Information**" means any information that relates directly or indirectly to Company and which, if published, is likely to materially affect the price of securities of Company. The following shall be deemed to be price sensitive information:
- Periodical Financial Results of the Company
 - Intended declaration of dividend (both interim and final, if any)
 - Issue of securities or Buy-back of securities (by way of Public/ Rights/ Bonus etc.) or Buy-back of securities.
 - Any major expansion plans or execution of new projects
 - Amalgamation, mergers or takeovers
 - Disposal of whole or substantial part of the undertaking
 - Any Significant changes in policies, plans or operations of the Company having material impact on the financials of the Company;
 - Any other matter which the Compliance Officer may decide as such
- (o) "**Regulations**" means the SEBI (Prohibition of Insider Trading) Regulations, 1992 as amended from time to time.
- (p) "**Securities**" means Equity (Ordinary) Shares and all other securities of the Company issued and/or to be issued from time to time and listed/ to be listed on the Stock Exchanges including derivatives, if any.
- (q) "**Stock Exchange**" means a stock exchange which recognized by the Central Government or SEBI under Section 4 of the Securities Contracts (Regulation) Act, 1956
- (r) "**Threshold Limit**" means the minimum number of securities as decided by the Board of Directors of the Company from time to time. Until otherwise resolved by the Board, 4000 equity shares for Members of the Board and 2000 equity shares for officers and other designated employees shall be the Threshold Limit.

- (s) **"Trading Window"** means trading period for trading in the Company's Securities. All days shall be the trading periods except when trading window is closed.
- (t) **"Unpublished Information"** means information which is not published by the company or its agents and is not specific in nature. Speculative Reports in print or electronic media shall not be considered as Published information.
- (u) **"Working Day"** means working day when the regular trading is permitted on concerned stock exchange where securities of the company are listed.

All other words and phrases will have the same meaning as defined under the "SEBI (Prohibition of Insider Trading) Regulations, 1992" as amended from time to time and also under the "Securities and Exchange Board of India Act, 1992."

5. Compliance Officer

Unless otherwise resolved by the Board of Directors, the Company Secretary for the time being of the Company shall be the Compliance Officer for the purpose of this code.

6. Functions, duties and Responsibilities of the Compliance Officer

- 6.1 The Compliance Officer shall be subject to the supervision of the Board of Directors of the Company and shall report to the Managing Director of the Company.
- 6.2 The Compliance Officer shall be responsible for
 - Setting forth policies, procedures, monitoring adherence to the rules for the preservation of Price Sensitive Information, Pre-clearance of Trades of Directors, Officers and Designated Employees' and their Dependents Family Members and monitoring of trades and the implementation of the Code.
 - Maintaining the record of the Directors, Officers and Designated Employees and their dependants and incorporate changes from time to time.
 - Assist all the employees in addressing any clarifications regarding the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 as amended from time to time and the Company's Code of Conduct.
 - Ensuring that all Directors, Officers and Designated Employees of the Company shall conduct their dealings only when the Trading window is open.
 - Ensuring that all Directors, Officers and Designated Employees furnish the details of transactions in the securities of the Company as stated in Clause 7 in the prescribed form and maintains a record of all the intimation received for a period of at least three years.
 - Maintaining records of all declarations as stated in Clause 7 in the prescribed form and to place the same before the Chairman and Managing Director or Whole time Director, as the case may be, on a Monthly basis.
 - Obtain initial and continual disclosures from Directors, Officers and Designated Employees, major shareholders and to give information in respect of the disclosures made to all the Stock Exchanges where the securities are listed, within the prescribed period of receipt.

7. Reporting requirement for transactions in Securities

A. By Directors, Officers and Designated Employees

- Initial Disclosures

All Directors, Officers and Designated Employees shall forward to the Compliance Officer following details of their securities transactions including the statement of dependent family members in **Form-A** annexed hereto:

- (a) all holdings in securities of the company, at the time of joining the company;
- (b) all dealings in securities of the company within a period of seven days of transaction;

- Monthly/Annual Disclosures

In addition to the above, they shall also furnish to the Compliance Officer following

- (a) **Monthly statement** of transaction in securities of the Company in **Form B** annexed hereto. If there is no transaction in a particular month 'Nil' statement need not be submitted
- (b) **Annual statement** of all their holdings in securities of the Company to be submitted within 30 days of the close of each Financial Year in **Form C** annexed hereto.

- Continual Disclosures

Any change in shareholding or voting rights, if there is a change in such holding from the last disclosure made and the said change exceeds Rs. 5,00,000/- in value or 25,000 shares or 1% of the total shareholding or voting rights, whichever ever is lower. Such changes in shareholding or voting rights, to be disclosed to the Company and the Stock Exchange where the shares are listed within two working days or such other time limit as may be specified in **Form D** annexed hereto

B. By other major shareholders

- Initial Disclosures

Any person holding more than 5% shares/ voting rights in the Company shall disclose the number of shares or voting rights held within two working days of receipt of intimation of allotment of shares or the acquisition of shares.

- Continual Disclosures

Any person who holds more than 5% shares or voting rights in the Company shall disclose the number of shares or voting rights held and change in the shareholding or voting rights within two working days, even if such change results in shareholding falling below 5%, if there has been change in such holding from the last disclosure and such change exceeds 2% of total shareholding or voting rights in the Company.

The disclosure required under this regulation may also be made through electronic filing in accordance with the systems devised by the Stock Exchange.

8. Preservation of "Price Sensitive Information"

- (a) All the Directors/Officers/Designated employees shall maintain the confidentiality of price sensitive information. They shall not communicate or counsel or procure directly or indirectly any unpublished price sensitive information to any person and pass on such information to any person, directly or indirectly by way of making recommendations for acquisition/purchase/sale of the securities of the Company;
- (b) All Directors/officers/designated employees should not acquire/purchase/sell Company's shares either on behalf of themselves or others, when in possession of unpublished price sensitive information.
- (c) Price Sensitive Information shall be handled on a "need-to-know" basis i.e. price sensitive information should be disclosed only to those within the Company who need the information to discharge their duty.
- (d) Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password etc.

9. Prevention of misuse of price sensitive information

All Directors, Officers and Designated Employees of the Company shall be subject to trading restrictions in the following manner-

Trading Window

- (a) All Directors, Officers and Designated Employees of the Company shall trade in the Company's securities only during the period specified by the Company from time to time

The "Trading Window" shall be closed during the time the information referred to hereunder is unpublished. When the "Trading Window" is closed, the Directors, Officers and Designated Employees of the Company shall not trade in the Company's securities during that period.

Unless otherwise specified by the Compliance officer, the Trading Window shall be inter-alia closed 10 days prior to declaration of financial results (annual/quarterly and half-yearly) and declaration of dividend (interim and/or Final) and any other time as designated by the Compliance officer if any unpublished Price Sensitive Information is under active consideration of the Company, such as the following :

- i. Issue of securities by way of public/right/bonus etc.
- ii. Any major expansion plans or execution of new projects;
- iii. Amalgamation, mergers, takeovers and buy-back;
- iv. Disposal of whole or substantially whole of the undertaking;
- v. Any significant changes in policies, plans or operations of the company;

"Trading Window" may be closed by the Company during such time in addition to the above period, as it may deem fit from time to time.

- b) The trading window shall be opened 24 hours after information is made public.

- c) No Director/Officer/Designated employees shall conduct all their dealings in the securities of the company during the closure of the Trading Window. In case of ESOPs (Employee Stock Option Plan) exercise of option may be allowed during 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

10. Pre-clearance of Trades

- (a) All Directors/ designated employees and their dependants who intend to deal in the securities of the company up to the Threshold Limit fixed, as defined and provided hereinabove, may do so without any pre-clearance from the Compliance Officer.
- (b) In all other cases, they should pre-clear the transactions as per the pre-dealing procedure as described hereunder:
 - a. Make an application shall be made in the prescribed Form 'E' annexed hereto to the compliance officer indicating the estimated number of securities that he/she intends to deal in, the details as to the depository with which he/she maintains 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.
 - b. He /She shall execute an undertaking in favour of the Company incorporating therein, inter alia the following clauses, as may be applicable:
 - a) That the designated employee/director/officer/dependant family member does not have access or has not received price sensitive information up to the time of signing the Undertaking.
 - b) That in case, the designated employee/director/officer/dependant family member has access to or receive any "Price Sensitive Information" after the signing of this undertaking but before execution of the transaction, he/she shall inform the Compliance Officer of the change in position and that he/she shall refrain from dealing in securities of the company till such information is made public.
 - c) That he/she has not contravened the Company's Code of Conduct for Prevention of Insider Trading as notified by the company from time to time.
 - d) That he/she has made full and true disclosure in this application.
 - (c) The directors/Officers/Designated employees and their dependants shall execute their transaction in respect of securities of the Company within one week after the approval of pre-clearance is given falling which the transaction has to be pre-cleared again. They shall hold their investments in securities for a minimum period of 6 months from the date of purchase or actual allotment. In case of personal emergency the 6 months holding period may be waived by the Compliance Officer (application to made in Form F) after recording in writing the reason in this regard.

In case of the Compliance Officer intending to deal in the securities of the Company beyond the threshold limit the pre-clearance of the Managing Director will have to be obtained. Similarly in case of personal emergency Compliance Officer may obtain the waiver from the Managing Director with regard to complying the minimum period of holding investments for 6 months.

11. Restrictions on the Company

The Company shall not deal in the Securities of another Company or associate of that other Company, while in possession of any Unpublished Price Sensitive Information of that other Company.

12. Penalty

Any Director/Officer/designated employee who trades in securities or communicates any information for trading in securities in contravention of the code of conduct shall be penalized and appropriate action may be taken by the Company after giving reasonable opportunity to them to show-cause. He/ she shall also be subject to disciplinary action, as deemed appropriate, including wage, salary freeze, suspension, withholding of promotions, ineligibility for future participation in ESOPs etc.

In addition to the action which may be taken by the Company, the persons violating the regulations or this code shall also be subject to action by SEBI as per the SEBI Act and SEBI (Prohibition of Insider Trading) Regulations, 1992. In case of any violation, the Company shall inform SEBI accordingly.

13. General

The decision of the Board of Directors of the Company with regard to any or all matter relating to this Code Shall be Final and binding on all concerned. The Board of Directors of the Company shall have the power to modify, amend or replace this Code in part or full as may be thought fit from time to time in their absolute discretion.

In case of any inconsistency between any of the provisions of the SEBI(Prohibition of Insider Trading) Regulations, 1992 and this Code or in case of any omission of any of the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 1992 in this Code, the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 1992 shall prevail or be applicable as the case may be.

14. This Code has been duly approved by the Board of Directors of the Company at their meeting held on January 27, 2011 and this Code shall be deemed to have come into force with effect from the said date.

Form F
Application for Pre-clearance

To,
The Compliance Officer
Career Point Infosystems Ltd.

Dear Sir,

Through Division Head/ Department Head

With reference to the Code for prohibition of Insider Trading of the Company, I seek your approval to subscribe to/ purchase / sell / deal as an agent/ principal in _____(nos.) equity shares of the Company.

The Statement of shareholding in Form A as on date _____and undertaking in the prescribed format are enclosed for your perusal in this connection.

Signature
Date

Pre-clearance Order

This is to inform you that your request for dealing in _____(no.) equity shares of the Company as mentioned in your above mentioned application is approved. Please note that the said transaction must be completed on or before _____(Date) that is within 7 days from today.

CONFIRMATION OF DEAL

To,
The Compliance Officer
Career Point Infosystems Ltd.

I confirm that the shares dealing for which approval was granted on _____was completed on _____by purchasing/selling_____ (nos.) equity shares of the Company.

Signature
Date

UNDERTAKING TO BE SUBMITTED ALONWITH THE APPLICATION FOR PER-CLEARENCE

I _____ (Name, Designation and Department) residing at _____, am desirous of dealing in _____ shares of the Company as mentioned in my application dated _____ for pre-clearance of the transaction.

As required by the Code for prohibition of Insider Trading of Career Point Infosystems Ltd., I undertake 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) In case, I get access to or receive any "Price Sensitive Information" after signing this application but before the execution of the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in securities of the Company till such information is becomes public.
- c) I have not contravened the Company's Code of Conduct for Prevention of Insider Trading as notified by the company from time to time.
- d) I have made full and true disclosure in this application.

Signature:

Name:

Designation:

Department:

Location:

Form E

To
The Compliance Officer
Career Point Infosystems Ltd.

Date

STATEMENT OF HOLDINGS AT THE TIME OF PRE-CLEARANCE

1. Detail of shareholding of Directors/Officers/Designated Employees held in their own name

Nam, PAN No, Address & Telephone No,	Designation	Department	No. of shares held (with Folio No./DP ID/Client ID)	Nature of transaction for which approval sought	No. of shares to be dealt

2. Detail of share held by Dependent Family Members

Nam, PAN No, Address & Telephone No,	Relationship	No. of shares held (with Folio No./DP ID/Client ID)	Nature of transaction for which approval sought	No. of shares to be dealt

I / We declare that the shares sold have been held by me /us for 6 months

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

Signature

Form D

To
The Compliance Officer
Career Point Infosystems Ltd.

Date

DISCLOSURE OF CHANGE IN HOLDING

1. Detail of shareholding of substantial shareholders/Directors/Officers/Designated Employees held in their own name

Nam, PAN No, Address & Telephone No,	Designation	Department	Name of Transaction			Date of Transaction	No. of shares transacted	Whether approval obtained	Date of approval	Approval No.	Balance Holding On__	Folio No./DP ID/Client ID
			Purchase	Date	Other (Specify)							

2. Detail of share held by Dependent Family Members

Nam, PAN No, Address & Telephone No,	Relationship	No. of shares held before the transaction	Name of Transaction			Date of Transaction	No. of shares transacted	Whether approval obtained	Date of approval	Approval No.	Balance Holding On__	Folio No./DP ID/Client ID
			Purchase	Date	Other (Specify)							

I / We declare that I/We have complied with the requirement of the minimum holding period of 6 months with respect to shares sold

Signature

Form B

To
The Compliance Officer
Career Point Infosystems Ltd.

Date

1. Periodic Statement of shareholding of Directors/Officers/Designated Employees

Nam, PAN No, Address & Telephone No,	Designation	Department	No. of shares held as on April 1, 2010	No. of shares bought during the Quarter	No. of shares sold during the Quarter	No. of shares held as on December, 2010	Folio No./DP ID/Client ID

2. Detail of share held by Dependent Family Members

Nam, PAN No, Address & Telephone No. of Relative	Relationship	No. of shares held as on April 1, 2010	No. of shares bought during the Quarter	No. of shares sold during the Quarter	No. of shares held as on December, 2010	Folio No./DP ID/Client ID

I / We declare that I/We have complied with the requirement of the minimum holding period of 6 months with respect to shares sold

Signature

Form A

Form for initial Disclosure of detail of shares Held by substantial shareholders/Directors/Officers/Designated Employees

To
The Compliance Officer
Career Point Infosystems Ltd.

Date

1. Detail of shareholding of substantial shareholders/Directors/Officers/Designated Employees held in their own name

Nam, PAN No, Address & Telephone No,	Designation	Department/Date of Joining	Date of becoming Sustantial Shareholders/Directors/Officers	No. of shares held	Date of acquisition	Folio No./DP ID/Client ID

2. Detail of share held by Dependent Family Members

Nam, PAN No, Address & Telephone No. of Relative	Relationship	No. of shares held	Date of acquisition	Folio No./DP ID/Client ID

Signature

Form C

To
The Compliance Officer
Career Point Infosystems Ltd.

Date

ANNUAL DISCLOSURE

1. Statement of shareholding of Directors/Officers/Designated Employees

Nam, PAN No, Address & Telephone No,	Designation	Department	No. of shares held as on April 1, 2010	No. of shares bought during the year	No. of shares sold during the year	No. of shares held as on March 31, 2011	Folio No./DP ID/Client ID

2. Detail of share held by Dependent Family Members

Nam, PAN No, Address & Telephone No. of Relative	Relationship	No. of shares held as on April 1, 2010	No. of shares bought during the year	No. of shares sold during the year	No. of shares held as on March 31, 2011	Folio No./DP ID/Client ID

I / We declare that the shares sold have been held by me /us for 6 months

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

Signature