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CODE OF PRACTICES & PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

**[Pursuant to Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations,
2015]**

1. INTRODUCTION

As part of the Company's commitment to transparency and good governance, this Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information is made pursuant to Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulation, 2015, which provides for formulation of a "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" for the Board of Directors of the Company (The Code).

2. OBJECTIVE

The objective of the Code is to formulate a framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for the Company's securities. So as to ensure fair disclosure of events and occurrences that could impact price discovery in the market, the Board of Directors of the Company shall adhere to the following "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" envisaged in Schedule-A of SEBI (Prohibition of Insider Trading) Regulation, 2015.

3. PRINCIPLES AND PROCEDURES

In consonance with the principles of fair disclosure specified in SEBI (Prohibition of Insider Trading Regulations), 2015, our Company shall be strictly adhere to following practice and procedure for fair disclosures in respect of unpublished price sensitive information (UPSI) relating to the Bank and/ or its securities:

1. The Company shall ensure prompt disclosure to the public 'Unpublished Price Sensitive Information' (UPSI) that would impact price discovery, no sooner than credible and concrete information comes into being;
2. The Company shall ensure uniform and universal dissemination of UPSI and avoid selective disclosure;

3. The Company Secretary/Compliance Officer or any Director of the Company shall act as the Chief Investor Relations officer to deal with dissemination of information and disclosure of UPSI;
4. The Company shall make prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available to public;
5. The Company shall provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities;
6. The Company will ensure that information shared with analysts and research personnel, if any, is not UPSI;
7. The Company shall ensure that its conferences with analysts and investors shall be open to participation by all analysts, shareholders and other investors;
8. The Company shall develop and follow best practices to make transcripts or record of proceedings of meetings with analysts and other investor relations conferences on the official website www.asiacapital.in, to ensure official confirmation and documentation of disclosures made; and
9. The Company and Designated Persons shall maintain confidentiality of all UPSI and communicate the same purely on need-to-know basis and shall not communicate to any unauthorized person.

4. LEGITIMATE PURPOSE

The UPSI can be shared as an exception by an Insider for Legitimate purposes (as per its "Policy for Determination of Legitimate Purposes" (**Annexure-A**), provided it is not shared to evade or circumvent the prohibition under this Regulation), performance of duties or discharge of legal obligations.

5. LEAK/SUSPECTED LEAK OF UPSI

The Board has formulated written policy for initiating appropriate inquiries upon becoming aware of a leak/suspected leak of UPSI (**Annexure-B**).

6. AMENDMENT

The Board of Directors of the Company, in sync with applicable laws, rules & regulations, may amend / substitute any provision(s) with a new provision(s) or replace this entire Code with a new Code.

In any circumstance where the terms of this Code differ from any existing laws, rules, regulations, etc. for the period it is in force, the law, rule, regulation, etc. shall take precedence over this Code.

This Code and every subsequent modification, alteration or amendment made there to, shall also be intimated to the Stock Exchange where the securities of the Company are listed.

ANNEXURE-A

POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES

[Pursuant to Regulation 3(2A) of SEBI (Prohibition of Insider Trading) Regulations, 2015]

1. PREFACE

This Policy is an integral part of "Codes of Practices and Procedures for Fair Disclosure of UPSI" formulated under Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations 2015, and will be known as "Policy for Determination of Legitimate Purposes" hereinafter referred to as the "Policy". This Policy is being prepared in accordance with Regulation 3(2A) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

2. OBJECTIVE

The objective of this policy is to identify 'legitimate purposes', for performance of duties or discharge of legal obligations that can be considered as an exception for procuring or communicating Unpublished Price Sensitive Information (UPSI), which is likely to materially affect the price of the securities of the Company.

3. LEGITIMATE PURPOSES

"Legitimate Purposes" shall mean sharing of UPSI in the ordinary course of business by an Insider with the following persons mentioned below, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations:

- a. Promoter of the Company;
- b. Auditors (Statutory, Internal, Secretarial, and any other auditors as applicable);
- c. Staff members of the audit firm/team conducting the audit;
- d. Collaborators;
- e. Lenders;
- f. Customers;
- g. Suppliers;
- h. Bankers/Merchant Bankers;
- i. Legal Advisors;
- j. Investors;
- k. Insolvency Professionals;
- l. Consultants; or
- m. Any other advisors/consultants/partners

It is hereby clarified that any person in receipt of UPSI pursuant to a "legitimate purpose" shall also be considered as an "insider" for the purpose of this Code and the regulations and thus such persons shall maintain confidentiality of such UPSI in compliance with this Code and the regulations.

4. MAINTENANCE OF DIGITAL DATABASE

The Board of Directors of the Company, shall ensure that a structured digital database is maintained containing the nature of UPSI and the names of such persons who have shared the information and also the names of such persons 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 database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

The Board of Directors of the Company shall ensure that the structured digital database is preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the SEBI regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

5. AMENDMENT

The Board of Directors of the Company, in sync with applicable laws, rules & regulations, may amend / substitute any provision(s) with a new provision(s) or replace this entire Policy with a new Policy.

In any circumstance where the terms of this policy differ from any existing laws, rules, regulations, etc. for the period it is in force, the law, rule, regulation, etc. shall take precedence over this policy.

This policy and every subsequent modification, alteration or amendment made there to, shall also be intimated to the Stock Exchange where the securities of the Company are listed.

ANNEXURE-B

POLICY AND PROCEDURE OF INQUIRY IN CASE OF LEAK OR SUSPECTED LEAK OF UPSI

[Pursuant to Regulation 9(A) of SEBI (Prohibition of Insider Trading) Regulations, 2015]

1. PREFACE

The SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 has mandated every listed company to formulate a written policy and procedures for conducting in case of leak of UPSI or suspected leak of UPSI and accordingly initiate appropriate inquiries on becoming aware of leak of UPSI or suspected leak of UPSI and inform the Board i.e Securities and Exchange Board of India (“SEBI”) promptly of such leaks, inquiries and results of such inquiries.

2. OBJECTIVE

- a) To strengthen the internal control systems to prevent leak of UPSI;
- b) To prohibit the sharing UPSI, with any un-authorized persons, which can affect the market price of the securities of the Company, and/ or causes loss of reputation and investors’ / financiers’ confidence in the Company;
- c) To initiate inquiry in case of leak of UPSI or suspected leak of UPSI and inform the same promptly to SEBI;
- d) To penalize Insider, who is found guilty of violation of this policy.

3. APPLICABILITY

This policy shall apply to all insiders and immediate relative of insiders and persons in possession of or having access to UPSI except the same is provided for the legitimate purposes.

4. DUTIES OF COMPLIANCE OFFICER

The Compliance officer shall be responsible to;

- a) Oversee the Compliance of this policy.
- b) Report the incident of actual or suspected leak of UPSI to the committee as formulated under this policy.
- c) Intimate the incident of actual or suspected leak of UPSI to the committee as formulated under this policy.
- d) To co-ordinate with and disclose the relevant facts of the incident of actual or suspected leak of UPSI to the Audit Committee.

5. DUTIES OF AUDIT COMMITTEE

The Audit Committee shall be responsible;

- (a) To conduct a preliminary enquiry to ascertain the truth contained in the information or complaint pertaining to actual or suspected leak of UPSI, if any;
- (b) To authorize any person, if required, to collect necessary support material;
- (c) To consider the facts and circumstances and decide / direct on the matter;
- (d) To decide disciplinary action thereon; and
- (e) To provide copy of the proceedings and details of action taken by the Committee to the Board, Stock Exchange and/or SEBI.

6. PROCESS OF INQUIRY IN CASE OF LEAK OR SUSPECTED LEAK OF UPSI

On becoming aware of suo-moto or otherwise, of actual or suspected leak of UPSI of the Company by any Insider or any other known or un-known person, except in the case for the information is provided for legitimate purpose the Compliance Officer shall refer the matter to the Audit Committee who shall follow the below mentioned procedure in order to investigate the matter.

(a) To take Cognizance of the matter

The Audit Committee shall meet within a period of 3 (Three) days after receipt of the information of actual or suspected leak of UPSI and take cognizance of the matter and decide as follows.

- (i) If it is found that the allegation is frivolous, not maintainable or outside the scope, the same may be dismissed; or
- (ii) If it is found that the issue requires further investigation, Preliminary Enquiry may be initiated.

(b) Preliminary Enquiry

Preliminary enquiry is a fact-finding exercise which shall be conducted by the compliance officer or any other persons appointed/authorized by the Audit Committee, to initiate/conduct an enquiry to collect the relevant fact, material substances on actual or suspected leak of UPSI.

(c) Report of Preliminary Enquiry to the Audit Committee

The Compliance officer or person appointed/authorized by the Audit Committee, to enquire the matter of actual or suspected leak of UPSI submit his/her report to the Audit Committee within 4 (Four) days from the date of his appointment on this behalf. After receiving of the preliminary enquiry report, the Audit Committee will review and discuss the same and prepare the final report within 15 (Fifteen) days from the date preliminary enquiry and take necessary actions including levy of penalties.

(d) Disciplinary action

After looking over the report, the Audit Committee shall decide the Disciplinary Action(s) which shall include wage freeze, suspension, recovery, claw back, termination or any other disciplinary action as deemed necessary.

7. REPORTING

- (a) Report of final enquiry be placed before the Board of Directors of the Company and actions taken thereon;
- (b) The Board on reporting of the violation under the policy may levy additional disciplinary action as it deems fit;
- (c) 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; and
- (d) The SEBI or any other appropriate regulatory authority would also be informed promptly so that appropriate action may be taken by them.

8. AMENDMENT

The Board of Directors of the Company, in sync with applicable laws, rules & regulations, may amend / substitute any provision(s) with a new provision(s) or replace this entire Policy with a new Policy.

In any circumstance where the terms of this policy differ from any existing laws, rules, regulations, etc. for the period it is in force, the law, rule, regulation, etc. shall take precedence over this policy.

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