

# Asia Capital Limited

CIN: L65993MH1983PLC342502

## Registered Office

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## **CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING**

### **1. BACKGROUND & LEGAL FRAMEWORK:**

Asia Capital Limited (the “Company”) is a public company whose equity shares are listed on BSE Limited and subject to the rules and regulations issued by the Securities and Exchange Board of India (SEBI).

The SEBI prohibits an Insider from Trading in the securities of a company listed on any stock exchange on the basis of any Unpublished Price Sensitive Information (UPSI) vide SEBI (Prohibition of Insider Trading) Regulations, 2015 (The PIT Regulations).

The PIT Regulations requires every listed company to formulate a code of conduct to regulate, monitor and report trading by its employees and other “connected persons” (as defined under the Regulations) towards achieving compliance with these Regulations and enforce a code of internal conduct and procedures based on the model code provided therein. Accordingly, the Board of Directors (“the Board”) of the Company has adopted and formulated Code or Policy of Insider Trading by approving in the Board Meeting, in compliance with the applicable regulations of the SEBI and also to upload that code or policy on Company’s website at [www.asiacapital.in](http://www.asiacapital.in) under the broad heading Investor Relation.

Further, SEBI (Prohibition of Insider Trading) (Amendment) Regulation 2018 notified on December 31, 2018 and subsequent amendment to PIT Regulations notified on January 21, 2019 requires every listed Company, inter alia, to formulate a policy for determination of ‘Legitimate purpose’ as a part of this code formulated under regulation 8 of SEBI PIT Regulation. Accordingly, the Board of Directors adopted this new Code covering a policy for determination of ‘Legitimate purpose’. Accordingly, the Board of Directors (“the Board”) of the Company has adopted and formulated new Code of Conduct of Insider Trading by approving in the Board Meeting dated June 18, 2021 (**the Code**).

### **2. PURPOSE AND APPLICABILITY**

The Company endeavours to preserve the confidentiality and prevent the misuse of UPSI. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all the applicable laws and regulations.

Every director, officer and Designated Person of the Company has a duty to safeguard the confidentiality of all such information which he/ she obtain in the course of performance of official duties. Directors, officers and Designated Person of the Company should not use their position to gain personal benefit.

The Code is applicable to the following persons:

- 1) Promoters including member(s) of the Promoter group
- 2) Directors
- 3) Designated Persons
- 4) Concerned Advisers/Consultants/Retainers of the Company
- 5) Connected Persons as defined in the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and as per clause 3(f) of the Code of Conduct

### 3. **DEFINITIONS:**

In this code the following definitions have been adopted.

- a) **“Act”** means the Securities and Exchange Board of India Act, 1992 (15 of 1992);
- b) **“Board”** means the Securities and Exchange Board of India;
- c) **“Code”** means code of conduct for prevention of insider trading as notified hereunder including any amendments/modifications made from time to time;
- d) **“Company”** means Asia Capital Limited;
- e) **“Compliance Officer”** means the Company Secretary of the Company or in his/her absence, Chief Financial Officer or any other person designated by the Board for the purpose of administration of the insider trading policy;
- f) **“Connected Person”** means
  - (i) any person who is or has during the six months prior to the concerned act been associated with a 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, KMP, 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 a company or his immediate relative or banker of the company, has more than ten per cent. of the holding or interest;

**g) “Designated Person”** shall consist of, Connected Persons who are:

- i) Promoters of the Company;
- ii) Directors of the Company;
- iii) Chief Executive officer/Chief Financial officer/Company Secretary of the Company;
- iv) Employees named in the Corporate Organization Chart of the Company from time to time;
- v) All employees in the Finance and Accounts Department, Perishable & General Department, Legal & Secretarial Department, Credit Control Department,
- vi) Any other Connected Person designated by the Company on the basis of their functional role;
- vii) Immediate Relatives of I to VI above;

**h) “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;

**i) “Director”** means Director appointed on the Board of the Company;

**j) “Generally available information”** means information that is accessible to the public on a non-discriminatory basis;

**k) “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;

- l) **“Insider”** means any person who is:
  - i) a connected person; or
  - ii) in possession of or having access to unpublished price sensitive information;
- i) **“Key Managerial Personnel”** shall have the same meaning as assigned to it under the Companies Act, 2013;
- j) **“Legitimate Purpose”** shall include sharing of price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations;
- k) **“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 any conflict of interest or appearance of misuse of information;
- l) **“Officer”** shall have the meaning assigned to it under the Companies Act, 2013;
- m) **“Promoter”** and **“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;
- n) **“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;
- o) **“Trading”** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly;
- p) **“Unpublished Price Sensitive Information”** means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:
  - 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. Change in key managerial personnel

Words and expressions used and not defined in the Code of Conduct but defined in the Securities and Exchange Board of India Act, 1992, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislations.

**4. DESIGNATION OF CHIEF INVESTOR RELATIONS OFFICER:**

- a) The Company shall designate a senior officer as a Chief Investor Relations Officer ("CIRO") to deal with dissemination and disclosure of UPSI;
- b) The CIRO would be responsible to ensure timely, adequate, uniform and universal dissemination and disclosure of UPSI pursuant to this Code as required under the Insider Trading Regulations so as to avoid selective disclosure;
- c) The CIRO shall be responsible for ensuring that the Company complies with continuous disclosure requirements, overseeing and co-ordinating disclosure of UPSI to Stock Exchange(s) where ASL Securities are listed, analysts, shareholders and media, and educating employees on disclosure policies and procedure;
- d) Disclosure/ dissemination of UPSI may normally be approved in advance by CIRO;
- e) In case of doubt, the CIRO shall consult and seek approval of the Managing Director/Executive Director(s) / the Chief Financial Officer of the Company pursuant to the Listing Agreement / Regulations, before dissemination of such information; and
- f) If UPSI is accidentally disclosed without prior approval of CIRO, the person responsible shall inform the CIRO immediately. The CIRO will then promptly disseminate the information so as to make such information generally available.

**5. PROHIBITION ON COMMUNICATING OR PROCURING UPSI**

An Insider shall not-

- i. Communicate, provide, or allow access to any UPSI, relating to the Company or its securities, to any person including other insiders, except to the extent allowed by these Rules; and
- ii. Procure from or cause the communication by an Insider of UPSI, relating to the Company or its securities;

Provided that nothing contained above shall be applicable when an UPSI is communicated, provided, allowed access to or procured:

- (a) In furtherance of legitimate purposes, performance of duties or discharge of legal obligations pursuant to appropriate confidentiality and non-disclosure agreements being executed;
- (b) In the event the Board of Directors direct or cause the public disclosure of UPSI in the best interest of the Company; and
- (c) Within a group of persons if such persons have been identified and secluded within a “Chinese wall” or information barrier by the Compliance Officer from the rest of the Company for a particular purpose or for a specified period of time in furtherance of legitimate purposes, performance of duties or discharge of legal obligations, and are subjected to, among other conditions, additional confidentiality obligations, information barriers designed to prevent exchanges of UPSI outside the “Chinese wall”, and the execution of an undertaking by such persons to abstain and / or forego Trading during such seclusion or till the UPSI no longer constitutes UPSI.

## **6. PROHIBITION ON INSIDER TRADING**

An Insider shall not, directly or indirectly, -

- i. Trade in securities that are listed or proposed to be listed when in possession of UPSI;
- ii. Trade in securities of the Company except when the Trading Window is open and the Insider is not in possession of UPSI.

Provided the restriction in 6(i) above shall not apply to:

- a) A transaction that is an off-market inter-se transfer between Promoters who were in possession of the same UPSI without being in breach of these Rules and both parties had made a conscious and informed trade decision;
- b) Transaction carried out through the block deal window mechanism between persons who were in possession of the UPSI without being in breach of regulation 3 of SEBI (Prohibition of Insider Trading) Regulations, 2018 and both parties had made a conscious and informed trade decision;
- c) Transaction is carried out in pursuant to a statutory or regulatory obligation to carry out a bona fide transaction;
- d) The transaction undertaken is in pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations; and
- e) Trades pursuant to a Trading Plan set up in accordance with these Rules.

## **7. PROCEDURE TO BRING ANY OTHER PERSON IN SENSITIVE TRANSACTIONS**

The Company shall follow the below procedure to include any other person as an Insider while dealing in sensitive transactions or sharing of UPSI:

- i. The Managing Director, Whole-time Director, Chief Executive Officer or KMPs of the Company, may involve any other person, based on the requirement, in sensitive transaction pursuant to a legitimate purpose;
- ii. Such person(s) shall be considered as an Insider and give an undertaking to the Company for maintaining confidentiality and non-disclosure of UPSI obtained;
- iii. The Compliance Officer shall make Insider aware of their duties and responsibilities attached to the receipt of UPSI and the liability in case of misuse or unwarranted use of UPSI; and
- iv. The provision of this Code of Conduct shall be applicable to such other person during their involvement in sensitive transaction.

## **8. TRADING WINDOW**

- i. The trading window, 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 closed for all Insiders from the 1st day immediately following the relevant calendar quarter till the conclusion of 48 hours after disclosure of such quarterly/ annual financial results of the company to stock exchanges;
- iii. When the trading window is closed, the Designated Persons and their immediate relatives shall not trade in the Company’s securities in such period;
- iv. Designated Persons and their immediate relatives 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;
- v. The Compliance Officer shall intimate the closure of trading window to all the designated employees of the Company when he determines that a designated person or class of designated persons can reasonably be expected to have possession of UPSI. Such closure shall be imposed in relation to such securities to which such UPSI relates;
- vi. The Compliance Officer after taking into account various factors including the UPSI 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 through BSE; and

- vii. 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.

## **9. TRADING PLAN:**

An insider, who may be perpetually in possession of UPSI, in order to plan for trades to be executed in future, shall formulate a trading plan that complies with the SEBI Regulations ("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.

The Compliance Officer shall review and seek additional clarifications or undertakings, if required to approve the Trading Plan, if it complies with the SEBI Regulations and shall disclose the Trading Plan to the stock exchanges

Trading plan shall:

- i. Not entail commencement of trading on behalf of the insider earlier than six (6) months from the public disclosure of the plan;
- ii. Not entail trading for the period between the twentieth (20) trading day prior to the last day of any financial period for which quarterly/half yearly/annual financial period for which the results are required to be announced by the company and the second trading day after the disclosure of such financial results (this period shall also include window closure period);
- iii. Not entail trading from the 1st day immediately following the relevant calendar quarter till the second trading day after disclosure of such quarterly/ annual financial results;
- iv. Trading plan shall entail trading for a period of not less than twelve months;
- v. not entail overlap of any period for which another trading plan is already in existence;
- vi. Trading not entail trading in securities for market abuse;
- vii. The compliance officer shall review the trading plan to assess whether the plan would have any potential for violation of these regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan;
- viii. 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;
- ix. 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 (UPSI) and the said information has not become generally available at the time of the commencement of implementation;



- x. The trading plan once approved shall be irrevocable and it shall be mandatorily have to be implemented and without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan;
- xi. The commencement of the Plan shall be deferred until such UPSI 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; and
- xii. Pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.

Upon approval of the trading plan, the Compliance Officer shall notify the plan to the stock exchanges on which the securities are listed.

#### **10. PRE-CLEARANCE OF TRADING**

- i. Designated Persons may Trade in the securities of the Company when the trading window is opened, after obtaining approval of the Compliance Officer by submitting an application as per Annexure-1 and an undertaking as per Annexure-2, if the cumulative trading whether in one transaction or a series of transactions in any calendar quarter exceeds Rs. 10 lakhs (Ten lakhs) market value.
- ii. Designated Persons shall not trade in Securities of the Company and shall not apply for pre-clearance if such Designated Person is in possession of UPSI even if the trading window is open.
- iii. The Compliance Officer shall not approve any proposed Trade by Designated Person if the Compliance Officer determines that such Designated Person is in possession of UPSI even though the trading window is open.
- iv. The Compliance Officer may, after being satisfied that the application and undertaking are true and accurate, approve Trading by a Designated Person, on the condition that the Trade so approved shall be executed within **seven (7) trading days** following the date of approval.
- v. Pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.
- vi. In case of trade by the Compliance Officer, the Compliance Officer shall obtain preclearance of trade from the Managing Director/Executive Director of the Company.
- vii. The Designated Person shall, within two days of the execution of the Trade, submit the details of such Trade to the Compliance Officer as per **Annexure-3**. In case the transaction is not undertaken, intimation shall be made to that effect.

- viii. If the pre-cleared Trade is not executed within seven (7) trading days after the approval is given, the Designated Person must secure pre-clearance of the transaction again.
- ix. A Designated Person who trades in securities without complying with the preclearance procedure as envisaged in these Rules or gives false undertakings and/or makes misrepresentations in the undertakings executed by him/her while complying with the pre-clearance procedure shall be subjected to the penalties as envisaged in these Code.
- x. 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.

## **11. DISCLOSURE REQUIREMENTS**

The disclosure to be made by any person under this code shall include those relating to trading by immediate relative(s) of such person and by any other person for whom such person takes trading decisions. This disclosure of trading in securities shall also include trading in derivatives and traded value of the derivatives shall be taken into account for the purpose of this code

### **i. Initial Disclosure:**

Every Promoter, Promoter Group, Key Managerial Personnel, Director, Designated Person of the Company shall disclose his/her holding of securities of the Company within thirty (30) days of these Code taking effect as per Form A set out in **Annexure-4**.

Every person on appointment as a Key Managerial Personnel or a Director of the Company or upon becoming a Promoter shall disclose his / her and immediate Relatives' holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company within seven (7) days of such appointment or becoming a promoter, as per Form B set out in **Annexure-5**.

### **ii. Continual Disclosure:**

Every Promoter, Promoter Group, Director, KMP, Designated Person of the Company and each of their Immediate Relatives shall disclose as per Form C set out in **Annexure-6** to the Company the number of such securities acquired or disposed of within two (2) 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 lakhs.

The disclosure shall be made within two trading 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.

Disclosure to the Stock Exchanges:

The Compliance Officer shall notify the stock exchanges, particulars of the Trades, within two trading days of the receipt of the Continual Disclosure or from becoming aware of such information.

iii. **Disclosure by other connected persons:**

The Compliance Officer may, require any other Connected Person to disclose the holdings and trading in securities of the Company as per Form D set out in **Annexure-7** at such frequency as he/she may determine.

iv. **Annual Disclosure**

Every Designated Person, Promoter, KMP and Director of the Company shall on an annual basis, disclose in Form - E set out in **Annexure-8** to the Company, the details of all holdings in Securities of the Company held by him including statement of holding of their immediate relatives on or before April 30 (for the year ended March 31).

**12. MAINTENANCE OF DIGITAL DATABASE**

The Company shall maintain a structured digital database of the persons with whom UPSI is shared, as required under the Insider Trading Regulations. The database shall inter alia contain the names of the persons or entities with whom the information is shared under the Insider Trading Regulations along with the Permanent Account Number ("PAN") or any other identifier authorized by law where PAN is not available.

The said digital database shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

**13. TRADING WHEN IN POSSESSION OF UPSI**

When a person who has traded in securities has been in possession of UPSI, his trade(s) would be presumed to have been motivated by the knowledge and awareness of such information in his possession.

**14. DISCLOSURE/DISSEMINATION OF PRICE SENSITIVE INFORMATION WITH SPECIAL REFERENCE TO ANALYSTS, RESEARCH PERSONNEL**

No person, except those authorized by the CIRO, shall disclose any information relating to the Company's Securities to analysts, research personnel and institutional investors. Only public information to be provided, recording of discussion and Simultaneous release of Information provided to them.

## **15. PENALTY FOR INSIDER TRADING**

- i. An Insider who acts in contravention of these Rules shall be liable to have his services or relationship with the Company, as the case may be, terminated;
- ii. Directors, Officers and KMP, Designated Person and Insider of the Company who violate these rules shall be subject to disciplinary action by the Company, which may include wage freeze, suspension, ineligibility for future participation in the Company's stock option plans or termination; and
- iii. The SEBI or any other appropriate regulatory authority would also be informed of such the violation by the Board of Directors of the Company so that appropriate action may be taken.

## **16. PRESERVATION OF PRICE SENSITIVE INFORMATION**

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 the insider's legitimate purposes, performance of duties or discharge of his legal obligations.

An unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction that would: –

- i. entail an obligation to make an open offer under the takeover regulations where the Board of Directors of the Company is of informed opinion that the proposed transaction is in the best interests of the company;
- ii. not attract 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 (2) trading days prior to the proposed transaction being affected in such form as the board of directors may determine.

For the above purposes, 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.

## **17. MISCELLANEOUS**

- i. The Board of Directors, the Compliance Officer and any other person authorised by the Board shall be empowered to do necessary modification in the Code to meet the legal requirements notified by the regulator and such change shall be effective from such date that the Board/authorised person may notify in this behalf. Further, the Board of Directors may note such change in Code at the subsequent Board Meeting;

- ii. The Compliance Officer shall maintain updated list of Designated Persons, records of disclosures and pre-clearance applications and undertakings for a period of five years;
- iii. The Company shall require all Connected Persons to formulate and adhere to a Code of Conduct to achieve compliance with this Code of Conduct. In case such persons observe that there has been a violation of the Code of Conduct, then they shall inform the Board of Directors of the Company promptly;
- iv. The Company has adopted the amended 'Code of practice and procedures for fair disclosure of UPSI available at <https://www.asiacapital.in> to regulate the Company's practices and procedures for fair disclosure of UPSI;
- v. It is the responsibility of the Designated Persons, Connected Persons and all Insiders to ensure compliance with the Code of Conduct. In case of any doubt a written correspondence should be done with the Compliance Officer and no action should be taken till the doubt is clarified in writing;
- vi. In any circumstance, where the terms of this Code of Conduct differ from any existing laws, rules and regulations in force, the laws, rules, and regulations shall take precedence over this Code of Conduct;

## **18. 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-1**

**APPLICATION FOR PRE-TRADING APPROVAL**

To,  
The Compliance Officer,  
Asia Capital Limited

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Insider Trading Policy, I seek approval to purchase / sell / subscribe \_\_\_\_\_ equity shares of the Company as per details given below:

Name of the Applicant	
Designation	
Number of securities held as on date	
Folio No. / DP ID / Client ID No.	
The proposal is for	(a) Purchase of securities (b) Subscription to securities (c) Sale of securities
Proposed date of trading in securities	
Estimated number of securities proposed to be purchased/subscribed/sold	
Current market price (as on date of application)	
Whether the proposed transaction will be through stock exchange or off-market trade	
Folio No. / DP ID / Client ID No. where the securities will be credited / debited	

I enclose herewith the Undertaking signed by me.

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

Name:

Date:

**ANNEXURE 2**

**UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-CLEARANCE**

To,  
The Compliance Officer,  
Asia Capital **Limited**

Dear Sir,

I, \_\_\_\_\_ (Name) \_\_\_\_\_ (Designation) 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.

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 or any regulations of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

I undertake to submit the necessary report within 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 fresh pre-clearance again.

I declare that I have made full and true disclosure in this regard to the best of my knowledge and belief.

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

Name:

Date:

**ANNEXURE 3**

**FORMAT FOR DISCLOSURE OF TRANSACTIONS**

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

To,  
The Compliance Officer,  
Asia Capital **Limited**

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/ClientID / Folio No	Price (Rs.)

I declare that the above information is correct and that no provisions of the Company's Code or Policy and/or applicable laws/SEBI (Prohibition of Insider Trading) Regulations, 2015 have been contravened for effecting the above said transactions(s).

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

Name:

Designation:

Date:



**ANNEXURE 4**

**FORM A**

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (1) (a) read with Regulation 6 (2)]**

To,  
The Compliance Officer,  
Asia Capital Limited (ISIN: \_\_\_\_\_)

Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2) of SEBI Regulations.

Name, PAN No., CIN/DIN & address with Contact No.	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 Future contracts held as on the date of regulation coming into force	
		Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of units contracts lot size)	Notional value in Rupee terms	Number of units contracts lot size)	Notional value in Rupee terms

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

Name:

Designation:

Date:

**ANNEXURE 5**

**FORM B**

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

**[Regulation 7(1)(b) read with Regulation 6(2)]**

To,  
The Compliance Officer,  
**Asia Capital Limited (ISIN: \_\_\_\_\_)**

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).					Details of Open Interest (OI) in derivatives on the securities of the company held on appointment of KMP or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).				
Name, PAN No., CIN/DIN & address with Contact No.	Category of Person (KMP / Director or Promoter or member of the promoter group/Immediate relative to/others, etc.)	Date of appointment of Director /KMP or Date of becoming Promoter/member of the promoter group	Securities held at the time of appointment of KMP/Director or upon becoming Promoter or member of the promoter group		% of Shareholding	Open Interest of the Future contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group		Open Interest of the Option Contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group	
			Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements, etc.)	No.		Number of units (contracts lot size)	Notional value in Rupee Terms	Number of units (contracts lot size)	Notional value in Rupee Terms

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

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

Name:

Designation:

Date:



Date of intimation to company.	Mode of acquisition /disposal (on market/ public/ rights/ preferential offer/ off market/ Inter-se transfer, ESOPs, etc.)	Exchange on which the trade was executed	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)	
13	14	15	16	17	18	19	20	21	22

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

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

Name:

Design

ation:

Date:

**ANNEXURE 7**

**FORM D**

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7(3) –Transactions by other Connected Persons as identified by the Company)**

To,  
The Compliance Officer,  
Asia Capital Limited (ISIN: \_\_\_\_\_)

Name, PAN No., CIN/DIN & address of Connected Persons as identified by the Company with Contact No.	Connection with the Company	Securities held prior to acquisition/disposal		Securities acquired/disposed		% of Shareholding		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company.	Mode of acquisition (market purchase /public rights/ preferent offer / off market/ Inter-se transfer etc.	Trading in derivatives (Specify type of contract, Futures or Options etc.)				Exchange on which the trade was executed
		Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For e.g. – Shares, Warrants, Convertible Debentures etc.)	No.	Pre-transaction	Post-transaction	From	To			Buy		Sell		
												Value	Number of units (contracts lot size)	Value	Number of units (contracts lot size)	
1																

Signature: \_\_\_\_\_  
Name:  
Designation:  
Date:

**ANNEXURE 8**

**FORM E**

**PART-A**

**ANNUAL DISCLOSURE**

To,  
The Compliance Officer  
Asia Capital Limited (ISIN:    )

Ref: **Annual Disclosure of shareholding in terms of the Code of Conduct for Prevention of Insider Trading by Designated Person.**

I, \_\_\_\_\_ (Name) \_\_\_\_\_ (Designation and Department, if applicable), \_\_\_\_\_ (Mobile Number-self) along with my immediate relatives\* and persons with whom I have material financial relationship# (as defined in the Code) hold shares in the company as under:

Name	Relationship	PAN	No. of Shares held in the Company	Details such as Folio No. /DP ID/Client ID
	Self			
Immediate Relatives:				
1				
2				
Person(s) with whom you share a material financial relationship, if any				
1				

\_\_\_\_\_  
Signature  
Name: \_\_\_\_\_  
Designation: \_\_\_\_\_

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

\* "Immediate Relative" of a person means a spouse, dependent or independent, and includes parent, sibling and child of that person or his/her spouse, if they are either dependent financially on such person or consult such person in taking decisions relating

to trading insecurities.

#. "material financial relationship" means 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.

**PART-B**

**One-time Disclosure by Designated Person**

Particulars	Details
Name of educational institutions from which I graduated	1. 2. 3.
Name(s) of the past employer(s), if any	1. 2. 3.

Signature \_\_\_\_\_  
Name: \_\_\_\_\_  
Designation: \_\_\_\_\_

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