

## **ABHIJIT TRADING CO. LTD**

### **INSIDER TRADING POLICY**

#### **1. INTRODUCTION:**

The Board of Directors of the Company have adopted this Insider Trading Policy (the “Policy”) to comply with the SEBI (Prohibition of Insider Trading) Regulations, 2015.

This Insider Trading Policy (this “Policy”) provides guidelines to directors, officers, employees and consultants of the Company with respect to trading in Company’s securities.

Accordingly, ‘this Insider Trading Policy’ replace the erstwhile ‘code of conduct for prevention of Insider Trading’ to bring in line with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

The Company reserves the right to amend or rescind this Policy or any portion of it at any time and to adopt different policies and procedures as and when required. If a law conflicts with this Policy, you must comply with the law.

#### **2. OBJECTIVE:**

The objective of this policy is to preserve the confidentiality of un-published price sensitive information and to prevent misuse of such information.

To prohibit trading in the securities of the Company on the basis of unpublished price sensitive information by Insiders

To enable disclosure of trading by Insiders; and

#### **3. APPLICABILITY:**

This policy is applicable with effect from 2<sup>nd</sup> May, 2015 to the Insiders including Designated Persons and their immediate relatives.

#### **4. DEFINITIONS:**

1. **“Regulation”** means The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015
2. **“Act”** means The Companies Act, 2013 and rules made thereunder
3. **“Board of Directors” or “Board”**, in relation to the company, means the collective body of the Directors of the Company.

**INSIDER TRADING POLICY**

4. **“Company”** means **“Abhijit Trading Co. Limited”** .
5. **“Policy”** or **“this Policy”** means the Insider Trading Policy.
6. **“SEBI”** means Securities Exchange Board of India
7. **“SEBI Act”** means Securities and Exchange Board of India Act, 1992
8. **“Committee”** means the Audit Committee of the Board or such other committee as may be nominated by the Board for the purpose of this Policy.
9. **“Key Managerial Personnel”** (KMP) means
  - a The Managing Director
  - b. The Company Secretary and
  - c. The Chief Financial Officeras per the provisions of Companies Act,2013.
10. **“Designated Person(s)”** means and include:
  - a. All Promoters and Directors of the company;
  - b. Key managerial Personnel (KMP) of the Company;
  - c. All Team Leader of the Company;
  - d. An officer or employee of the company who has an access to the Unpublished Price Sensitive Information relating to the company;
  - e. 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 and has directly or indirectly, access to unpublished price sensitive information;
  - f. Any person who in the opinion of the Board of Directors of the Company has access to or likely to have access to unpublished price sensitive information relating to the Company;
  - g. An immediate relative of the persons stated in a to f above;
  - h. 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 and having access to unpublished price sensitive information
  - i. Such other person as may be notified from time to time by the SEBI or other competent authority.

## INSIDER TRADING POLICY

11. **“Senior Management”** means personnel of the company who are members of its core management team excluding Board of Directors.
12. **"generally available information"** means information that is accessible to the public on a non-discriminatory basis;
13. **“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;
14. **"insider"** means any person who is:
  - i) a connected person; or
  - ii) in possession of or having access to unpublished price sensitive information;

**"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 the following, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

- a. by reason of frequent communication with its officers or
- b. by being in any contractual, fiduciary or employment relationship or
- c. by being a director, officer or an employee of the company or
- d. holds any position including a professional or business relationship between himself and the company whether temporary or permanent

**“Deemed to be connected person”** 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 16.1; 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

## INSIDER TRADING POLICY

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 recognized 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;

- 15. "**promoter**" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof;
- 16. "**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;
- 17. "**specified**" means specified by the SEBI in writing;
- 18. "**takeover regulations**" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- 19. "**trading**" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly;
- 20. "**trading day**" means a day on which the recognized stock exchanges are open for trading;
- 21. "**Unpublished Price Sensitive Information (UPSI)**" 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) changes in key managerial personnel; and
  - (vi) material events in accordance with the listing agreement

## **INSIDER TRADING POLICY**

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Regulation, Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation as may be amended from time to time, shall have the meaning respectively assigned to them therein.

### **5. PRESERVATION OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

All Designated persons shall maintain confidentiality of all Price Sensitive Information. Designated persons shall not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities. Following practices should be followed in this regard.

#### **NEED TO KNOW BASIS**

Unpublished Price Sensitive Information is to 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 and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of information.

### **CONFIDENTIALITY OF UPSI**

All Unpublished Price Sensitive Information shall not be disclosed to any person except on need to know basis. If an Insider/Designated Person receives any query from outside the company for information that may be material, the inquiry should be referred to the Company's Managing Director cum Compliance officer, who is responsible for coordinating and overseeing the release of that information to the investing public, securities analysts and others in compliance with applicable laws and regulations.

### **6. RESTRICTIONS ON COMMUNICATION OR PROCUREMENT OF UPSI**

An Insider/Designated Person shall not communicate, provide, or allow access to any UPSI, relating to the Company or its securities, to any person including other insiders, except as provided in the proviso.

No person shall procure from or cause the communication by any Insider/Designated Person 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. Which would require an obligation to make an open offer under takeover regulations where Board of Directors are of opinion that the proposed transaction is in the best interests of the Company.
- B. Which would not attract the aforesaid obligation to make an open offer under takeover regulations but The Board of Directors are of the opinion that proposed transaction is in the best interests of the Company and UPSI is disseminated to be made generally available at least 2 working days prior to the proposed transaction.
- C. In furtherance of legitimate purposes, performance of duties or discharge of legal obligations pursuant to appropriate confidentiality and non disclosure agreements being executed;

#### **DISCLOSURES BY CERTAIN PERSONS.**

##### 7.(1) Initial Disclosures.

(a).Every promoter, key managerial personnel and director of every company whose securities are listed on any recognised stock exchange shall disclose his holding of securities of the company as on the date of these regulations taking effect, to the company within thirty days of these regulations taking effect;

(b).Every person on appointment as a key managerial personnel or a director of the company or upon becoming a disclose his holding of securities of the company as on the date of appointment or becoming a promoter, to the company within seven days of such appointment or becoming a promoter.

##### (2) Continual Disclosures.

(a).Every promoter designated person and director of every company shall disclose to the company the number of such securities acquired or disposed of within two 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 ten lakh rupees or such other value as may be specified;

(b).Every company shall notify the particulars of such trading to the stock exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.

## **8. DISCLOSURES BY OTHER CONNECTED PERSONS.**

The Compliance Officer may, at his discretion require any other connected person or deemed to be connected persons to make disclosures of holdings and trading in securities of the company in such form and at such frequency as may be determined by the company in order to monitor compliance with these regulations.

Every disclosures shall be made in such form as specified under the regulation. Disclosures shall be made by the persons, their immediate relatives and by any other person for whom such person takes trading decision. Disclosures of trading in securities shall also include trading in derivatives of securities and traded value of derivatives shall be taken into account Provided that trading in derivatives of securities is permitted by any law for the time being in force.

## **9. CODE OF FAIR DISCLOSURE AND CONDUCT**

### **DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

Disclosure/dissemination of any unpublished price sensitive information shall be done by, the by the Managing Director as Compliance Officer and in his absence with the Chairman of the Board, by intimating to the Stock Exchanges and posting of the said information on the website of the Company and/ or otherwise making it Generally Available.

The Managing Director cum Compliance Officer disseminating any unpublished price sensitive shall ensure uniform and universal dissemination / disclosure so as to avoid selective disclosure.

No unpublished price sensitive information shall be shared with any person unless the information is made Generally Available i.e. only public information can be shared.

### **PROCEDURE FOR RESPONDING TO ANY QUERIES/REQUESTS FOR VERIFICATION OF MARKET RUMOURS BY STOCK EXCHANGES**

The Managing Director cum Compliance Officer for:

- a. verification of any market rumours or queries forwarded by regulatory authorities.
- b. appropriate public announcement with respect to market rumours.
- c. a prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information Generally Available.

## **DEALING WITH ANALYSTS/ INSTITUTIONAL INVESTORS/MEDIA**

Only following persons are authorized to attend a meeting or interact with analysts/researchers, institutional and other investors or the media or any investor relations conference:

- i) Chairman of the Company
- ii) Managing Director of the Company
- iii) Compliance Officer

No unpublished price sensitive information shall be disclosed to Analysts/Researchers or Institutional and other large investors unless prior confirmation from the Managing Director of the Company obtained confirming that the said unpublished price sensitive information has been made Generally Available.

If any UPSI is accidentally disclosed without prior approval, the person responsible may inform the Managing Director cum Compliance Officer immediately of the same.