

AASWA TRADING AND EXPORTS LIMITED

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

INTRODUCTION:

1. The Securities and Exchange Board of India (“SEBI”) notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“SEBI (PIT) Regulations, 2015”) on January 15, 2015, which is effective from May 15, 2015.
2. Pursuant to Regulation 8 of the SEBI (PIT) Regulations, 2015, Aaswa Trading and Exports Ltd (“Company”) is required to formulate a code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (“Fair Disclosure Code”).
3. Accordingly the Board of Directors of the Company has formulated the Fair Disclosure Code.
4. Further, in line with the amendments to SEBI (PIT) Regulations, 2015, the Company has revised the “Fair Disclosure Code” on February 11, 2019 which shall come into force from April 1, 2019.

SCOPE:

1. The Company endeavours to preserve the confidentiality of unpublished price sensitive information (UPSI) and to prevent its misuse. To achieve these objectives, and in compliance with the aforesaid Regulations, the Company has adopted this Fair Disclosure Code.
2. This Code ensures timely and adequate disclosure of UPSI which would impact the price of its securities and maintenance of uniformity, transparency and fairness in dealing with all its stakeholders.
3. The Company is committed to timely and accurate disclosure based on applicable legal and regulatory requirements.

TERMS AND DEFINITION:

Words and expressions used but not defined in this Code shall have the same meaning assigned to them in the SEBI (Prohibition of Insider Trading) Regulations, 2015 or the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and the rules and regulations made thereunder, as the case may be or in any amendment thereto.

PRINCIPLES OF FAIR DISCLOSURE:

To adhere to the principles as mention in Schedule A to the SEBI (PIT) Regulations, 2015, shall ensure the following:

1. The Company shall endeavor to make prompt public disclosure of all unpublished price sensitive information(s) that may impact price discovery, as soon as credible and concrete information comes into being, in order to make such information generally available.
2. The Company shall endeavor to make uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
3. The Company Secretary / Compliance Officer of the Company shall act as the Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. The Company shall endeavor to make prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. The Company shall make appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.
6. All unpublished price sensitive information shall be first communicated to the stock exchanges before the same is shared with Analyst and Research personnel.

The Company shall ensure that information shared with analysts and research personnel is not unpublished price sensitive information. No communication shall be made by the Company to any analyst or investor of any Unpublished Price Sensitive Information or a part thereof at any such meetings with analysts or investor conferences. All information communicated at such meetings will be only such information that is available in public domain or otherwise disclosed on the website of the company.

7. Transcript of the meetings/ concalls with analysts shall be furnished to the stock exchanges and then posted on the Company's website. The Company shall endeavor to develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
8. The Company shall endeavor to put in place a system to ensure handling of all unpublished price sensitive information on a need-to-know basis

9. Sharing of unpublished price sensitive information for legitimate purposes:

The unpublished price sensitive information shall be shared by any person(s) authorized by the Board of Directors or the Company Secretary / Compliance Officer of the Company in this behalf, only in furtherance of legitimate purpose(s) which shall include the following;

- (i) Sharing such information in the ordinary course of business by any Insider, Designated Person, or by any Authorized person with existing or proposed partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants.
- (ii) where such communication is in furtherance of performance of duty or for discharge of legal obligation(s) or for any other genuine or reasonable purpose as may be determined by the Company Secretary / Compliance Officer of the Company.
- (iii) Sharing of such information for any other purpose as may be prescribed under the Securities Regulations or Company Law or any other law for the time being in force, in this behalf, as may be amended from time to time.

provided that such sharing has not been carried out to evade or circumvent the prohibitions of SEBI (PIT) Regulations, 2015.

However, other provisions / restrictions as prescribed under the SEBI (PIT) Regulations, 2015 or any other law for the time being in force in this behalf, as may be amended from time to time, shall be observed.

10. Structured digital database shall be maintained containing the names of such persons or entities as the case may be with whom information is shared for legitimate purposes which shall contain the following information;

- (i) Name of such recipient of UPSI;
- (ii) Name of the Organization or entity to whom the recipient represents
- (iii) Postal Address and E-mail ID of such recipient
- (iv) Permanent Account Number (PAN) or any other identifier authorized by law, if PAN is not available

Such databases shall be maintained with adequate and effective system of internal controls and checks such as time stamping and audit trails to ensure non-tampering of such database in order to ensure non -tampering of the database.

11. Any person in receipt of unpublished price sensitive information pursuant to a “legitimate purpose” shall be considered an “insider” for purposes of SEBI (PIT) Regulations, 2015 and such persons are also required to ensure and maintain the confidentiality of unpublished price sensitive information shared with them, in compliance with SEBI (PIT) Regulations, 2015.