

**ASHOKA BUILDCON LIMITED**  
**S. No. 861, ASHOKA HOUSE, ASHOKA MARG, VADALA, NASIK – 422 011**  
**CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING**

This Code is framed under the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended.

This Code is adopted by the Board of Directors at its meeting held on May 13, 2015 in line with the aforesaid Regulations.

**1. Definitions**

1.1 “**Act**” means the Securities and Exchange Board of India Act, 1992.

1.2 “**Board**” means the Board of Directors of the Company.

1.3 “**Code**” or “**Code of Conduct**” shall mean the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by insiders of Ashoka Buildcon Limited as amended from time to time.

**1.4 “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, 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himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.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;

1.5“**Employee**” means every employee of the Company including the Directors in the employment of the Company.

1.6“**Director**” means a member of the Board of Directors of the Company.

**1.7 Designated Employee(s)** shall include :

- (i) every employee in the grade of Assistant General Managers and above;
- (ii) every employee in the finance, accounts, secretarial and legal department as may be determined and informed by the Compliance Officer; and
- (iii) any other employee as may be determined and informed by the Compliance Officer from time to time.

**1.8“Key Managerial Person”** means person as defined in Section 2(51) of the Companies Act, 2013

**1.9 "generally available information"** means information that is accessible to the public on a non-discriminatory basis;

**1.10 "insider"** means any person who is:

- i) a connected person; or
- ii) in possession of or having access to unpublished price sensitive information;

**1.11 “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;

**1.12 “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:

- a) financial results;
- b) dividends;
- c) change in capital structure;
- d) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
- e) changes in key managerial personnel; and
- f) material events in accordance with the listing agreement.

1.13 "**trading**" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly ;

1.14 “Trading Day” means a day on which the recognized stock exchange are open for trading;

1.15 “Securities” shall have the meaning assigned to it under the securities contracts (Regulation) Act, 1956 or any modification thereof except units of a mutual fund;

## **2.0 Compliance Officer**

**2.1** The compliance officer means Company Secretary or such other Senior Officer appointed by the Company who is mainly responsible for setting forth policies, procedures, monitoring adherence to the rules for the preservation of “Price Sensitive Information”, implementation of this Code within the Company under the overall supervision of the Board of Directors of the Company, pre-clearing of trades by designated employees and their dependents (directly or through respective department heads), monitoring of trades by Designated Employees and dissemination of information to the Stock Exchange/(s).

The company has appointed Mr. Manoj A Kulkarni, Company Secretary of the Company as the Compliance Officer who shall report to the Board of Directors and in particular to the Chairman of the Audit Committee on quarterly basis.

**2.2** The compliance officer shall maintain a record of the designated employees and any changes made in the list of designated employees.

**2.3** The compliance officer shall assist all the employees in addressing queries or any clarifications regarding the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Company’s Code of Conduct.

**2.4** The Compliance Officer shall in consultation with the Managing Director specify the period for closure of Trading Window

## **3.0 Preservation of “Price Sensitive Information”**

**3.1** All the Employees/directors shall maintain the confidentiality of all Unpublished Price Sensitive Information. They 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.

### **3.2 Need to know**

All unpublished Price Sensitive Information should 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 the information.

All non-public information directly received by any employee should immediately be reported to the head of the department.

### **3.3 Limited access to confidential information**

Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password etc.

## **4.0 Prevention of misuse of “Unpublished Price Sensitive Information”**

**4.1** All Directors and designated employees of the Company shall be subject to trading restrictions as enumerated below:

## **4.2 Trading window**

**4.2-1** The company shall specify a trading period, to be called “trading window”, for trading in the company’s securities. The time for commencement of closing of Trading Window shall be decided by the Compliance Officer in consultation with the Managing Director and shall be intimated to all designated employees. The trading window shall be closed during the time the information referred to in para 4.2-3 is unpublished.

**4.2-2** When the trading window is closed, the designated employees shall not trade in the company’s securities during such period.

**4.2-3** Unless otherwise specified by the Compliance Officer, the Trading Window shall be, inter alia, closed for the following purposes:

- (a) Declaration of financial results (quarterly, half-yearly and annually);
- (b) Declaration of dividends (interim and final);
- (c) Issue of securities by way of public/rights/bonus etc.;
- (d) Any major expansion plans or execution of new projects;
- (e) Amalgamation, mergers, takeovers and buy-back;
- (f) Disposal of whole or substantially whole of the Company's undertaking;
- (g) Any changes in policies, plans or operations of the company;
- (h) Winning of any new Project or the Company being declared as the successful bidder in any project.
- (i) Changes in Key Managerial Personnel;
- (j) Any material events in accordance with the listing agreement

**4.2-4** The time for commencement of closing of trading window shall be decided by the company which will be generally Ten (10) days prior to the date on which quarterly and/or annual standalone/consolidated financial results are to be declared.

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 unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates.

**4.2-4** The trading window shall be opened forty-eight (48) hours after the information referred to in para 4.2-3 is made public.

**4.2-5** All directors/designated employees of the company 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 trading window is closed, as referred to in para 4.2-3 or during any other period as may be specified by the Company from time to time. 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.

**4.2-6** In case of ESOPs, exercise of option may be allowed in 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.

## **5.0 Prohibition to Buy/Sell securities of the Company based on Unpublished Price Sensitive Information**

All Directors/Designated Employees, while in possession of any Unpublished Price Sensitive Information pertaining to the Company, shall not:

- Buy/ Sell securities of the Company, either on their own behalf or on behalf of any other person
- Communicate or counsel or procure any Unpublished Price Sensitive Information to/from any person.

## **6. Pre-clearance of trades**

**6.1** All directors/designated employees of the company and their dependents, who intend to deal in the securities of the company above the threshold limit of the value of **Rs. 5 Lakhs, or 25,000 in number or 1% of the total shareholding or voting rights** of the Company, whichever is lower, should pre-clear the transaction as per the pre-dealing procedure as described hereunder.

**6.2** An application may be made in the prescribed form (Annexure A) in this regard, to the Compliance Officer indicating the estimated number of securities that the designated employee/director and their dependents intend to deal in, the details as to the depository with which he has a security account, the details 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.

**6.3** An undertaking shall be executed in favour of the company by such designated employee/director and their dependents, incorporating, *inter alia*, the following clauses, as may be applicable :

(a) That the employee/director and their dependents do not have any access or has not received “unpublished Price Sensitive Information” up to the time of signing the Undertaking.

(b) That in case the designated employee/director and their dependents have access to or receive “unpublished Price Sensitive Information” after the signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance Officer of the change in his position and that he/she would completely refrain from dealing in the securities of the company till the time such information becomes public.

(c) That he/she has not contravened the code of conduct for prevention of insider trading as notified by the company from time to time.

(d) That he/she has made a full and true disclosure in the matter.

## **7.0 Other restrictions**

**7.1** All directors/designated employees shall execute their order in respect of securities of the company within Seven (7) trading days of the approval of pre-clearance is given. If the order is not executed within that period, the employee/director must pre-clear the transaction again.

**7.2** All Directors / Designated employees who buy or sell any number of shares of the Company shall not enter into an opposite transaction i.e. sell or buy any number of shares during the **next six months** following the prior transaction. All directors/ designated employees shall also not take positions in derivatives transactions in the shares of the Company at any time.

In the case of subscription in the primary market (initial public offers), the above mentioned entities shall hold their investments for a minimum period of **30 days**. The holding period would commence when the securities are actually allotted.

**7.3** In case the sale of securities is necessitated by personal emergency, the holding period may be waived by the compliance officer after recording in writing his/her reasons in this regard.

## **8. Disclosure Requirements**

**8.1** Every promoter/ Key Managerial Personnel / Director / Officers / Designated Employees of the Company shall be required to forward following detail of their holdings in securities of the Company presently held by them including the statement of holdings of dependent family members , to the Compliance Officer, as per Annexure 1:

(a) Number of shares or voting rights held and positions taken in derivatives by such persons and his dependents, within 2 working days of becoming Director/ Officer of the Company in Form I.

(b) Any change in shareholding, if such change exceeds Rs. 5,00,000 in value, 25,000 in number or 1% of the total shareholding of the Company, whichever is lower, within 2 working days of the change in the prescribed format.

(c) Annual statement of all holdings in securities as at March 31 every year in the prescribed format.

(d) Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter shall 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.

**8.2** The Compliance Officer shall maintain records of all statements/declarations in the appropriate form given by Directors / Designated employees for a minimum period of 5 years.

**8.3** The Compliance Officer shall place before the Managing Director or a Committee, if any, appointed by the Company, on a monthly basis all details of dealing in securities by Directors/ Designated employees of the Company and the accompanying documents that such persons have executed under the pre-dealing procedure as envisaged in this Code.

## **9.0 Penalty for contravention of code of conduct**

**9.1** Any designated employee/director who trades in securities or communicates any information for trading in securities in contravention of the code of conduct may be penalised and appropriate action may be taken by the company.

**9.2** Designated employees/directors of the company who violate the code of conduct shall also be subject to disciplinary action by the company, which may include wage freeze, suspension, ineligible for future participation in employee stock option plans, etc.

**9.3** 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.

## **10.0 Information to SEBI in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.**

In case it is observed by the company/Compliance Officer that there has been a violation of SEBI (Prohibition of Insider Trading) Regulations, 2015, SEBI shall be informed by the company.

### **Penalty for contravention of the code of conduct**

- 1 Every Specified Person shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her dependents).
- 2 Any Specified Person who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalised and appropriate action may be taken by the Company.
- 3 Specified Persons who violate the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, ineligibility for future participation in employee stock option plans, etc.
4. 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.

**ANNEXURE – A**  
**Pre-clearance Letter format**

To  
The Compliance Officer  
Ashoka Buildcon Limited  
Nashik – 422 011

Date :

**Sub: Pre-Clearance of Trade**

Pursuant to the SEBI (prohibition of Insider Trading) Regulations, 2015 and the Company's **Code of Conduct for Prevention of Insider Trading**, I, the undersigned, designated employee, hereby intend to purchase / sale \_\_\_\_\_ equity shares of Ashoka Buildcon Limited through Stock Exchanges during the period from \_\_\_\_\_ to \_\_\_\_\_.

I further undertake that:

(a) I do not have any access or has not received "Price Sensitive Information" up to the time of signing the Undertaking.

(b) In case I have access to or receive any "Price Sensitive Information" after the signing of this undertaking but before the execution of the transaction, I shall inform the Compliance Officer of the change in my position and that I would completely refrain from dealing in the securities of the company till the time such information becomes public.

(c) I have not contravened the code of conduct for prevention of insider trading as notified by the company from time to time.

(d) I have made a full and true disclosure in the matter.

I hereby request you to pre-clear the trade. I shall execute the transaction within one week after the approval of the pre-clearance is received and will intimate about the trade within two working days of execution of the said trade.

Thanking you,

Regards,

**(Name)**  
**Designation of the Designated Employee**



**ANNEXURE 1**

**FORMAT FOR INITIAL DISCLOSURE OF SECURITIES**

**To be given by Every promoter/ Key Managerial Personnel / Director / Officers / Designated Employees of the Company, within thirty days of these regulations taking effect**

To,  
The Compliance Officer,  
**Ashoka Buildcon Limited**  
**Ashoka House, Ashoka Marg,**  
Nashik – 422 011

Dear Sir,

**Sub: Initial Disclosure – SEBI (prohibition of Insider Trading) Regulations, 2015**

I, \_\_\_\_\_, in my capacity as \_\_\_\_\_ of the Company hereby submit the following details of securities held in the Company as on **May 15, 2015** (date of declaration or date of becoming Specified Person, in case of new employee).

**I. Details of securities held by me:**

Type of Securities	No. of securities held	Folio No	Beneficiary A/c DP ID Client ID
<b>Equity Shares</b>			

**II. Details of dependent(s):**

Pursuant to the SEBI (prohibition of Insider Trading) Regulations, 2015 and the Company's **Code of Conduct for Prevention of Insider Trading**, I hereby declare that I have the following dependents:

Sr. No.	Name of the dependent	Relation with Director / Officer / Designated Employee

**III. Details of securities held by dependent(s):**

Name of Relative	Relationship	No. and type of Securities held	PAN	Folio No	Beneficiary DP ID Client ID

**Date:**

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

### FORMAT FOR DISCLOSURE OF TRANSACTIONS

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

To,  
Ashoka Buildcon Limited  
Ashoka House, Ashoka Marg,  
Nashik – 422 011  
Dear Sir,

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/Client ID / Folio No	Price (Rs.)

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 years and produce to the Compliance officer / SEBI any of the following documents:

1. Broker's contract note.
2. Proof of payment to/from brokers.
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of Delivery instruction slip (applicable in case of sale transaction).

I agree to hold the above securities for a minimum period of six months\*. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval.

**(\*applicable in case of purchase / subscription).**

I declare that the above information is correct and that no provisions of the Company's Code and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

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

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