



# ACE SOFTWARE EXPORTS LTD.

801, "Everest", Opp. Shashtri Maidan, Rajkot - 360 001 (Guj.)  
Phone : 0281-2226097 Fax : 2232918 Email : investorinfo@acesoftex.com

CIN : L72200GJ1994PLC022781

Website: www.acesoftex.com

## ACE SOFTWARE EXPORTS LIMITED (ASEL)

### CODE OF CONDUCT TO REGULATE, MONITOR, AND REPORT TRADING BY INSIDERS OF ASEL

#### CHAPTER – I PRELIMINARY

1. (a) This code shall be called "**Code of Conduct to Regulate, Monitor and Report Trading by Insiders of ASEL.**"

(b) It has come into force with effect from May 15, 2015, and subsequently amended as per the provisions of Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018 by board of director of ASEL on February 14, 2018.

#### **2. Definitions:**

**2.1 "Act"** means the Securities and Exchange Board of India Act, 1992 (15 of 1992);

**2.2 "Board"** means the Securities and Exchange Board of India;

**2.3** The term "**Regulations**" shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.

**2.4 "compliance officer"** means;- Company Secretary of ASEL unless any senior officer, designated so and reporting to the board of directors, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board of directors of Ace Software Exports Ltd (ASEL);

Explanation – For the purpose of this regulation, "financially literate" shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows

**2.5 "connected person"** means,-

(i) any person who is or has during the six months prior to the concerned act been associated with ASEL, 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 ASEL or holds any position including a professional or business relationship between himself and ASEL 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 recognized or authorized by the Board; or
- (i). a banker of ASEL; or
- (j). a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of **ASEL** or his immediate relative or banker of ASEL, has more than ten per cent of the holding or interest;

**2.6 "Designated Person"** shall include -

- (a) All members of the Board of Directors and all executives of ASEL, as identified by the board of directors of the Company from time to time;
- (b) All Key Executives, not covered in (a) above, as identified by the board of directors of the Company from time to time;
- (c) Employees of ASEL and of material subsidiaries of ASEL designated on the basis of their functional role or access to unpublished price sensitive information in the organization by the board of directors;
- (d) All promoters of ASEL;
- (e) CEO/MD and employees upto two levels below CEO/MD of ASEL and of material subsidiaries of ASEL irrespective of their functional role in the company or ability to have access to unpublished price sensitive information;
- (f) Any support staff of ASEL who has access to unpublished price sensitive information.
- (g) Such other person as may be specified by board of directors based on the role and function of such other person.
- (h) Immediate relatives of (a) to (g) as mentioned above

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

**2.8 "Immediate relative"** shall have the same meaning as defined in regulation of 2 (f) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (**refer -Appendix-I**).

**2.9 "Insider"** shall have the same meaning as defined in regulation 2(g) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (**refer-Appendix-I**).

**2.10 "Promoter"** 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;



**2.11 "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

**2.12 "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;

**2.13 "Takeover regulations"** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;

**2.14 "Trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in securities of ASEL, and "trade" shall be construed accordingly ;

**2.15 "Trading day"** means a day on which the recognized stock exchange is open for trading;

**2.16 "Unpublished Price sensitive information"** means any information, relating to ASEL 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, delisting, disposals and expansion of business and such other transactions;
- (v) Changes in Key Managerial Personnel.

## **CHAPTER – II APPLICABILITY**

**3.0** This "Code of Internal Procedures and Conduct for prohibition of insider trading in dealing with the securities of ASEL" shall apply to all "insiders" defined at 2.9, as above including Connected Person and Designated Persons.

## **CHAPTER – III RESTRICTIONS ON COMMUNICATION AND TRADING BY INSIDERS**

### **4.0 Communication or procurement of unpublished price sensitive information**

i. No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to securities of ASEL or securities proposed to be listed by ASEL, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

ii. No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to securities of ASEL or securities proposed to be listed by ASEL, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.



iii. Any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of these regulations and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.

**Explanation – For the purpose of illustration, the term "legitimate purpose" shall include sharing of unpublished 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.**

iv. Notwithstanding anything contained in this Code, unpublished price sensitive information may be communicated, provided, allowed access to or procured, in terms of the provisions of Regulation 3(3) and 3(4) of the "Regulations"

v. The board of directors shall ensure that a structured digital database is maintained containing the names of such persons or entities as the case may be 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 databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

**5.0 Trading by insiders when in possession of unpublished price sensitive information shall be governed by Regulation 4 of the "Regulations".**

## **6.0 Trading Plans.**

6.1 An insider shall be entitled to formulate a trading plan 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.

6.2 Such trading plan shall:–

i. not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;

ii. not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by ASEL and the second trading day after the disclosure of such financial results;

iii. entail trading for a period of not less than twelve months;

iv. not entail overlap of any period for which another trading plan is already in existence;

v. set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and



vi. not entail trading in securities for market abuse.

6.3 The compliance officer shall review the trading plan to assess whether the plan would have any potential for violation of these Code and "**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.

Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.

Provided further that trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.

6.4 The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

*Provided that* the implementation of the trading plan shall not be commenced if any unpublished price sensitive information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such event the compliance officer shall confirm that the commencement ought to be deferred until such unpublished price sensitive information becomes generally available information so as to avoid a violation of this Code or "**Regulations**".

6.5 Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities of ASEL are listed.

#### **CHAPTER – IV DISCLOSURES OF TRADING BY INSIDERS**

##### **7.0 General provisions.**

7.1 Every public disclosure under this Chapter shall be made within two trading days. The disclosures to be made by any person under this Chapter shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.

7.2 The disclosures made under this Chapter shall be maintained by ASEL for a minimum period of five years, in such form as may be specified.

##### **8.0 Disclosures by certain persons.**

###### **8.1 Initial Disclosures.**

a. Every promoter, member of the promoter group, key managerial personnel and director of ASEL shall disclose his holding of securities in ASEL within **thirty days** of these regulations taking effect, unless the disclosure in this regard has already been made to the Company; (**APPENDIX – II**)



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

### **8.2 Continual Disclosures.**

a. Every promoter, member of the promoter group, designated person and director of ASEL 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 `10(ten)lakh; **(APPENDIX – IV)**

b. Compliance Officer of ASEL 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.

Explanation — It is clarified for the avoidance of doubts that the disclosure of the incremental transactions after any disclosure under this sub-regulation, shall be made when the transactions effected after the prior disclosure cross the threshold as specified in 8.2(a) of the code.

### **8.3 Disclosures by other connected persons.**

*Disclosures by other connected persons.*

ASEL may, at its discretion require any other connected person or class of 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. **(APPENDIX – V)**

## **CHAPTER – IV**

### **9.0 PRINCIPLES OF FAIR DISCLOSURE ON UNPUBLISHED PRICE SENSITIVE INFORMATION**

9.1 The Company shall make;

a. Prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.

b. Uniform and universal dissemination of unpublished price sensitive unpublished price sensitive information to avoid selective disclosure.

c. Designation of a senior officer as a chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.

d. Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.



e. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.

f. Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.

g. Developing 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.

i. Handling of all unpublished price sensitive information on a need-to-know basis.

**j. Legitimate Sharing – Policy for Determination of “ Legitimate Purpose”**

1. The sharing of UPSI shall be deemed to be for "Legitimate Purpose" if the unpublished price sensitive information is shared 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 the Regulations.
2. The information shall be shared with any person on 'need to know' basis.
3. Insiders shall share the UPSI with the external agencies only in the interest of the Company and/or in compliance with the requirements of the law.
4. Sharing of information may be construed as insider trading even while it is in pursuit of compliances required or business interests of the Company in appropriate circumstances. The person who has the UPSI should ideally rescue himself from assigned task of the sharing the UPSI with third parties in such doubtful cases to avoid any adverse inferences in this regard.
5. The agreements entered into involving sharing of UPSI should have a "confidentiality clause" or a separate Non-Disclosure Agreement shall be executed with parties to safeguard the disclosure of UPSI or proper notice shall be served for maintaining confidentiality of sensitive information.
6. To determine whether the sharing of UPSI is for legitimate purposes or not, the following facts are to be considered by the every person who has been in possession of UPSI and is required to share the same:
  - i. Whether the concerned UPSI is required to be shared?
  - ii. Why the information is required by the recipient?
  - iii. Where is the authorisation to share the same?
  - iv. Whether non- disclosure agreements were signed or notice to maintain confidentiality of the shared UPSI has been given?
  - v. Whether the Compliance Officer was intimated in case of ambiguity?



7. The Company shall maintain a structured digital database containing the names of such persons or entities as the case may be with whom UPSI is shared under this code along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. The database shall have proper internal controls and checks viz., time stamping, audit trails etc., to ensure non-tampering.

This clause/code is subject to review from time to time.

## **9.2 Institutional Mechanism for Prevention of Insider trading**

The Chief Executive Officer, Managing Director or such other analogous person of ASEL, shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in these regulations to prevent insider trading;

The internal controls shall include the following:

- (a). all employees who have access to unpublished price sensitive information are identified as designated employee;
- (b). all the unpublished price sensitive information shall be identified and its confidentiality shall be maintained as per the requirements of these regulations;
- (c). adequate restrictions shall be placed on communication or procurement of unpublished price sensitive information as required by these regulations;
- (d). lists of all employees and other persons with whom unpublished price sensitive information is shared shall be maintained and confidentiality agreements shall be signed or notice shall be served to all such employees and persons;
- (e). all other relevant requirements specified under these regulations shall be complied with;
- (f). periodic process review to evaluate effectiveness of such internal controls.

9.3 The Audit Committee of ASEL shall review compliance with the provisions of this code at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

## **CHAPTER – V**

### **10.0 Trading window**

10.1 Designated persons may execute trades subject to compliance with these regulations. Towards this end, a notional trading window shall be used as an instrument of monitoring trading by the designated persons. The trading window shall be closed when the compliance officer 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. Designated persons and their immediate relatives shall not trade in securities when the trading window is closed.





The gap between clearance of accounts by audit committee and board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.

10.2 Closure of trading window and duration of closure and re-open of trading window shall be notified by the Compliance officer dependent upon the date and time of board meeting /events.

10.3 The timing for re-opening of the trading window shall be determined by the compliance officer taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available.

### **11. Pre-clearance of Trades**

11.1 When the trading window is open, trading by designated persons shall be subject to pre-clearance by the compliance officer, if the value of the proposed trades is above such thresholds as the board of directors may stipulate.

11.2 Designated person shall make pre-clearance application to the Compliance Officer in the format given in **Appendix-VI**. The application shall indicate the estimated number of securities that the designated person intends to deal in, the details as to the depository with which he has a security account, the details as to securities in such depository mode and such other details, as may be required by the Compliance Officer from time to time in this behalf.

11.3 An undertaking shall be executed in favour of ASEL by such designated persons. A combined proforma application cum undertaking is annexed to this code as **Appendix-VI**.

11.4 The pre-clearance shall not be necessary if value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to less than Rs. 5 lacs.

11.5 Immediately on receipt of the pre-clearance application, the date and time of the receipt of the same shall be recorded thereon. The Compliance Officer shall process the pre-clearance applications and if the pre-clearance application is in accordance and in compliance with the provisions of this Code, the Compliance Officer shall endeavor to communicate the pre-clearance immediately but not later than 48 hours from the time of receiving the application. In the absence of the Compliance Officer, the officer authorized by the Compliance Officer shall give the pre-clearance.

11.6 Designated person shall execute their order in respect of securities of ASEL within seven trading days after the approval of pre-clearance is given. If the order is not executed within seven trading days after the approval, the designated person shall obtain fresh pre clearance.

11.7 Designated person who buys or sells 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.



11.8 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 the reasons in this regard provided that such relaxation does not violate the "**Regulations**". Should a contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.

Provided that this shall not be applicable for trades pursuant to exercise of stock options.

## **12. Annual Disclosure**

12.1 Every Director/officer/designated persons of company shall file Annual statement of all holdings (including that of his dependent family members) in securities of the Company as on 31st March be furnished within 7 days of the close of the financial year to Compliance Officer (proforma disclosure form is given at **(Appendix-VII)**)

12.2 Designated persons shall be required to disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the company on an annual basis and as and when the information changes;

- a) immediate relatives
- b) persons with whom such designated person(s) shares a material financial relationship
- c) Phone, mobile and cell numbers which are used by them

In addition, the names of educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a one time basis.

Explanation – The term "material financial relationship" shall mean 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

## **12.2 Confidentiality of sensitive information/transaction and procedures to be adopted**

All work centers / assets / Units / Basseins / Plants / Institutes / Departments etc of ASEL dealing in confidential/sensitive information shall adopt and put in place suitable measures (which may include providing restricted access controls, passwords, firewalls, bio-metric access etc) to ensure that the confidential information in their possession does not get disseminated either directly, indirectly, covertly or overtly. Concerned head of the department shall be responsible to ensure that adequate security measures are implemented at all places which handle / deal in such confidential / unpublished price sensitive information either frequently or otherwise. All information shall be handled within the organization 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. Due regard to the role and function of the concerned employee shall be had before giving him access to unpublished price sensitive information, in addition to seniority and professional designation.



### **12.3 Reporting to Audit Committee and Board of Directors**

The Compliance Officer shall provide a report to the Board of Directors through the Audit Committee with regard to implementation and operation of this Code periodically and at least once in every financial year.

### **13. Maintenance of Records & Registers:**

Disclosure made under Cl. 8 shall be maintained by the company for a minimum period of five years.

Compliance officer shall maintain the records of designated person/employees and changes thereof.

### **14. Penalty for contravention of Code of Conduct:**

Any designated person who trades in securities of ASEL or communicates any information for trading in securities of ASEL in contravention of this Code may be penalized and appropriate action may be taken by the Competent Authority (Audit Committee) of ASEL. Designated person of ASEL who violate the Code of Conduct shall also be subject to disciplinary action including wage freeze, suspension, recovery, claw back etc. that may be imposed by the Competent Authority.

### **15. Power of SEBI**

The action by ASEL shall not preclude SEBI and other authorities from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.

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

If ASEL/ Compliance Officer observes any violation of SEBI (Prohibition of Insider Trading) Regulations, 2015, the Compliance Officer shall inform the SEBI of such violation after obtaining the approval of the Audit Committee.

## **APPENDIX – I**

### **"IMMEDIATE RELATIVE"**

In term of regulation of 2 (f) of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

"**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;

### **"INSIDER"**

In terms of Regulation 2 (g) of SEBI (Prohibition of Insider Trading) Regulations, 2015 the term "Insider" means any person who is:

A connected person; or

In possession of or having access to unpublished price sensitive information;



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## APPENDIX – II

### Form A

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

Name of the company: \_\_\_\_\_

ISIN of the company: \_\_\_\_\_

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

Name, PAN No., CIN/DIN & address with contact nos	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		Open Interest of the Option Contracts held as on the date of regulation coming into force	
		Type of security (For eg. – 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
1	2	3	4	5	6		7	

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

Signature:

Designation:

Date:

Place:



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## APPENDIX – III

### FORM B

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

Name of the company: \_\_\_\_\_

ISIN of the company: \_\_\_\_\_

#### Details of Securities held on appointment of Key Managerial Personnel (KMP), or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN No., CIN/DIN & address with contact nos	Category of Person (Promoter s/ KMP / Directors/ immediate relatives/others etc)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter/appointment of Director/KMP		% of Shareholding	Open Interest of the Future contracts held at the time of becoming Promoter/appointment of Director/KMP		Open Interest of the Option Contracts held at the time of becoming Promoter/appointment of Director/KMP	
			Type of security (For eg. – 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
<b>1</b>	<b>2</b>	<b>3</b>	<b>3</b>	<b>4</b>	<b>5</b>	<b>6</b>		<b>7</b>	

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

Signature:

Designation:

Date:

Place:



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## APPENDIX – IV FORM C

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

Name of the company: \_\_\_\_\_

ISIN of the company: \_\_\_\_\_

#### Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN No., CIN/DIN, & address of Promoter/ Employee / Director with contact nos.	Category of Person (Promoters/ KMP / Directors / immediate relatives / others etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposal		% 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/preferential offer / off	Trading in derivatives (Specify type of contract, Futures or Options etc)		Exchange on which the trade was executed		
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Pre transaction	Post transaction	From	To			Buy	Sell			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17
												Value	Number of units (contracts * lot size)	Value	Number of units (contracts * lot size)	

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

Signature:

Designation:

Date:

Place:



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## APPENDIX – V

### Form D (Indicative format)

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

Name of the company: \_\_\_\_\_

ISIN of the company: \_\_\_\_\_

#### Regulation 7(3) – Transactions by Other connected persons as identified by the company

Name, PAN No., CIN/DIN, & address of Promoter/ Employee / Director with contact nos.	Category of Person (Promoters/ KMP / Directors/ immediate relatives/ others etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposal		% 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/preferential 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 eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Pre transaction	Post transaction	From	To			Buy	Sell	Value	Number of units (contracts * lot size)	
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17

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

Signature:

Designation:

Date:

Place:



# ACE SOFTWARE EXPORTS LTD.

801, "Everest", Opp. Shashtri Maidan, Rajkot - 360 001 (Guj.)  
Phone : 0281-2226097 Fax : 2232918 Email : investorinfo@acesoftex.com

CIN : L72200GJ1994PLC022781

Website: www.acesoftex.com

## APPENDIX – VI

### APPLICATION FOR PRE-CLEARANCE OF TRADING IN SECURITIES

(In terms of clause 11.2 of the Code of Internal Procedures and Conduct for Prohibition of Insider Trading in Dealing with the Securities of ASEL)

To,  
**Compliance Officer**  
**ACE SOFTWARE EXPORTS LIMITED**  
**801- Everest Commercial Complex,**  
**Opp. Shashtri Maidan,**  
**Rajkot-360001**

Dear Sir,

I, Shri/Smt.....a Director/Officer/Designated Person/ of Ace Software Exports Limited intend to carry out transaction(s) in the shares of Ace Software Exports Limited as per the details given below:-

S No	No. of shares held (including by dependent members ) as on the date of application	Folio No. / DPID & Client ID	Nature of new transaction for which approval is sought	Estimated number of securities to be dealt	Estimated consideration value	Whether proposed transaction is in the name of self or in the name of dependent family member	Name of the dependent/ relationship, if the transaction is in the name(s) of the dependent(s)
1	2	3	4	5	6	7	8

Name & Designation of the  
Director/ Officer/Designated  
Persons :  
Department of Designated Persons :  
Date of Joining / becoming  
Director/ officer/ Designated  
Person :





# ACE SOFTWARE EXPORTS LTD.

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CIN : L72200GJ1994PLC022781

Website: www.acesoftex.com

## UNDERTAKING

In this connection I solemnly confirm and declare:

a) **THAT** I do not have access and/or have not received any "Unpublished Price Sensitive Information" up to the time of signing the undertaking;

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

c) **THAT** I have not contravened the Code of Conduct for prohibition of insider trading as notified by the Corporation from time to time.

***d) THAT I hereby confirm that I abide by the provisions of Cl.11.7 of the Code with regard to time norms for holding /buying/selling securities***

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

Pre-clearance may kindly be accorded in terms of Clause-11 of the Code of Conduct for prohibition of insider trading in dealing with the securities of Ace Software Exports Limited.

Signature: .....  
Date :  
Name:  
Place :  
Designation: .....

## OFFICE USE

Serial number of the application received :

Date & time of receipt of the Application :

Date & time of communication of the pre-clearance or otherwise :

Reasons for not giving pre-clearance :

Signature of the Compliance Officer/ Authorised Officer



# ACE SOFTWARE EXPORTS LTD.

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## APPENDIX –VII

### PROFORMA FOR ANNUAL DISCLOSURE OF SHAREHOLDING OF DIRECTORS/ OFFICERS/ DESIGNATED PERSON (Clause 12.1 )

To  
The Compliance Officer,  
ACE SOFTWARE EXPORTS LIMITED  
801- Everest Commercial Complex,  
Opp. Shashtri Maidan,  
Rajkot-360001

Dear Sir,  
Shri/Smt.....Director/Officer/Designated persons of Ace Software Exports Limited furnish below the details of transaction(s) in the shares of Ace Software Exports Limited during the financial year .....as well as shareholding as on 31st March.....

Name & Designation of the Director/Officer/ Designated Person :

Department of Designated Person :

Date of Joining/ becoming Director/ officer/ Designated Person :

#### 1. Details of transaction/shareholding in own name

No. of shares held as on - - (date of previous disclosure)	Date of transaction	Details of shares purchased during the year		Details of shares sold during the year		No. of shares held as on--- (date of present disclosure)	Folio/DPID/ Client ID
		No.	Consideration (Rs)	No.	Consideration (Rs)		

#### II Details of transaction/shareholdings of dependent family members.

Name of the dependent family members	Relation ship	No. of shares held as on 1.4.200	Details of shares purchased during the year		Details of shares sold during the year		No. of shares held as on--- 31.03.____	Folio/DPID/ Client ID
			No.	Consideration (Rs)	No.	Consideration (Rs)		

***I hereby confirm that i abide by the provisions of Cl.11.7 of the Code with regard to time norms for holding /buying/selling securities***

Signature:

Date:

Place: