

## HALDYN GLASS LIMITED

### CODE OF PRACTICE AND PROCEDURE FOR FAIR DISCLOSURES OF UNPUBLISHED PRICE SENSITIVE INFORMATION AND CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY ITS EMPLOYEES AND OTHER CONNECTED PERSONS

#### I. PREAMBLE

In terms of Securities and Exchange Board of India (Prevention of Insider Trading) Regulations, 2015 as amended from time to time, (hereinafter referred to as the 'Regulations') the following "Code of practice and procedure for fair disclosures of unpublished price sensitive information and code of conduct to regulate, monitor and report trading by its employees and other connected persons" (hereinafter referred to as the 'Code') is implemented for prevention of Insider Trading in the securities of the Company.

#### II. TERMS, DEFINITIONS, ITS INTERPRETATION AND SCOPE

##### 1. "Compliance Officer"-

The Company has appointed Company Secretary as Compliance Officer who shall report to the Chairman of the Audit Committee of the Company.

##### 1.1 Duties of the Compliance Officer:

The Compliance Officer 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- monitoring adherence to the rules for the preservation of unpublished price sensitive information,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 the Company,
- To act as Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information, Ensuring that information's shared with analyst and research personnel is not unpublished price sensitive information,
- Appropriate and fair response to queries on news reports and request for verification of market rumors by regulatory authorities,
- 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,
  
- Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available,
  
- To make uniform and universal dissemination of unpublished price sensitive unpublished price sensitive information to avoid selective disclosure.

**2. "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 Securities and Exchange Board of India Act, 1992 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 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;

**3. "Generally Available Information" means -**

Information that is accessible to the public on a non-discriminatory basis;

**4. "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;

**5. "Insider" means-**

any person who is:

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

**6. "Trading" means and includes-**

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

**7. "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, delisting, 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.

**8. "Designated Employees" means:**

- i) All employees of the Company at Manager level and above;
- ii) CFOs and finance persons at the level of Assistant Manager and above of the Company;
- iii) CEO/COOSs / CFO of Subsidiaries and Joint Ventures Company;
- iv) Any employees designated by the Company to whom these trading restrictions shall be applicable.

The provisions applicable to Officers and Designated Employees shall also be applicable to their dependents family member, which for this purpose means dependent children, spouse and any other person(s) dependent on the Officers and Designated Employees.

**III. DEALING IN THE SECURITIES OF THE COMPANY BY THE DESIGNATED EMPLOYEES / CONNECTED PERSON:**

- 1.1 All Directors, Designated Officers, Connected Persons and others shall maintain the confidentiality of all Price Sensitive Information. Directors, Designated Officers, Connected Persons and others 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.
- 1.2 Unpublished Price Sensitive Information is to be handled on a "need to know" Basis, i.e., 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 a conflict of interest or appearance of misuse of the information.
- 1.3 Files containing confidential report/information shall be kept secure. Computer files must have adequate security of login and password etc.

**IV. PREVENTION OF MISUSE OF "PRICE SENSITIVE INFORMATION"**

- 1.1 All the Directors, Designated Officers, Connected Persons and others who have got access to price sensitive information as enumerated below shall be subject to trading restrictions for the period as stated hereinafter:-
  - (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; and
  - (vi) material events in accordance with the listing agreement
- 1.2 The trading window shall remain closed for 15 days prior and 48 hours after the Date of the meeting in which, to the happening of any of the above (i to vii) events.
- 1.3 Apart from the aforesaid closure of the Trading Window for a period of 15 days, the Compliance Officer (in consultation with the management) shall intimate a longer period of closure of Trading Window for the above on a case to case basis after taking into account the sensitivity of the event/case. However, The Trading Window shall be opened 48 hours after the information is made public.

All the Directors, Designated Officers, Connected Person and others are forbidden from dealing in the Company's securities during the aforesaid closing period of the trading window.

- 2.1 In case of Employees Stock Option Proposals (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 the Trading Window is closed.

## V. PRE-CLEARANCE OF TRADES

- 1.1 All Directors, Designated Officers, Employees, Connected persons and others Who intend to deal over 2000 equity shares of the company should pre-clear The transactions as per the pre-dealing procedure as described hereunder:

1.1.1 An application is to be made in the prescribed form to the Compliance Officer indicating, *inter-alia* the estimated number of securities that the Directors, Designated Officers Employees, Connected persons and others intends to deal in, the details as to the depository with which he has an account, the details as to securities in such depository mode and such other details as may be required in this behalf.

- 1.1.2 An undertaking is to be executed in favour of the Company by such Directors, Designated Officers Employees, Connected persons and others incorporating, *inter-alia* the following clauses:

(a) That the Directors, Designated Officers and others does not have any access or has not received "Price Sensitive Information" up to the time of signing the undertaking.

(b) That in case the Directors, Designated Officers and others has access to or receives "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 from time to time.

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

### 1.2 Other Restrictions:

- 1.2.1 All Directors, Designated Officers Employees, Connected persons and others Shall execute their buy or sell order in respect of securities of the Company within one week after the approval of pre-clearance is given. If the order is not executed within one week after the approval is given, the Directors, Designated Officers and others must pre clear the transaction again.

- 1.2.2 All Directors, Designated Officers Employees, Connected persons and others 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 6 (six)

Months following the prior transaction. All Directors and Designated Officers shall also not take positions in the derivative 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.

- 1.2.3 In case the sale of securities is necessitated by personal emergency, the Compliance officer may waive the holding period after recording in writing his/her reasons in this regard.
- 1.2.4 No designated person shall apply for pre-clearance of any proposed trade if such Designated person is in possession of unpublished price sensitive information even if the trading window is not closed.
- 1.2.5 The compliance officer shall confidentially maintain a list of such securities as a "Restricted list" which shall be used as the basis for approving or rejecting applications for pre-clearance of trades.
- 1.2.6 Prior to approving any trades, the compliance officer shall be entitled to seek Declarations to the effect that the applicant for pre-clearance is not in possession of any unpublished price sensitive information. He shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.
- 1.2.7 The code of conduct shall specify the period, which in any event shall not be less than six months, within which a designated person who is permitted to trade shall not execute a contra trade. The compliance officer is empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate the SEBI (Prohibition of Insider Trading Regulations), 2015. If a designated employee and other execute a contra trade, 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 of India.

## **VI. PENALTY FOR CONTRAVENTION OF CODE OF CONDUCT**

- 1.1 Any Directors, Designated Officers, Employees and others who trades in securities or communicates any information for trading in securities, in contravention of the code of conduct may be penalized and appropriate action may be taken by the Company.
- 1.2 Directors, Designated Officers, Employees and others who violate the code of Conduct 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.
- 1.3 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.

**VII. 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.

**VIII. POWER TO AMEND THE CODE OF CONDUCT**

The Board shall have absolute power to amend, modify, rescind and/or substitute this Code of Conduct and shall also have the powers to remove difficulty or settle any question that may arise under this Code of Conduct or any re-enactment thereof.

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**INTIMATION AND APPLICATION FOR PRE-CLEARANCE OF TRADES TO DEAL OVER  
NOS. OF EQUITY SHARES**

The Compliance Officer,

Dated:...../...../.....

Dear Sir,

**Sub: - PRE-CLEARANCE OF TRADES**

I/My dependent family members Mr./Ms..... intend to deal in equity shares of the company for which purpose I / on behalf of my dependent family members request pre-clearance of the trade.

The particulars of intended trade are as under:

Sr.No	Details of the proposed Trade	Information provided by the Declarant
1	Number of Shares proposed to be traded	
2	Demat A/c details	DP I.D.
3		Client I.D
4	Nature of Trade	Buy / Sale
5	The trade is proposed to be carried out by	
6	My/ My dependent family members current holding	

My undertaking for the purpose of pre-clearance is enclosed. This is to request you to pre-clear the proposed trade.

I/My dependent family member is aware that 1/we have to execute the order in respect of securities of the company within one week after the approval of pre-clearance is given.

If the order is not executed within one week after the approval is given, I/We would have to pre-clear the transaction again.

Thanking You,

(SIGNATURE)

Name:

Designation: