HEG Limited

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, were notified on January 15, 2015 in the Official Gazette (hereinafter referred to as the "Regulations"). In terms of the Regulations and in compliance with applicable SEBI Regulations and the Companies Act, 2013, the Company is required to frame a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

In line with amendments to the Regulations and in compliance with Regulation 8(1), this Code was adopted by the Board of Directors at its meeting held on 14 May 2015 (effective 15 May 2015) and subsequently modified on 2 August 2017 and further amended on 29 April, 2026.

For the purpose of the Code:

a) **"Chief Investor Relations Officer"** The Company shall designate a senior officer as the Chief Investor Relations Officer to deal with dissemination of information and disclosure of Unpublished Price Sensitive Information. The Chief Investor Relations Officer shall be responsible for ensuring compliance with continuous disclosure requirements, coordinating disclosure of UPSI to stock exchanges, analysts, shareholders and media, and educating staff on disclosure policies and procedures. The Chief Financial Officer shall act as the Chief Investor Relations Officer for the purpose of this Code."

b) "**Compliance Officer"** means a senior officer, designated as such and reporting to the Board of Directors, who is financially literate and capable of appreciating requirements for legal and regulatory compliance under these Regulations and who shall be responsible for compliance of policies and procedures, maintenance of records, monitoring adherence to rules for preservation of UPSI, monitoring of trades, and implementation of the Codes specified under these Regulations under the overall supervision of the Board of Directors. The Company Secretary shall act as the Compliance Officer for the purpose of this Code.

c) **"Designated Officer/ Designated Employees"** shall cover the following:

- Officers or Employee belongs to level Managers and above or its equivalent in all departments;
- All employees in Secretarial, Finance and Accounts Department;
- Chief Executive Officer, Managing Directors and employees upto two levels below Chief Executive Officer and Managing Director;
- Employees of managerial level and above of Accounts and Secretarial Department of material subsidiary.
- All employees of IT Department of our Company who is having access to unpublished price sensitive information.
- Such other employees as may be specified and determined from time to time by the Committee Concerning Shares (committee which will monitor the implementation of the Code) and/or Compliance Officer.
- Immediate Relative(s) of the persons mentioned above.

(d) **"Designated Persons":**

Designated Persons include inter alia the following-

(i) Designated Officer/Designated Employee
(ii) All Directors of the Company including Independent Directors
(iii) Promoter and Promoter group of the Company

(e) **“Need to Know"** basis means the information which is considered price sensitive which must be handled on a Need to Know basis and should be disclosed only to those employees who need such information to discharge their duties and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.

(f) **“Immediate Relative”** means a spouse of an insider person and includes parent, sibling, and child of such person insider or of the spouse, any of whom is either dependent financially on such person insider, or consults such person insider in taking decisions relating to trading in securities

(g) **“Insider"** means any person who is:

(i) a connected person
(ii) Designated Person
(iii) Immediate Relatives of above (i) and (ii).
(iv) In possession of or having access to unpublished price sensitive information;

Explanation: Any person who are 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.

(h)“relative” shall mean the following:

(i) spouse of the person;
(ii) parent of the person and parent of its spouse;
(iii) sibling of the person and sibling of its spouse;
(iv) child of the person and child of its spouse;
(v) spouse of the person listed at sub-clause (iii); and
(vi) spouse of the person listed at sub-clause (iv)

(i) “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, delistings, disposals and expansion of business, award or termination of order/contracts not in the normal course of business] and such other transactions;
(v) changes in key managerial personnel , other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;]
(vi) change in rating(s), other than ESG rating(s);
(vii) fund raising proposed to be undertaken;
(viii) agreements, by whatever name called, which may impact the management or control of the company;
(ix) fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;
(x) resolution plan/ restructuring or one-time settlement in relation to
loans/borrowings from banks/financial institutions;
(xi) admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
(xii) initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;

(xiii) action(s) initiated or orders passed within India or abroad, by any regulatory,
statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
(xiv) outcome of any litigation(s) or dispute(s) which may have an impact on the company;
(xv) giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;
(xvi) granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

Any other information relating to the Company or its securities that is not generally available and which, upon becoming generally available, is likely to materially affect the price of the securities shall also be considered UPSI. The above list is illustrative and not exhaustive.

To ensure timely and adequate disclosure/dissemination of Unpublished Price Sensitive Information, the Company shall follow the following norms:

1.1 Unpublished Price Sensitive Information shall be disclosed by the Company to stock exchange(s) and disseminated on a continuous and immediate basis.

1.2 The Company may also consider ways of supplementing information released to stock exchanges by improving investor access to their public announcements.

1.3 The Chief Investor Relations Officer of the Company to deal with dissemination of information and disclosure of Unpublished Price Sensitive Information. The Compliance Officer shall be responsible for ensuring that the Company complies with continuous disclosure requirements, overseeing and coordinating disclosure of Unpublished Price Sensitive Information to stock exchanges, analysts, shareholders and media, and educating staff on disclosure policies and procedure.

1.4 All Unpublished Price Sensitive Information should normally be approved in advance by the Chief Investor Relations Officer prior to disclosure or dissemination. If information is accidentally disclosed without prior approval, the person responsible shall immediately inform the Chief Investor Relations Officer

1.5 The Company shall have clearly laid down procedures for responding to queries on news reports or requests for verification of market rumours received from regulatory authorities or stock exchanges. The Chief Investor Relations Officer shall decide whether a public announcement is necessary and ensure appropriate disclosure.

1.6 The following guidelines shall be followed while dealing with analysts and institutional investors:

(i) The Company shall provide only public information to the analyst/ research persons/ large investors like institutions. Alternatively, the information given to the analyst should be simultaneously made public at the earliest.

(ii) At least two Company representatives be present at meetings with analysts, media persons and institutional investors in order to avoid misquoting or misrepresentation and discussions may be transcript/recorded, if required. Such unanticipated questions may be taken on notice and a considered response given later. If the answer includes Unpublished Price Sensitive Information, a public announcement should be made before responding.

(iii) When the company organizes meetings with analysts, the company shall comply with the provisions of SEBI (LODR) Regulations, 2015, as amended from time to time.

1.7 Unpublished Price Sensitive Information impact price discovery shall not be disclosed unless credible and concrete information has come into existence to make such information generally available.

1.8 Unpublished Price Sensitive Information shall be disclosed on a uniform and universal basis and selective disclosure shall be avoided. In the event of any inadvertent selective disclosure, the Company shall promptly disseminate such information to make it generally available.

Further any communication or procurement of UPSI shall only be for 'Legitimate Purpose'as stipulated in the Regulations.

Determination of Legitimate purpose:

“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.

Any person in receipt of Unpublished Price Sensitive Information pursuant to a “Legitimate Purpose” shall be deemed to be an Insider under these Regulations and shall be obligated to maintain strict confidentiality of such Unpublished Price Sensitive Information and comply with all applicable provisions of the Regulations.

1.9 Unpublished Price Sensitive Information should be communicated only on a "need to know" basis, i.e., Price Sensitive Information should be disclosed only to those who need such information to discharge their duties.

1.10 The medium of disclosure/dissemination shall be as follows:

(i) The Company shall ensure that disclosure to stock exchanges is made promptly.
(ii) The Company may also facilitate disclosure by updating at the website www.hegltd.com

In the event of any statutory or regulatory amendments necessitating modifications to this Policy, the relevant provisions shall be deemed to be incorporated herein and shall prevail over this Policy to the extent of such amendments, notwithstanding that the same may not have been expressly incorporated in this Policy.

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