HEG GRAPHITE Limited

Code of Conduct for Regulating, Monitoring & Reporting Trading by Insiders

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, has been notified on January 15, 2015, as amended from time to time in official gazette (hereinafter referred to as the 'PIT Regulations') in terms of which the Company is required to frame **a** Code of Conduct for Regulating, Monitoring & Reporting Trading by Insiders and a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

In line with the PIT Regulations, a Code of Conduct for Regulating, Monitoring & Reporting Trading by Insiders and a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (hereinafter referred to as the '**Code**') were adopted by the Board of Directors of the Company at its meeting held on August 10, 2026. For the purpose of the Code:

a) **"Act"** means the Securities and Exchange Board of India Act, 1992.

b) **"Chief Investor Relations Officer"**: means a senior officer designated by the Company as a Chief Investor Relations Officer to deal with dissemination of information and disclosure of Unpublished Price Sensitive Information.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ensuring that the Company complies with continuous disclosure requirements, overseeing and co-ordinating disclosure of Unpublished Price Sensitive Information to stock exchanges, analysts, shareholders and media, and educating staff on disclosure policies and procedure. The Chief Financial Officer of the Company shall act as Chief Investor Relations Officer for the purpose of this Code.

c) **"Compliance Officer"** means any senior officer, designated so and reporting to the board of directors or head of the organization in case board is not there, 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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board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 the listed company or the head of an organization, as the case may be. The Chief Financial officer of the Company shall act as the Compliance Officer for the purpose of this code.

d) **"Connected Persons"** means:

i) any person who is or has been, during the six months prior to the concerned act, associated with a company, in any capacity, directly or indirectly, 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, whether temporary or permanent, with the company, that allows such a 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 also be deemed to be connected persons unless the contrary is established,

(a) a 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) banker of the Company; or
(j) a concern, firm, trust, Hindu Undivided Family, company or association of persons wherein a director of the Company or his relative or banker of the Company, has more than ten per cent, of the holding or interest; or
(k) a firm or its partner or its employee in which a connected person specified in sub-clause (i) of clause (d) is also a partner; or
(l) a person sharing household or residence with a connected person specified in sub-clause (i) of clause (d).

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

- Officers or Employee belongs to the level of Managers and above or its equivalent in all departments;
- All employees in Secretarial, Finance and Accounts Department;
- An 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.

f) **'Designated Persons':** Designated Persons include *inter-alia* the following-

(i) Designated Officer/Designated Employee
(ii) All Directors of the Company including Independent Directors and Chief Executive Officer if any.
(iii) All person or entity belonging to Promoter and Promoter group of the Company

g) **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.

h) **Generally Available Information**" means information that is accessible to the Public on a non-discriminatory basis. and shall not include unverified event or information reported in print or electronic media.

i) **Immediate Relative**" means a spouse of a persons and includes parent, sibling, and child of such persons or of the spouse, any of whom is either dependent financially on such person , or consults such persons in taking decisions relating to trading in securities.

j) **"Insider**" means any person who is:

i) a connected person
ii) Designated persons and their immediate relative
iii) in possession of or having access to unpublished price sensitive information;

k) **"Informant**" means an individual(s), who voluntarily submits to the SEBI a Voluntary Information Disclosure Form relating to an alleged violation of insider trading laws that has occurred, is occurring or has a reasonable belief that it is about to occur, in a manner provided under these regulations, regardless of whether such individual(s) satisfies the requirements, procedures and conditions to qualify for a reward;

l) **'Irrelevant**, vexatious and frivolous information' includes, reporting of information which in the opinion of the Board, -
(i) Does not constitute a violation of insider trading laws; or
(ii) Is rendered solely for the purposes of malicious prosecution; or
(iii) Is rendered intentionally in an effort to waste the time and resource of the Board.

m) **"Key Managerial Person"** means person as defined in Section 2 (51) of the Companies Act, 2013.

n) **" 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 PIT Regulations.

o) **"Promoter and 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;

p) **"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 (iii) & (iv)

q) **"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.

r) "**Trading**" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities include trading in derivatives of securities, and "trade" shall be construed accordingly;

Dealing shall includes "Pledge" of shares of the Company.

Further, trading would also include an act of counseling about procuring or communicating directly any unpublished price sensitive information to any person.

Explanation- When a person who has traded in securities has been in possession of unpublished price sensitive information, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.

s) "**Trading Day**" means a day on which the recognized stock exchanges are open for trading.

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

u) "**Unpublished Price Sensitive Information (UPSI)**" means any information, relating to the 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 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 and which is generally not available, would be UPSI if it is likely to materially affect the price upon coming into public domain.;

Note: Any Unpublished Price Sensitive Information not emanating form with in the Company, trading window may not be closed.

Words and expressions used and not defined in this Code but defined in the SEBI Act, 1992, Securities Contract (Regulation) Act, 1956, the Depositories Act 1996 or the Companies Act, 2013 and rules and regulations made thereunder shall have the meanings respectively assigned to them in those laws or any statutory modification or re-enactment thereto.

1. RESTRICTION TO TRADE IN SECURITIES OF THE COMPANY BY THE INSIDER

1.1 The insider when in possession of any UPSI, as defined in the PIT Regulations, pertaining to the Company, shall not trade in securities of the Company, either on their own behalf or on behalf of any other person except trading to be done in accordance with the trading plan as mentioned at point no. 5 of this Code.

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

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

2. PROHIBITION TO TRADE IN THE SECURITIES OF THE COMPANY BY INSIDER DURING THE CLOSURE OF TRADING WINDOW/ TRADING RESTRICTION PERIOD

2.1 **Insider shall not** enter into derivative transaction(s) during at any time with respect to the securities of the Company.

2.2 **Insider shall not** trade in securities of the Company during Closure of the 'Trading Window', i.e. the period during which trading in the securities of the Company is prohibited.

Trading Window shall be closed during the following periods:

a) from the end of every quarter till 48 hours after the declaration of financial results to the Stock Exchanges where the Company's securities are listed. 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.

b) From the date of circulation of the agenda for the meeting of the Board of Directors, in which any material, price sensitive and unpublished event, including the following, are proposed:

(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 [24][, 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.

The closure of the Trading Window for these events will be advised by the Compliance Officer appointed by the Board of Directors for the purpose of this Code. The Compliance Officer of the company shall communicate the opening and closing of trading hours to designated persons and also intimate the same to the stock exchange(s) at which securities of the company are listed.

The trading windows shall also be applicable to any person having contractual or fiduciary relation with the company such as auditors, accountancy firm, law firms, analysts, consultants etc. assisting or advising the company.

If, there is any violation of the regulation observed, the same shall be promptly informed the stock exchange(s) where the securities of the Company are traded, in such form and such manner as may be specified by the SEBI from time to time.

The Trading Window shall open 48 hours after communication of the decision of the Board of Directors in respect of the above events to the Stock Exchanges where the Company's securities are listed.

The trading window restrictions shall not apply in respect of the following transactions-

A. i) When the transaction is an off-market inter-se transfer between insiders who are in possession of the same UPSI without being in breach of PIT Regulation 3 and both parties had made a conscious and informed trade decision.

Provided that such UPSI is not obtained under sub regulation (3) of regulation 3 of these regulations.

Provided further that such off-market trades shall be reported by the insiders to the company within two working days. The company shall notify the particulars of such trades to the stock exchange on which the securities are listed within two trading days from receipt of the disclosure or from becoming aware of such information

ii) The transaction is carried out through the block deal window mechanism between persons who are possession of the UPSI without being in breach of regulation 3 of these regulations and both parties had made a conscious and informed trade decision;

Provided that such unpublished price sensitive information was not obtained under sub regulation (3) of regulation 3 of these regulations.

iii) the transaction in question carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.

iv) the transaction in question undertaken pursuant to the exercise of stock options in respect of which the exercise price pre-determined in compliance with applicable regulations.

v) The trades made pursuant to a trading plan informed and suggested by the concerned insider.

vi) Pledge of shares for a bonafide purpose such as raising of funds, subject to pre-clearance by the compliance officer and compliance with the respective regulations made by the SEBI.

B. Transactions which are undertaken in accordance with respective regulations made by the SEBI such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy-back offer, open offer, delisting offer or transactions which are undertaken through such other mechanism as may be specified by the SEBI from time to time.

The Trading Window shall open 48 hours after communication of the decision of the Board of Directors in respect of the above events to the Stock Exchanges where the Company's securities are listed or after the information become generally available.

The closure of the Trading Window for these events will be advised by the Compliance Officer appointed by the Board of Directors for the purpose of this Code. The Compliance officer of the company shall communicate the opening and closing of trading hours to designated persons and also intimate the same to the stock exchange(s) at which securities of the company are listed.

If, there is any violation of the regulation observed, the same shall be promptly informed the stock exchange(s) where the securities of the Company are traded, in such form and such manner as may be specified by the SEBI from time to time.

2.3 **Designated Persons** shall require prior clearance from the Compliance Officer in respect of purchase/sale of securities of the Company, where the deal is exceeding minimum threshold limit of Rs 5 Lakhs (purchase/sale consideration) at any point of time during a financial year (either in one transaction or in a series of transactions). Such purchase/sale of securities by Designated Person shall be subject to prior clearance from the Compliance Officer of the company or from such other person as may be decided by the Board of Directors of the company from time to time. An application for pre clearance shall be made to the Compliance Officer in the form attached as **Annexure A.**

2.4 The Compliance officer after scrutinizing the same and after taking approval if any from other concerned person shall give his approval on the same in the form attached as **Annexure B.**

2.5 Designated Persons, who trade any number of securities of the Company shall not enter into an opposite transaction/Contra Trade i.e. sell or buy securities within period of 6 months.

In case 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 Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI under the Securities and Exchange Board of India Act, 1992.

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

2.6 In case of 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 provided such waiving does not violate the SEBI (Prohibition of Insider Trading) Regulations, 2015. In respect of the Compliance Officer, prior clearance is required to be taken from the Chairman of the Company.

2.7 Purchase / sale transactions for which prior clearance has been obtained by Designated Persons shall be executed within seven trading days of such clearance, failing which fresh sanction will be required to be taken and the concerned person who have taken pre

clearance approval shall after execution of trade as per approval taken shall submit the details of same in the form attached as **Annexure C.**

2.8 Prior to approving any trades , the compliance officer shall seek declarations to the effect that applicant filed a request for pre clearance of trade is not in possession of any unpublished price sensitive information and such undertaking shall be submitted in the form attached as **Annexure D.**

3. RESTRICTION ON COMMUNICATION OF UNPUBLISHED PRICE SENSTIVE INFORMATION.

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

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

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

However a may be communicated, provided, allowed access to or procured, in connection with a transaction that would:–

(i) entail an obligation to make an open offer under the takeover regulations where the board of directors of the company is of informed opinion that the sharing of such information is in the best interests of the company;

(ii) not attract the obligation to make an open offer under the SEBI (SAST) Regulations, 2011 and subsequent amendments thereto but where the board of directors of the company is of informed opinion that the sharing of such information is in the best interests of the company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at-least two trading days prior to the sharing of such information being effected as the board of directors may determine to be adequate and fair to cover all relevant and material facts.

(iii) For the above, the board of directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential and shall not otherwise trade in securities of the company when in possession of unpublished price sensitive information.

(iv) The Board of Directors or head(s) of the organsiation required to handle unpublished price sensitive information, shall ensure that a structured digital database is maintained containing the nature of unpublished price sensitive information and the names of such persons who have shared the information and also the names of such persons 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 database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

Provided that entry of information, not emanating from within the organisation, in structured digital database may be done not later than 2 calendar days from the receipt of such information.

(v) The Board of Directors or head(s) of the organisation of every person required to handle unpublished price sensitive information shall ensure that the structured digital database is preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

4. TRADING WHEN IN POSSESSION OF UNPUBLISHED PRICE SENSTIVE INFORMATION.

No insider shall trade in securities of the company that are listed or proposed to be listed on stock exchange when he is in possession of unpublished price sensitive information:

Explanation-When a person who has traded in securities has been in possession of unpublished price sensitive information, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession

Provided that the insider may prove his innocence by demonstrating the circumstances including the following.

i) When the transaction is an off-market *inter-se* transfer between insiders who were in possession of the same unpublished price sensitive information without being in breach of regulation 3 and both parties had made a conscious and informed trade decision.

Provided that such unpublished price sensitive information was not obtained under sub regulation (3) of regulation 3 of these regulations.

Provided further that such off-market trades shall be reported by the insiders to the company within two working days. The company shall notify the particulars of such trades to the stock exchange on which the securities are listed within two trading days from receipt of the disclosure or from becoming aware of such information

ii) the transaction was carried out through the block deal window mechanism between persons who were in possession of the unpublished price sensitive information without being in breach of regulation 3 of these regulations and both parties had made a conscious and informed trade decision;

Provided that such unpublished price sensitive information was not obtained under sub regulation (3) of regulation 3 of these regulations.

iii) the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.

iv) the transaction in question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations

v) In case of non- individual insiders

a. the individuals who were in possession of such unpublished price sensitive information were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such unpublished price sensitive information when they took the decision to trade; and

b. appropriate and adequate arrangements were in place to ensure that these regulations are not violated and no unpublished price sensitive information was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached;

vi) The trades were made pursuant to a trading plan informed and suggested by the concerned insider.

vii) In the case of connected persons the onus of establishing, that they were not in possession of unpublished price sensitive information, shall be on such connected persons and in other cases, the onus would be on the SEBI.

5. FORMULATION AND INTIMATION OF TRADING PLANS BY INSIDERS

The Insiders on their behalf and on behalf of their immediate relative and dependents may formulate a trading plans and such trading plans shall be communicated to the compliance officer of the company in the form attached as **Annexure E** and compliance officer shall approve such trading plans and consent of the approval of trading plan shall be provided to the applicant in the form attached as **Annexure F**. The compliance officer shall also require an undertaking from applicant before approval of trading plan in the form as attached as **Annexure G.** The compliance officer shall intimate the same to the stock exchanges at which shares of the company are listed. The compliance officer

Shall make available such trading plan in public domain in the format as enclosed as **Annexure H.**

Such trading plan shall:–

(i) not entail commencement of trading on behalf of the insider earlier than one hundred and twenty calendar days from the public disclosure of the plan;

(ii) not entail overlap of any period for which another trading plan is already inexistence;

(iii) set out following parameters for each trade to be executed:

- either the value of trade to be effected or the number of securities to be traded;
- nature of the trade;
- either specific date or time period not exceeding five consecutive trading days;
- price limit, that is an upper price limit for a buy trade and a lower price limit for a sell trade, subject to the range as specified below:

a. for a buy trade: the upper price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent higher than such closing price;

b. for a sell trade: the lower price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent lower than such closing price.

(iv) not entail trading in securities for market abuse.

The compliance officer shall review the trading plan to assess whether the plan would have any potential for violation of these 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 shall not be applicable for trades carried out in accordance with an approved trading plan.

The trading plan once approved shall be irrevocable and it shall be mandatorily have to be implemented and without being entitled to either execute any trade in the securities outside the scope of the trading plan or to deviate from it except due to permanent incapacity or bankruptcy or operation of law. Upon approval of the trading plan, the Compliance Officer shall notify the plan to the stock exchange on which the securities are listed.

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.

Provided further that if the insider has set a price limit for a trade under sub-clause (iv) of clause (v) of sub-regulation 2 of Regulations, the insider shall execute the trade only if the execution price of the security is within such limit. If price of the security is outside the price limit set by the insider, the trade shall not be executed.

Explanation: In case of non-implementation (full/partial) of trading plan due to either reasons enumerated in sub-regulation 4 of Regulations or failure of execution of trade due to inadequate liquidity in the scrip, the following procedure shall be adopted:

- The insider shall intimate non-implementation (full/partial) of trading plan to the compliance officer within two trading days of end of tenure of the trading plan with reasons thereof and supporting documents, if any.

- Upon receipt of information from the insider, the compliance officer, shall place such information along with his recommendation to accept or reject the submissions of the insider, before the Audit Committee in the immediate next meeting. The Audit Committee shall decide whether such non-implementation (full/partial) was bona fide or not.

- The decision of the Audit Committee shall be notified by the compliance officer on the same day to the stock exchanges on which the securities are listed.

- In case the Audit Committee does not accept the submissions made by the insider, then the compliance officer shall take action as per the Code of Conduct.

Further the trading plan shall not be implemented by the insider, if at the time of providing of trading plan, they are in the possession of any unpublished price sensitive information and such trading plan shall be implemented after these unpublished price sensitive information becomes generally available information.

It is intended that since the trading plan is the exception of general rule that an insider should not trade when in possession of unpublished price sensitive information, changing the plan or trading outside the same would negate the intent behind the exception. Other investors in the market, too, would factor the impact of the trading plan on their own trading decisions and in price discovery. Therefore, it is not fair or desirable to permit the insider to deviate from the trading plan based on which others in the market have assessed their views on the securities except in situations beyond the control of the insider.

The compliance officer shall approve or reject the trading plan within two trading days of receipt of the trading plan and notify the approved plan to the stock exchanges on which the securities are listed, on the day of approval.

After execution of trade the confirmation regarding the same shall be submitted to the Compliance officer in the form attached as **Annexure I.**

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

6. **Chinese Wall**

The Company has adopted a Chinese wall policy to prevent the misuse of confidential Unpublished price sensitive information, which separates those areas of the Company which routinely have access to confidential unpublished Price Sensitive information (Inside Areas) from other areas, considered as public areas, .

To implement the same, the following procedure shall be followed:

a. All physical files containing confidential information shall be kept secure under lock and key in custody of officials designated by the Compliance Officer.

b. All Computer files shall have adequate security of login and passwords. Files containing confidential information should be deleted/destroyed after its use, unless they are required for future purposes or as per law.

c. Further, under this policy:

i. The Designated Persons in the inside areas are not allowed to communicate any Unpublished Price Sensitive Information to anyone in the public areas.

ii. The designated persons within the inside area of the Chinese wall have a responsibility to ensure that the Chinese wall is not breach deliberately or inadvertently. Known or suspected breaches of the Chinese wall must be reported to the compliance officer.

iii. The establishment of Chinese walls is not intended to suggest that within inside areas unpublished price sensitive information, can circulate freely. Within inside area need-to-know shall be in effect.

7. INTIMATION AND PUBLICATION OF UNPUBLISHED PRICE SENSTIVE INFORMATION.

The Company shall provide and publish unpublished price sensitive information in following manner.

1. Any unpublished price sensitive information should be made public promptly as and when happened.

2. All unpublished price sensitive information should be made public on uniform basis and should be made public as and when happened and without any undue delay.

3. The Chief Investor Relations Officer shall be responsible for providing the unpublished price sensitive information to the Compliance officer promptly and the Compliance officer in turn shall make the Unpublished Price Sensitive Information public without any delay.

4. No unpublished price sensitive information shall be shared with any analysts and research personnel.

8 DISCLOSURES

a. Insiders shall make the following disclosures of shares and other securities held in the Company by them and their immediate relative or by such person for whom insider takes trading decisions, to the Compliance Officer.

b. The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be also taken into account for purposes of disclosures to be filed under these regulations provided that trading in derivatives of securities is permitted by any law for the time being in force.

c. The disclosures made shall be maintained by the company for a minimum period of 5 years in such form as may be specified from time to time by the Securities and Exchange Board of India.

8.1 ONE TIME DISCLOSURES

Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter or member of promoter group 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 in the form as enclosed as **Annexure J**.

8.2 CONTINUAL DISCLOSURES

8.2.1 Every promoter, member of the promoter group, and designated Persons shall make an annual disclosure of number of shares and other securities held as on 31st March each year, including details of purchase / sale of shares and other securities during the financial year. This disclosure shall be made within 30 days from the close of each financial year in the format as per **Annexure K.**

8.2.2 Every Promoter, member of the promoter group, designated persons and director of the Company shall disclose to the Company the number of such securities acquired or disposed of within 2 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 ten lakh rupees or such other value as may be specified; in the format as prescribed **as Annexure L.**

8.2.3 The company shall notify the particulars of such trading to the stock exchange on which shares of the company are listed within 2 trading days of receipt of the disclosures 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 made under clause 8.2.2, shall be made when the transactions effected after the prior disclosure cross the threshold as specified in clause 8.2.2 above.

8.2.4 The Compliance Officer shall report to the Board of Directors and shall also provide reports to the Chairman of Audit Committee or to the Chairman of the Board on quarterly basis pertaining to insider trading.

8.3 **Disclosures by other Connected Persons**.

The Company 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 at such frequency as may be determined by the company in order to monitor compliance with these regulations in the format as prescribed as **Annexure M**.

9. **Additional Disclosure by designated Person-**

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. Disclosure shall be in the format prescribed in **Annexure-N.**

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 from a designated person during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such designated person but shall exclude relationships in which the payment is based on arm's length transactions.

10. **PENALTIES FOR CONTRAVENTION**

Violation of this Code will invite severe disciplinary action. Such disciplinary action will also include wage freeze, suspension, recovery, etc. and the disciplinary action shall be irrespective of action that may be taken by SEBI under the Regulations. Any contravention of these regulations shall be dealt with by SEBI in accordance with the Act. Any amount collected under this clause shall be remitted to the SEBI for credit to the Investor Protection and Education Fund administered by the SEBI under the Act. In case of violation of these regulations by the insider and their immediate relative the same shall be informed by the Company to stock exchange where shares of the Company are listed, promptly in the format prescribed in **Annexure-O**.

Further violations if any made by designated person with respect to code of conduct and when such violation come to the notice of the company, then the company may take actions against those designated person suo moto in line with Code of Conduct and may also levy penalties if any in accordance with company's internal policy.

The Company shall also maintain digital database of violation of Code by insider(s) and their immediate relative that would entail initiation of appropriate action against them.

The board of directors shall ensure that the structured digital database is preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the SEBI regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceeding.

11A. SUBMISSION OF ORIGINAL INFORMATION TO SEBI

Anyone, personally or through his/her Legal Representative, may voluntarily submit alleged violation of Insider Trading Regulations which has occurred/is occurring/has a reasonable belief that is about to occur, by furnishing a Voluntary Information Disclosure Form to Office of Informant Protection of SEBI in the format prescribed by SEBI from time to time.

11 B. PROTECTION AGAINST RETALIATION AND VICTIMIZATION-

The following safeguard shall be provided to employees who files a Voluntary Information Disclosure Form relating to an alleged violation of insider trading laws that has occurred, is occurring or has a reasonable belief that it is about to occur, in a manner provided under Regulations to the office of Informant Protection of SEBI:

(i) The Code strictly prohibits any unfair treatment or any retaliatory action in any form against employees who files a Voluntary Information Disclosure Form, irrespective of whether the information is considered or rejected by the SEBI or he or she is eligible for a Reward under these regulations, by reason of:

a. filing a Voluntary Information Disclosure Form under these regulations
b. testifying in, participating in, or otherwise assisting or aiding the SEBI in any investigation, inquiry, audit, examination or proceeding instituted or about to be instituted for an alleged violation of insider trading laws or in any manner aiding the enforcement action taken by the SEBI; or
c. breaching any confidentiality agreement or provisions of any terms and conditions of employment or engagement solely to prevent any employee from cooperating with the SEBI in any manner.

(ii) Any person found committing any Retaliatory Action against a employee shall be deemed to have committed an act of willful disobedience and will be liable for disciplinary action

For the purpose of this Rule the expression "Retaliatory Action" shall mean without limitation any of the following: discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination against any employee.

(iii) In case of any threat or intimidation or likely threat or intimidation of a Retaliatory Action, the employee, may directly approach Chairman/Managing Director/ CEO (Investigating Officer) on an immediate basis. Investigating Officer shall take such steps as may be necessary.

(iv) Employee shall not be required to establish that,-

a. SEBI has taken up any enforcement action in furtherance of information provided by such person; or

b. the information provided fulfils the criteria of being considered as an Original Information under these regulations

(v) Informant who believes that he or she has been subject to retaliation or victimisation by his or her employer, can also approach the competent court or tribunal for appropriate relief.

Explanation - "employee" means any individual who during employment may become privy to information relating to violation of insider trading laws and files a Voluntary Information Disclosure Form under these regulations and is a director, partner, regular or contractual employee, but does not include an advocate.

This clause 11 may be read in line with the SEBI notification dated 17th September, 2019.

12. GENERAL

This policy is only Internal code of conduct and one of the measure to avoid insider trading. It would be the responsibility of each Insider to ensure compliance of SEBI Regulations and statutes fully.

13. **COMPLIANCE**

The Company shall ensure compliance of SEBI (PIT) Regulations, 2015 as amended from time to time.

HEG GRAPHITE LIMITED

INTERNAL CONTROL MECHANISM TO PREVENT INSIDER TRADING

The following mechanism are adopted as internal controls to ensure compliances with the requirements given in the regulations and to prevent insider trading:

a) All employees, Directors, Connected Persons who have access to unpublished price sensitive information are identified as designated persons, as defined under Company's code for Insider Trading.

The Company has appointed/selected National Securities Depositories Limited as a Designated Depository. Also, as mandated, the Company has already uploaded the required information including PAN number of all Promoter(s) including member(s) of the Promoter Group, Designated Person(s), Directors, CEO and employees upto two level below CEO to both the depositories i.e. National Securities Depository Limited and Central Depository Services Ltd. in respect of PAN exempt entities, the account numbers shall be provided.

In case of any subsequent changes in the Promoter(s) including member(s) of the Promoter Group, Designated Person(s), Directors, CEO and employees upto two level below CEO, the company is providing the information of the changes to the depositories on the same day.

b) All the unpublished price sensitive information shall be identified and its confidentiality shall be maintained as per the requirements of the regulations;

The unpublished price sensitive information shall include, inter-alia the following-

(j) 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 [24][, 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.

c) Adequate restrictions shall be placed on communication or procurement of unpublished price sensitive information as required by the regulations;

The Company has adopted a Chinese wall policy to prevent the misuse of Unpublished price sensitive information, which separates those areas of the Company which routinely have access to unpublished Price Sensitive information (Inside Areas) from other areas, considered as public areas,

Also, Unpublished Price Sensitive Information is to 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.

To implement the same, the following procedure shall be followed:

a. All physical files containing confidential information shall be kept secure under lock and key in custody of officials designated by the Compliance Officer.

b. All Computer files shall have adequate security of login and passwords. Files containing confidential information should be deleted/destroyed after its use, unless they are required for future purposes or as per law.

Further:

a. The Designated Persons in the inside areas are not allowed to communicate any Unpublished Price Sensitive Information to anyone in the public areas.

b. The designated persons within the inside area of the Chinese wall have a responsibility to ensure that the Chinese wall is not breach deliberately or inadvertently. Known or suspected breaches of the Chinese wall must be reported to the compliance officer.

c. The establishment of Chinese walls is not intended to suggest that within inside areas unpublished price sensitive information, can circulate freely. Within inside area need-to-know shall be in effect.

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;

The Company maintains a list of Designated Persons in accordance with the Regulations and its Code.

All Designated Persons (on behalf of self & their Immediate Relatives) would have to sign a confidentiality agreement undertaking an obligation to protect the confidentiality of information obtained by him/her while working with the Company. The obligation would continue for six months after the said Employee leaves the Company.

Due notice shall be given to such persons with whom the UPSI is shared pursuant to a legitimate purpose to maintain confidentiality of such information in compliance with these regulations.

e) All other relevant requirements specified under these regulations shall be complied with;

The Company has appointed Chief Financial Officer as the Compliance Officer under this Code, who shall report to the Board of Directors. The compliance officer shall provide report on compliance of this code to the Chairman of the Audit Committee in consultation with the Chairman of the Board of directors once in a year or at such frequency as may be prescribed by law.

f) Periodic process review to evaluate effectiveness of such internal controls.

As and when necessary and as deemed appropriate, the Audit Committee shall review periodically the system/mechanism for Internal Controls to evaluate effectiveness of such internal controls.

Annexure -A

APPLICATION FOR PRE CLEARENCE
(Pursuant to clause 2.2.3 of the Code)

Date:

Through Department Head

The Compliance Officer
HEG Graphite Limited
Bhilwara Towers
A-12, Sector -1,
Noida – 201 301.

Sub: Pre Clearance of trading in the securities of the Company ("Pre Clearance Application")

Dear Sir / Madam,

I, _____, _____ of the Company/ connected with the Company in the capacity of _____ seek approval for subscribing/ buying/ selling/ dealing/ agreeing to subscribe buy, sell, deal ("**Trade**") of the securities of the Company pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and Clause 2.2.3 of the Code of Conduct for Regulating, Monitoring & Reporting Trading by Insiders, as per details given below:

DETAILS OF PROPOSED TRADE		
1	Name and residential address of the Applicant	
2	Relationship with the Company	Employee ☐ Connected Person ☐ Designation (if employee):
3	Trade to be done by/ on behalf of	Applicant ☐ Spouse ☐Mother ☐Father ☐ Brother ☐ Sister ☐ Son ☐ Daughter ☐ Others ☐
4	Trade is for	Sale ☐ Purchase ☐ Subscription ☐ Others ☐
5	Proposed Trade is	Off Market ☐ Through Stock Exchange ☐
6	Name of the other party (purchase/seller) in case Trade is an off market trade	
7	Proposed Date of dealing in securities	

8	No of securities proposed to be Traded	
9	Price at which securities is proposed to be purchased	
10	Price of securities of the company on BSE proposed to be Traded (As on the date of application)	
11	Folio No. / DP ID / Client ID No.	
	DETAILS OF PRESENT HOLDING	
1	No. of securities held by the applicant as on date	

2	No. of securities held by applicant's Immediate Relatives	**Relative**	**Name of Relative**	**No. of shares held**	**Folio No./Client ID/DP ID**
		Spouse			
		Father			
		Mother			
		Brother			
		Sister			
		Son			
		Daughter			
3	No. of securities held by the person(s) for whom I takes trading decisions	**Name**	**Relation**	**No. of shares held**	**Folio No./Client ID/DP ID**

	Total number of shares if approval granted	
1	No of shares of the Company that would be held by the person after this application. (if approval granted)	

Signature:
Name:
Employee no.:
Designation:

Annexure - B

PRE CLERANCE APPROVAL LETTER
(Pursuant to Clause 2.2.4 of the Code)

Date:

To,

Mr. _____

Designation: _____

Address:

Pre Clearance of trading in the securities of the Company ("Pre Clearance Application")

Dear Sir/Madam,

This is to inform you that your request for trading in the _____of the Company as mentioned in your Pre Clearance Application dated _____has been approved. Please note that the aforesaid transaction must be approved within 7 (seven) trading days from the date of this letter.

In case you do not complete the said transaction within the above-stipulated time, you must seek fresh approval for trading before executing any trade in the securities of the Company if the transaction value of the Securities intended to be Traded exceeds Rs. five lacs (market value).

You are further required to give the details of the trade in format specified under Annexure C pursuant to clause 2.2.7of the Code of Conduct for Regulating, Monitoring & Reporting Trading by Insiders (Code) within 2 (two) working days of from the date of execution of the Trade. In case the Trade is not undertaken, a report to that effect shall also be filed with the Compliance Officer in the same form within 2 working days after expiry of seven trading days of pre clearance approval.

For and on behalf of HEG Graphite Limited

Compliance Officer

Encl. Format of disclosure of trades made under pre clearance approval

Annexure - C

FORMAT OF DISCLOSURE OF TRADES EXECUTED UNDER PRE CLEARANCE APPROVAL
(Pursuant to Clause 2.2.7 of the Code)

Date:

The Compliance Officer
HEG Graphite Limited
Bhilwara Towers
A-12, Sector -1,
Noida – 201 301.

I, _____, _____ of the Company/ connected with the Company in the capacity of _____ have received pre clearance approval for purchase / sale / subscription ("**Trade**") of the securities of the Company vide pre clearance approval letter dated _____. In this regard, I hereby submit that: (*strike off which is not applicable*)

(i) Have not Traded in the securities of the Company.
(ii) Have Traded in the securities of the Company as per the following details:

Name of the Applicant (who applied for pre clearance)	**Traded By/on behalf of**	**No of securities traded**	**DP ID/Client ID/Folio No. of the person in whose name trading is done**	**Price**
	Applicant ☐ Spouse☐ Mother☐ Father☐ Brother ☐ Sister ☐ Son ☐ Daughter ☐ Others ☐	Purchased Sold Subscribed Others		

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:

(i) Broker's contract note.
(ii) Proof of payment to/from brokers.
(iii) Extract of bank passbook/statement (to be submitted in case of demat transactions).
(iv) Copy of delivery instruction slip (applicable in case of sale transaction).

I further 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 hereby declare that the above information is correct and no provisions of the Code and or the Applicable Laws/Regulations have been violated in effecting the aforesaid trade.

Thanking you

Yours truly,

Signature:

Name:

Employee no.:

Designation:

Annexure - D

UNDERTAKING TO BE SUBMITTED ALONGWITH THE APPLICATION FOR PRE-CLEARENCE
(Pursuant to Clause 2.2.8 of the Code)

To

The Compliance Officer
HEG Graphite Limited
Bhilwara Towers, A-12, Sector -1,
Noida – 201 301.

Sub: Undertaking for the purpose of pre clearance of trade to be executed

Dear Sir / Madam,

I, _____ (Name, designation and dept.) residing at_____, am desirous of dealing in __ shares of ----------Limited as mentioned in my application dated -------- for pre-clearance of the transaction.

As required by the Code of Conduct for Insider Trading of our Company, I hereby state -

(i) That I am desirous of trading in the securities of the Company as per details mentioned in this Pre-Clearance Application.

(ii) That I am not in possession or have access to and/or otherwise privy to any Unpublished Price Sensitive Information (as defined in the Code) up to the time of signing this Undertaking.

(iii) That in the event that I have access to or received any information that could be construed as "Unpublished Price Sensitive Information" as defined in the Code, after the signing of this undertaking but before executing the Trade for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from trading in the securities of the Company until such information becomes generally available to the public.

(iv) That I have not contravened the provisions of the Code as notified by the Company from time to time.

(v) That I undertake to submit the necessary report within two working days of execution of the Trade in case trade is executed and within two working days from the date of expiry of seven trading days from the date of pre clearance approval in case Trade is not undertaken.

(vi) That If approval is granted, I shall execute the deal within 7 (seven) trading days of the receipt of approval failing which I shall seek pre-clearance again.

(vii) That I will not enter into an opposite transaction during the next six months following the transaction under this approval without previous approval of the Compliance officer.

(viii) That I have made full and true disclosure in the matter.

Date: Signature_____

Annexure - E

APPLICATION FOR APPROVAL OF TRADING PLAN
(Pursuant to Clause 5 of the Code)

To
The Compliance Officer
HEG Graphite Limited
Bhilwara Towers
A-12, Sector -1,
Noida – 201 301.

From:
Name
Designation
Department
Whether belongs to Promoter Group (Yes/No)

Through Division/Department Head

Dear Sir/Madam,

With reference to the Code of Conduct for Regulating, Monitoring & Reporting Trading by Insiders (Code) of the Company and in compliance with applicable provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015, I seek your approval to purchase/Sale of equity shares of the company under Trading Plan, which is submitted below.

Presently I am holding ----------no. of shares of the company and wish to trade in the shares of the company as per following trading plan.

Date when trade shall be executed	Amount In value (INR in lacs)	Number of shares

I am also enclosing herewith undertaking in the format as envisaged in the Code.

You are requested to kindly approve the above said trading plan and provide your comments if any in view of trading plan submitted to your good-self.

Date_____ Signature_____

Annexure – F

CLEARENCE ORDER FOR TRADING PLAN
(Pursuant to Clause 5 of the Code)

To,

Mr. _____
Designation: _____
Address:

Pre Clearance of Trading Plan

Dear Sir / Madam,

This is to inform you that your request for trading in the securities of the Company as mentioned in your Trading Plan submitted vide your letter dated _____has been approved.

Please note that the aforesaid transaction must be done strictly in accordance with the trading plan submitted to us and on the same date as mentioned in your application.

You are further required to submit the details of the trade executed as and when happened within a period of 2 trading days from the date of execution of trade in the form prescribed as Annexure I.

For and on behalf of HEG Graphite Limited

Compliance Officer

Date_____

Annexure - G

UNDERTAKING TO BE SUBMITTED ALONGWITH THE APPLICATION FOR PRE-CLEARENCE OF TRADING PLAN
(Pursuant to Clause 5 of the Code)

The Compliance Officer
HEG Graphite Limited
Bhilwara Towers
A-12, Sector -1,
Noida – 201 301.

Sub: Undertaking for the purpose of approval of trading plan to be executed

Dear Sir/Madam,

I, _____ (Name, designation and dept.) residing at_____, am desirous of approval of trading plan submitted to your goodself vide my letter dated----------for the purpose of trade to be executed in future in the shares of the company and in this connection,

As required by the Code of Conduct for Regulating, Monitoring & Reporting Trading by Insiders (Code) of our company and in compliance with the provisions of applicable Regulation of SEBI (Prohibition of Insider Trading) Regulations, 2015, I hereby undertake and confirm that-

a) Presently I have no access to nor do I have any information that could be construed as "Unpublished Price Sensitive Information" and also I am not in the possession of any unpublished price sensitive information as defined in the code and SEBI (Prohibition of Insider Trading) Regulation, 2015 up to the time of signing this undertaking by virtue of holding position in the company or otherwise;
b) The trading plan submitted shall be executed after the expiry of a period of 6 months from the date of approval by the compliance officer of the company.
c) The trading plan submitted by me shall be irrevocable and it shall be mandatorily have to be implemented and without being entitled to either deviate from it or to execute any trade in the securities outside the scope of trading plan. In the event that I have access to or received any information that could be construed as "Price Sensitive Information" as defined in the code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public;
d) I have not contravened the provisions of the code of conduct for prohibition of insider trading as well as any of the applicable provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015.
e) I have made full and true disclosure in the matter.

Date: Signature_____

Annexure - H

(Pursuant to Clause 5 of the Code)

To

Sub: **Disclosure of Trading Plan submitted and approved in compliance with Regulation 5 of SEBI (Prohibition of Insider Trading) Regulations, 2015**

Giving below herewith Trading plan submitted and approved for information and record.

Name of person	Designation	Dates when trades will be executed	No. of shares to be purchase	No. of shares to be sold

Such trading plan shall come in to effect from ----------

For **HEG Graphite Limited**

Compliance Officer

Annexure I

(Pursuant to Clause 5 of the Code)

The Compliance Officer
HEG Graphite Limited
Bhilwara Towers
A-12, Sector -1,
Noida – 201 301.

I Confirm that I have purchased/sold _____no. of equity shares of the company from off market/through stock exchange mode on _____(date).

I also confirm that the above transaction in the shares of the company have been done strictly in accordance with the trading plan submitted with your goodself on ----- --.

This information is submitted in compliance with clearance order dated----------.

Date_____ Signature_____

Annexure J
(Pursuant to Clause 8.1 (b) of the Code)

FORM A[1]

SEBI (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (1) (b) read with Regulation 6(2) Disclosure on becoming a Key Managerial Personnel/Director/Promoter/Member of the promoter group]

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 or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (KMP / Director or Promoter or member of the Promoter group/ Immediate relative to/others, etc.)	Date of appointment of KMP/Director/ OR Date of becoming Promoter/ member of the Promoter group	Securities held at the time of appointment of KMP/Director or upon becoming Promoter or member of the promoter group		% of Shareholding
			Type of securities (For eg. Shares, Warrants, Convertible Debentures, Rights entitlements, etc.)	No.	
1	2	3	4	5	6

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

Details of Open Interest (OI) in derivatives on the securities of the company held on appointment of KMP or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group			Open Interest of the Option Contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group		
Contract specifications	Number of units (*contracts lot size)	Notional value in Rupee terms	Contract specifications	Number of units (*contracts lot size)	Notional value in Rupee terms
7	8	9	10	11	12

Note: *In case of Options, notional value shall be calculated based on premium plus strike price of options*

Name & Signature:
Designation:
Date: Place:

[1]Erstwhile title of the Form 'B' of the Circular SEBI/HO/ISD/CIR/P/2021/19 dated February 09, 2021 has been changed to Form 'A'.

Annexure- K
(Pursuant to Clause 8 . 2.1 of the Code)

ANNUAL DISCLOSURE

The Compliance Officer
HEG Graphite LIMITED
Bhilwara Towers, A-12,
Sector 1, NOIDA-201301.

1. STATEMENT OF SHAREHOLDINGS OF DESIGNATED PERSONS IN THE COMPANY

Name, PAN NO., CIN/DIN & address with contact nos.	Category of person (Promoters/ **member of Promoter Group/** KMP/Directors /immediate relatives /others etc.)	Departme nt	No. of Shares held on 01/04/20__	No. of Shares bought during the year	No. of Shares sold during the year	No. of Shares held on 31/03/20__	Folio No./DP ID Client ID

II DETAILS OF SHARES HELD BY IMMEDIATE RELATIVE

Name & PAN	Relation- ship	No. of Shares held on 01/04/20__	No. of Shares bought during the year	No. of Shares sold during the year	No. of Shares held on 31/03/20__	Folio No./DP ID Client ID

*Immediate relative means a spouse (whether financially dependent or independent) 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
I/We declare that the above disclosure is true and correct.
I/We declare that, I have not entered in any opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction.
I/We have complied with the all the clauses of Code of Conduct for Regulating, Monitoring & Reporting Trading by Insiders and Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (Code) of the Company.

Date:

Place:

Signature of Applicant_____

Name of Director/Designated Employee_____

Designation in full_____

Annexure – L

(Pursuant to Clause 8.2.2 of the Code)

FORM B [2]

SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (2) read with Regulation 6(2) – Continual Disclosure]

Name of the company:
ISIN of the company:

Details of change in holding of Securities of Promoter, Member of the Promoter Group, Designated Person, Employee or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN, & address with contact nos.	Category of Person (Promoter/member of the promoter group/ designated person/ Directors/immediate relative to/others etc.)	Securities held prior to acquisition/ disposal		Securities acquired/Disposed				Securities held post acquisition/ disposal		Date of allotment advice/ acquisition of shares/ disposal of shares, specify		Date of intimation to company	Mode of acquisition /disposal (on market/ public/ rights/ preferential offer/ off market/ Inter-se transfer, ESOPs, etc.)	Exchange on which the trade was executed
		Type of securities (For eg. Shares Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of share holding	Type of securities (For eg. Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No.	Value	Transaction Type (Purchase/ sale Pledge /Revocation/ Invocation / Others- please specify)	Type of securities (For eg. Shares, Warrants Convertible Debentures, Rights entitlement, etc.)	No. and % of shareholding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

[2]Erstwhile title of the Form 'C' of the Circular SEBI/HO/ISD/CIR/P/2021/19 dated February 09, 2021 has been changed to Form 'B'

Note: ***(i)*** *"Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.*
(ii) *Value of transaction excludes taxes/brokerage/any other charges*

Details of trading in derivatives on the securities of the company by Promoter, member of the promoter group, designated person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (*contracts lot size)	Notional Value	Number of units (*contracts lot size)	
16	17	18	19	20	21	22

Note: *In case of Options, notional value shall be calculated based on Premium plus strike price of options.*

Name & Signature: Designation:
Date:
Place:

Annexure M
(Pursuant to Clause 8.3 of the Code)

FORM C (Indicative format)[3]
SEBI (Prohibition of Insider Trading) Regulations, 2015
Regulation 7(3) – Transactions by Other connected persons as identified by the company

Details of trading in securities by other connected persons as identified by the company

Name, PAN, CIN/DIN, & address with contact nos. of other connected persons as identified by the company	Connection with company	Securities held prior to acquisition/ disposal		Securities acquired/ Disposed				Securities held post acquisition/ disposal		Date of allotment advice/ acquisition of shares/ disposal of Shares specify		Date of intimation to company	Mode of acquisition/ disposal (on market/ public/ rights/ Preferential offer / off market/ Inter-se transfer, ESOPs etc.)	Exchange on which the trade was executed
		Type	No. and % of shareholding	Type of securities (For eg. – Shares, Warrant Convertible Debentures, Rights entitlement, etc.)	No.	Value	Transaction Type (Purchase /Sale/ Pledge/ Revocation / Invocation/ Others- please specify)	Type of securities (For eg. Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of share holding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

Note: (i) "Securities" shall have the meaning as defined under regulation 2(1)(J) of SEBI (Prohibition of Insider Trading) Regulations, 2015.
(ii) Value of transaction excludes taxes/brokerage/any other charges

[3] erstwhile title of the Form'D' of the Circular SEBI/HO/ISD/CIR/P/2021/19 dated February 09, 2021 has been changed to Form 'C'.

Details of trading in derivatives on the securities of the company by other connected persons as identified by the company

Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which the trade was executed
Type of Contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (*contracts lot size)	Notional Value	Number of units (*contracts lot size)	
16	17	18	19	20	21	22

Note: *In case of Options, notional value shall be calculated based on premium plus strike price of options.*

Name:
Signature:
Place:

Annexure - N

DISCLOSURE BY DESIGNATED PERSONS

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015

Details of Designated Person-

Name	
PAN	
Mobile No	
Education Institution from which graduation has been completed	
All Past Employments	

Details of immediate relative and person with whom designated person shares material financial relationship-

Particulars	Name	PAN	Mobile No

Note-

1. 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 insider in taking decisions relating to trading in securities.

2. Material financial relationship means a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a designated person during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such designated person but shall exclude relationships in which the payment is based on arm's length transactions.

Signature

Annexure -O

Report by (Name of the listed company] Intermediary/Fiduciary) for violations related to Code of Conduct under SEBI (Prohibition of Insider Trading) Regulations, 2015.

[For listed company: Schedule B read with Regulation 9 (1) of SEBI (Prohibition of Insider Trading) Regulations, 2015

Sr. No	Particulars	Details
1.	Name of the listed company/ Intermediary/Fiduciary	
2.	Please tick appropriate checkbox Reporting in capacity of : □ Listed Company □ Intermediary □ Fiduciary	
3.	Name of the Designated Person (DP) Name of the immediate relative of DP if reporting is for immediate relative.	
4.	PAN of the DP PAN of the immediate relative of DP if reporting is for immediate relative.	
5.	Designation of DP	
6.	Functional Role of DP	
7.	Whether DP is Promoter/Promoter Group/holding CXO level position (e.g. CEO, CFO, CTO etc.)	
8.	Transaction details:	
	a) Name of the scrip	
	b) No of shares traded (which includes pledge) and value (Rs) (Date- wise)	
9.	In case value of trade(s) is more than Rs 10 lacs in a calendar quarter a) Date of intimation of trade(s) by concerned DP/director/promoter/promoter group to Company under regulation 7 of SEBI Prohibition of Insider Trading) Regulations, 2015.	
	b) Date of intimation of trade(s) by Company to stock exchanges	

	under regulation 7 of SEBI (Prohibition of Insider Trading) Regulations, 2015	
10.	Details of violations observed under SEBI (Prohibition of Insider Trading) Regulations, 2015.	
11.	Action taken by Listed company/ Intermediary/ Fiduciary	
12.	Reasons recorded in writing for taking action stated above	
13.	Details of the previous instances of violations, if any, since last financial year	
14.	Any other relevant information	

Yours faithfully,

Date: **Signature**

Place:

Name of Compliance Officer: _____

PAN:_____

E- mail id : _____

Mobile Number: _____