

# **HEC** **INFRA PROJECTS LIMITED**

**ENGINEERING CONSULTANTS & CONTRACTORS**

Sigma-1 Corporates, Corporate House No. 6, Sindhu Bhavan Road, Nr. Mann Party Plot Cross Road,  
Bodakdev, Ahmedabad - 380 054. Gujarat, India. Telefax : +91 - 79 - 4008 6771-74.  
E-mail : elect@hecproject.com, Web. : www.hecprojects.in, CIN : L45200GJ2005PLC046870

Date: 30<sup>th</sup> March, 2019

To,  
National Stock Exchange of India Limited  
Exchange Plaza,  
Plot no. C/1, G Block,  
Bandra-Kurla Complex, Bandra (E)  
Mumbai - 400051  
Equity Scrip Name: HECPROJECT

Dear Sir,

**Sub: Intimation regarding amended Code and Policies under SEBI (Prohibition of Insider Trading) Regulations, 2015**

We wish to inform you that the Board of Directors of the Company at their meeting held on today i.e. 30<sup>th</sup> March, 2019, inter-alia, has adopted the revised following Code and Policies in compliance with the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018:

- Code of Practices and Procedure for fair Disclosure of Unpublished Price Sensitive Information.
- Code of Conduct to regulate, monitor and reporting of trading by insiders
- Policy and Procedure for enquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information
- Vigil Mechanism/ Whistle Blower Policy

The revised code will be effective from 1<sup>st</sup> April, 2019 and the existing code of the company is being applicable up to 31<sup>st</sup> March, 2019.

The revised Policies and Code is enclosed herewith and same shall also be made available on Company's website at [www.hecprojects.in](http://www.hecprojects.in) under Investor head.

Kindly take the above on record.

Thanking You,

Yours faithfully,

For, HEC INFRA PROJECTS LIMITED

  
JEEL PATEL  
COMPANY SECRETARY



Encl: As above

*Quality & Commitment....*



**HEC INFRA PROJECTS LIMITED**

**CODE OF CONDUCT TO REGULATE, MONITOR AND REPORTING  
OF TRADING BY INSIDERS**

**[Pursuant to regulation 9 (1) of SEBI (Prohibition of Insider Trading) Regulation, 2015]**

**Registered Office:**

Sigma-1 Corporates, Corporate House No.6, Nr. Mann Party Plot Cross Road,  
Sindhu Bhavan Road, Bodakdev, Ahmedabad-380054.

## **PREAMBLE:**

The Securities and Exchange Board of India (“SEBI”), in its endeavor to protect the interests of the investors in general and to regulate the securities market, has formulated the SEBI (prohibition of Insider Trading) Regulations, 2015 (“the PIT Regulations”), under the powers conferred on it under the SEBI Act, 1992. These regulations came into force with effect from 15th May, 2015 and the same were made applicable to all companies whose shares were listed on Indian stock exchanges.

The PIT Regulations replaced the erstwhile, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992. The Regulations requires every listed company to formulate a code of conduct to regulate, monitor and report trading by its employees and other “connected persons” (as defined under the Regulations) towards achieving compliance with these Regulations and enforce a code of internal conduct and procedures based on the model code provided therein.

The Board of Director of HEC Infra Projects Limited (“the Company”) in their meeting held on 12<sup>th</sup> May, 2015 adopted and formulates code, in compliance with the applicable regulations of the SEBI and the Listing Agreement.

Further, SEBI (Prohibition of Insider Trading) (Amendment) Regulation 2018 notified on 31<sup>st</sup> December, 2018 and subsequent amendment to PIT Regulations notified on 21<sup>st</sup> January, 2019, the Board of Directors in their meeting held on 30<sup>th</sup> March, 2019 adopted the revised Code of Conduct to regulate, monitor and reporting of trading by insiders. This revised Code will be applicable from 1<sup>st</sup> April, 2019 and existing Code will be applicable upto 31<sup>st</sup> March, 2019.

## **DEFINATIONS:**

In these regulations, unless the context otherwise requires, the following words, expressions and derivations therefrom shall have the meanings assigned to them as under:-

- a) “Act” means the Securities and Exchange Board of India Act, 1992.
- b) “Board” means the Securities and Exchange Board of India;
- c) “Code” shall means the Code of Conduct for prevention of Insider Trading, as notified hereunder, including any amendments/ modifications made from time to time.
- d) “Company” means HEC Infra projects Ltd having its registered office Sigma-1 Corporates, Corporate house No.6, Sindhu Bhavan Road, Nr. Maan Party Plot Cross Road, Bodakdev, Ahmedabad-380054.
- e) “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.

f) "Connected Person" means:

- i. any person who is or has during the six months prior to the concerned act been associated with a company,, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
- ii. Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established,
  - a. an immediate relative of connected persons specified in clause (i); or
  - b. a holding company or associate company or subsidiary company; or
  - c. an intermediary as specified in Section 12 of the Act or an employee or director thereof; or
  - d. an investment company, trustee company, asset management company or an employee or director thereof; or
  - e. an official of a stock exchange or of clearing house or corporation; or
  - f. a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
  - g. a member of the Board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
  - h. an official or an employee of a self-regulatory organization recognized or authorized by the Board; or
  - i. a banker of the Company; or
  - j. a concern, firm, trust, hindu undivided family, company or association of persons wherein a director of the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.

g) "Dealing in Securities" means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the securities of the Company either as principal or agent.

- h) "Designated Person or Employee(s)" shall include:
- i. Directors of the Company
  - ii. Key Managerial Personnel of the Company;
  - iii. Chief Administrative officer / Chief Operating Officer
  - iv. Permanent invitees/invitees to the board meeting and committee meetings
  - v. Employees in the cadre of Assistant / Associate Vice President and above;
  - vi. All other employees of the Company and its material subsidiaries and associate companies, irrespective of their cadre working in accounts, finance, information technology, treasury, taxation departments, secretarial, legal and compliance departments, internal audit department, business / investor's relations and corporate communications department, and chief executive officer / managing director's office and chairman's office.
  - vii. Persons employed on contract basis and performing similar roles or having similar responsibilities as persons mentioned in (ii) and (vi) above; and
  - viii. Such other persons as may be notified by the Compliance Officer as per direction of the Board.
- i) "Director" means a member of the Board of Directors of the Company.
- j) "Generally Available Information" means information that is accessible to the public on a non-discriminatory basis.
- k) "Immediate Relative" means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.
- l) "Insider" means any person who,
- a. a Connected Person or
  - b. in possession of or having access to UPSI.
- m) "Key Managerial Personnel" means person as defined in Section 2(51) of the Companies Act, 2013.
- n) "Non-public Information" Information is "non-public" if it is not available to the general public. In order for information to be considered public, it must be widely disseminated in a manner making it generally available to investors by distribution to stock exchanges, where Company's shares are listed or through such media as press and television, journals or similar broad distribution channels or the press media in India and abroad. The circulation of rumors, even if accurate and reported in the media, does not constitute effective public dissemination.
- o) "Promoter and Promoter Group" shall have the meaning assigned to it under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.
- p) "Relatives" means a person, as defined in section 2(77) of the Companies Act, 2013.

- q) "Securities" shall have the meaning assigned to it under the Securities Contracts (Regulations) Act, 1956 or any modification thereof except units of a mutual fund.
- r) "Specified" means specified by the Board in writing;
- s) "Stock Exchanges" shall mean any recognized stock exchange on which Company's securities are listed."
- t) "Takeover Regulations" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- u) "Trading" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.
- v) "Trading Day" means a day on which the recognized stock exchanges are open for trading.
- w) "Trading Window" refer to specified period during which the trading in securities of the Company is permitted. During the closure of Trading Window, trading in Company's securities are prohibited for designated persons and are restricted for other employees.
- x) "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 and such other transactions;
  - v. changes in key managerial personnel; and

NOTE: It is intended that information relating to a company or securities, that is not generally available would be unpublished price sensitive information if it is likely to materially affect the price upon coming into the public domain. The types of matters that would ordinarily give rise to unpublished price sensitive information have been listed above to give illustrative guidance of unpublished price sensitive information.

Words and expressions used and not defined in these Rules but defined in the Securities and Exchange Board of India Act, 1992, the Securities Contracts (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 legislations.

#### **COMPLIANCE OFFICER:**

- a) The Compliance Officer shall report on insider trading to the Board of Directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the Board of Directors Annually.
- b) The Compliance Officer shall assist all Designated Persons / their immediate relatives and employees in addressing any clarifications regarding the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct.

#### **PRESERVATION OF "PRICE SENSITIVE INFORMATION":**

- a) Notwithstanding anything contained in this regulation, an unpublished price sensitive information 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 listed company is of informed opinion that sharing of such information is in the best interests of the Company; or
  - ii. not attracting the obligation to make an open offer under the takeover regulations but where the Board of Directors of the listed Company is of informed opinion that 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 proposed transaction being effected in such form as the Board of Directors may determine to be adequate and fair to cover all relevant and material facts.
- b) For purposes mentioned above in (i) & (ii), 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, except for the purpose mentioned above in (i) & (ii), and shall not otherwise trade in securities of the company when in possession of unpublished price sensitive information.

All information shall be handled within the Company on a "need-to-know" basis. It should be disclosed only to those within the Company who need the information to discharge their duty. No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to a Company or securities, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. Following practices should be followed in this regard.

- Need to Know:

“Need to know” basis means that Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.

- Limited access to confidential information:

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

#### **PREVENTION OF MISUSE OF “UNPUBLISHED PRICE SENSITIVE INFORMATION”:**

##### **a) Trading Plan**

An insider shall be entitled to formulate a trading plan for dealing in securities of the Company and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

##### **b) Trading Plan shall:**

- i. not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
  - ii. not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;
  - iii. entail trading for a period of not less than twelve months;
  - iv. not entail overlap of any period for which another trading plan is already in existence;
  - v. set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
  - vi. not entail trading in securities for market abuse.
- c) The Compliance Officer shall review the trading plan made as above and shall approve it forthwith. However, he shall be entitled to take express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the Regulations. The Compliance Officer may thereafter approve the plan.
- d) Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.

- e) Provided further that trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.
- f) The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.
- g) However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any unpublished price sensitive information and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Plan shall be deferred until such unpublished price sensitive information becomes generally available information. Further, the Insider shall also not be allowed to deal in securities of the Company, if the date of trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.
- h) Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

#### **TRADING WINDOW AND WINDOW CLOSURE:**

- a) Designated persons may execute trades subject to compliance with this Code and the Regulations. Towards this end, a notional trading window shall be used as an instrument of monitoring trading by the Designated Persons. The trading window shall be closed when the Compliance Officer determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates. Designated Persons and their immediate relatives shall not trade in securities when the trading window is closed.
- b) Trading restriction period can be made applicable till 48 hours after the declaration of financial results. 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
- c) The trading window shall also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants etc. and their immediate relatives, assisting or advising the Company.
- d) The notice of closure of Trading Window intimated to the Stock Exchanges, if any, wherever the securities of the Company are listed, by the Compliance Officer, shall be deemed as intimation to the Designated Persons / Insiders for adherence and compliance with this Code.

- e) The timing for re-opening of the trading window shall be determined by the Compliance Officer taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available.
- f) When the trading window is open, trading by designated persons shall be subject to pre-clearance by the compliance officer, if the value of the proposed trades is above such thresholds as the board of directors may stipulate

#### **PRE-CLEARANCE OF TRADES:**

##### **a) Applicability:**

Every Designated Person who intend to deal in the securities of the company above a minimum threshold limit of 20000 shares or value of transaction Rs. 30 lakhs in a single transaction, whichever is higher, should pre-clear the transaction as per the pre-dealing procedure as described hereunder.

##### **b) Pre-dealing Procedure:**

Designated Persons / their immediate relatives intending to deal in the securities of the Company upto the threshold limit, as defined and provided hereinbefore, may do so without any pre-clearance from the Compliance Officer. In all other cases, they should pre-clear the transactions as per the pre-dealing procedure as provided hereinafter.

Designated Persons / their immediate relatives shall make an application in the prescribed **ANNEXURE-1**, to the Compliance Officer indicating the estimated number of securities that he/she intends to deal in, the details as to the depository (ies) with which he/she maintains a Demat/Trading account, the details as to the securities in such depository mode and such other details as may be required by the Compliance Officer in this matter.

Designated Persons/their immediate relatives shall execute an undertaking as per **ANNEXURE-2** in favor of the Company.

The Compliance Officer shall confidentially maintain a list of such securities as a “restricted list” which shall be used as the basis for approving or rejecting applications for pre-clearance of trades.

##### **c) Approval:**

Designated Persons / their immediate relatives shall execute their transactions in respect of securities of the Company within seven (7) trading days after the approval of pre-clearance is given failing which the transaction has to be pre-cleared again.

Every approval letter shall be issued in ANNEXURE-3.

**d) Completion of Pre-cleared Dealing:**

All the Designated Persons / their immediate relatives shall ensure that they complete execution of every pre-cleared deal in the Company's Securities as prescribed above and not later than 7 trading days from the date of the approval. The Designated Persons / their immediate relatives shall file within 2 (two) trading days of the execution of the deal, the details of such deal, with the Compliance Officer in the prescribed form. In case the transaction is not undertaken, a report to that effect shall be filed ANNEXURE-4.

If a deal is not executed by the concerned Designated Persons / their immediate relatives pursuant to the approval granted by the Compliance Officer within 7 trading days, the Designated Persons / their immediate relatives shall apply once again to the Compliance Officer for *pre clearance* of the transaction covered under the said approval, if he / she wishes to transact.

**e) Holding Period and other restrictions:**

All the Designated Persons / their immediate relatives, who buy or sell any number of shares of the Company shall not enter into an opposite transaction (i.e.,) sell or buy any number of shares during the next six months following the prior transactions.

All the Designated Persons / their immediate relatives shall also not take position in derivative transactions in the shares of the company at any time

All the Designated Persons / their immediate relatives shall not engage in intraday trading activities.

In case the sale of Securities of the Company is necessitated due to personal reasons or emergency situations, the holding period referred to above may be waived by the Compliance Officer after recording the reasons in writing in this regard. It may however, be noted that in terms of the Regulations, no such sale will be permitted when the Trading Window is closed.

In case of any contra trade or derivative transaction or intraday trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits + 25% of transaction value from such trade, in case of no profit or loss, 25% transaction value of such transaction 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 Act

## **PROHIBITION ON DEALING, COMMUNICATING OR COUNSELLING ON MATTERS RELATING TO INSIDER TRADING:**

No Insider shall -

- i. either on his own behalf, or on behalf of any other person, deal in securities of the company when in the possession of any unpublished price sensitive information;
  - ii. communicate, counsel or procure, directly or indirectly any unpublished price sensitive information to any person. However these restrictions shall not be applicable to any communication required in the ordinary course of business or under any law.
- Prevention of Misuse of Unpublished Price Sensitive Information

## **REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES:**

### **➤ Initial Disclosures:**

- a) Every promoter, member of promoter group, key managerial personnel and director of the Company shall disclose his holding of securities of the Company as on the date of this Code taking effect, to the Company within thirty days of this Code taking effect in **FORM A** as set out in **ANNEXURE-5**;
- b) Every person on appointment as a Director or a Key Managerial Personnel of the Company or upon becoming a Promoter or member of promoter group shall disclose his/her 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 **FORM B** as set out in **ANNEXURE-6**.

### **➤ Continual Disclosures:**

- a) The promoters, member of promoter group, designated person and director of the Company shall disclose to the Company in **FORM C** as set out in **ANNEXURE-7**, stating the number of such securities acquired or disposed of within two trading days of such transaction, if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter aggregates to a traded value in excess of Rs. Ten lakhs;
- b) The Company shall notify the particulars of such trading to the stock exchanges on which the securities are listed, as applicable, within two trading days of receipt of the disclosure or from becoming aware of such information.

### **➤ Disclosure by the connected persons others than Promoters, Directors, KMP and Designated Persons:**

The number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. Ten lakhs shall disclose to the Company in **FORM D** as set out in **ANNEXURE-8**

➤ **Annual Disclosure:**

Every Promoters / Directors / KMP / Designated Persons of the Company shall disclose to Annual statement of all holdings (including that of his dependent family members) in securities of the Company as on 31<sup>st</sup> March be furnished within 15 days of the close of the financial year ANNEXURE-8.

**MAINTENANCE OF STRUCTURED DIGITAL DATABASE:**

A structured digital database shall be maintained containing the names of such persons or entities as the case may be with whom information is shared for legitimate purposes along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Adequate and effective system of internal controls will also be laid out to ensure the compliance of maintenance of a digital database for sharing the information for said legitimate purposes.

**DISSEMINATION OF PRICE SENSITIVE INFORMATION:**

- a) No information shall be passed by Designated Persons / their immediate relatives by way of making a Recommendation for the purchase or sale of securities of the Company.
- b) Disclosure/dissemination of Price Sensitive Information with special reference to analysts, media persons and institutional investors:

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

- i. Only publicly available information shall be provided.
- ii. At least two Company representatives shall be present at meetings with analysts, media persons and institutional investors.
- iii. 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.

**INQUIRY:**

In case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information, investigation on the same shall be conducted as per the Investigation clause of Whistle Blower Policy of the Company.

Such inquiry/investigation shall be promptly informed to Securities Exchange Board of India of such leaks, inquiries and results of such inquiries.

## **PENALTY FOR CONTRAVENTION:**

- a) Every Designated Persons / their immediate relatives shall be individually responsible for complying with the provisions of this Code (including to the extent the provisions hereof are applicable to his/her Dependents).
- b) The Designated Persons / their immediate relatives who violate this Code shall, in addition to any other penal action that may be taken by the Company pursuant to law, also be subject to disciplinary action including wage / salary freeze, suspension, recovery, claw-back, etc., and the termination of employment.
- c) Action taken by the Company for violation of the Regulations as and the Code against any Designated Persons / their immediate relatives will not preclude SEBI from taking any action for violation of the Regulations or any other applicable laws / rules / regulations.
- d) Under Section 195(2) of the Companies Act 2013, If any person contravenes the provisions of this section, he shall be punishable with imprisonment for a term which may extend to five years or with fine which shall not be less than five lakh rupees but which may extend to twenty-five crore rupees or three times the amount of profits made out of insider trading, whichever is higher, or with both.
- e) Under Section 15G of the SEBI Act, any Insider who indulges in insider trading in contravention of Regulation is liable to a penalty not exceeding Rs.5 lacs. Under Section 24 of the SEBI Act, anyone who contravenes the Regulations is punishable with imprisonment for a maximum period of one year or with fine or with both.
- f) Without prejudice to its rights under Section 24 of the SEBI Act, under Regulation SEBI can also pass any or all of the following orders to an Insider found indulging in insider trading –
  - i. Directing him / her not to deal in the Company's Securities in any particular manner.
  - ii. Prohibiting him/her from disposing of any of the Securities acquired in violation of the Regulations.
  - iii. Restraining him/her from communicating or counseling any other person to deal in Company's Securities.
  - iv. Declaring the transactions in Securities as null and void.
  - v. Directing the person who acquired Securities in violation of the Regulations, to deliver the Securities back to the seller or alternatively pay the Seller the price as provided.
  - vi. Directing him/her to transfer specified amount to investor protection fund of a recognized Stock Exchange.

- g) In case it is observed by the Compliance Officer that there has been a violation of the Regulations by any Designated Persons / their immediate relatives / an Employee, he/she shall forthwith inform the Managing Director. The penal action will be initiated on obtaining suitable directions from the Managing Director and in his absence the Executive Director - Finance. The Compliance Officer shall simultaneously inform SEBI about such violation. The Designated Persons / their immediate relatives /the Employee against whom information has been furnished by the Company/Compliance Officer to SEBI for violations of the Regulations/Code, shall provide all information and render necessary co-operation as may be required by the Company/Compliance Officer or SEBI in this connection.

ANNEXURE-1

APPLICATION FOR PRE-DEALING APPROVAL

Date:.....

To,  
The Compliance Officer,  
HEC Infra Projects Limited

Dear Sir/ Madam,

**Application for Pre-dealing approval in securities of the company**

Pursuant to the SEBI (prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct to Regulate, Monitor and Reporting of trading by insiders, I seek approval to purchase / sale / subscription of.....equity shares of the Company as per details given below:

1	Name, Address and PAN of the applicant	
2	Designation	
3	Number of securities held as on date	
4	Folio No. / DP ID / Client ID No.	
5	The proposal is for	(a) Purchase of securities (b) Subscription to securities (c) Sale of securities
6	Proposed date of dealing in securities	
7	Estimated number of securities proposed to be acquired/subscribed/sold	
8	Price at which the transaction is proposed	
9	Current market price (as on date of application)	
10	Whether the proposed transaction will be	
11	Folio No. / DP ID / Client ID No. where the securities will be credited / debited	

I enclose herewith the form of Undertaking signed by me.

Yours faithfully,

(Signature of Employee)

Encl: As above (Undertaking.)

ANNEXURE-2

UNDERTAKING

(Format of undertaking to be accompanied with the application for pre-clearance)

To,  
HEC Infra Projects Limited

I, \_\_\_\_\_, \_\_\_\_\_ of the Company residing at \_\_\_\_\_, am desirous of dealing in \_\_\_\_\_ \* shares of the Company as mentioned in my application dated \_\_\_\_\_ for pre-clearance of the transaction.

I further declare that I am not in possession of or otherwise privy to any unpublished Price Sensitive Information (as defined in the Company's Code of Conduct for prohibition of Insider Trading (the Code) up to the time of signing this Undertaking.

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.

I declare that I have not contravened the provisions of the Code as notified by the Company from time to time.

I undertake to submit the necessary report within four days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

If approval is granted, I shall execute the deal within 7 days of the receipt of approval failing which I shall seek pre-clearance.

I declare that I have made full and true disclosure in the matter.

Date :

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

\* Indicate number of shares

ANNEXURE-3

FORMAT FOR PRE-DEALING APPROVAL LETTER

Date:

To,

Mr./Mrs.

Designation:

**PRE-DEALING APPROVAL/DISAPPROVAL -Your application**

Dear Mr/Mrs. \_\_\_\_

With reference to your above application seeking approval for undertaking certain transactions in Securities of the Company detailed therein please be informed that you are hereby authorised/not authorised to undertake the transaction(s) as detailed in your said application.

This approval is being issued to you based on the various declarations, representations and warranties made by you in your said application.

This approval letter is valid till \_\_\_\_\_ (i.e. for 7 trading days). If you do not execute the approved transaction /deal on or before this date you would have to seek fresh pre-dealing approval before executing any transaction/deal in the Securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within two trading days from the date of transaction/deal.

In case the transaction is not undertaken a "Nil" report shall be necessary.

Yours truly,

**Compliance Officer**

## ANNEXURE-4

### FORMAT FOR DISCLOSURE OF TRANSACTIONS

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

Date :

To,  
The Compliance Officer,  
HEC Infra Projects Limited

I hereby inform that

- I have not bought / sold/ subscribed any securities of the Company
- have bought/sold/subscribed to \_\_\_\_\_ securities as mentioned below on \_\_\_\_ (date)

Name of holder	No. of securities dealt with	Bought/sold/subscribed	DP ID/Client ID / Folio No	Price (Rs.)

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 5 years and produce to the Compliance officer / SEBI any of the following documents:

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

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

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

\_\_\_\_\_  
Signature

## ANNEXURE-5

### FORM A

**SEBI (Prohibition of Insider Trading) Regulations, 2015**  
**[Regulation 7 (1) (a) read with Regulation 6 (2) – Initial disclosure to the company]**

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

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

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

Name, PAN, CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP/ Directors/immediate relative to/others etc)	Securities held as on the date of regulation coming into force		% of Shareholding
		Type of security (For eg. – Shares, Warrants, Convertible, Debentures etc.)	No.	
1	2	3	4	5

*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 of the company held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)**

Open Interest of the Future contracts held as on the date of regulation coming into force			Open Interest of the Option Contracts held as on the date of regulation coming into force		
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
6	7	8	9	10	11

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

Name & Signature: \_\_\_\_\_

Designation: \_\_\_\_\_

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

Place: \_\_\_\_\_

**ANNEXURE-6  
FORM B**

**SEBI (Prohibition of Insider Trading) Regulations, 2015  
[Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a director/ KMP/ Promoter]**

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

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

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (Promoters/ KMP / Directors/immediate relative to/others etc.)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter/appointment of Director/KMP		% of Shareholding
			Type of security (For eg. – Shares, Warrants, Convertible Debentures 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 of the company held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).**

Open Interest of the Future contracts held at the time of becoming Promoter/appointment of Director/KMP			Open Interest of the Option Contracts held at the time of becoming Promoter/appointment of Director/KMP		
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 Option.*

Name & Signature:  
Designation:  
Date:  
Place:

**ANNEXURE-7  
FORM C**

**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, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).**

Name, PAN, CIN/DIN, & address with contact nos.	Category of Person (Promoters/ KMP / Director s/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/ sale 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.)
		Type of security (For eg. - Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	Type of security (For eg. - Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/ Sale/ Pledge / Revoke/ Invoke)	Type of security (For eg. - Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

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

**Details of trading in derivatives of the company by Promoter, Employee or Director of a listed company 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)	
15	16	17	18	19	20	21
NA						

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

**Name & Signature:**  
**Designation:**  
**Date:**  
**Place:**

## ANNEXURE-8

### FORM D

**SEBI (Prohibition of Insider Trading) Regulations, 2015**  
**Regulation 7(3) – Transactions by Other connected persons as identified by the company**

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

ISIN of 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/ sale of shares specify		Date of intimation to company	Mode of acquisition/disposal (on market/public/ rights/ Preferential offer / off market/Interse transfer, ESOPs etc. )
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/Sale/ Pledge/ Revoke /Invoke)	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

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

**Details of trading in derivatives 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)	
15	16	17	18	19	20	21
NA						

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

**Name:**  
**Signature:**  
**Date:**  
**Place:**

**ANNEXURE-9**

**FORMAT OF ANNUAL STATEMENT OF HOLDINGS BY PROMOTERS /DIRECTORS/KMP/  
DESIGNATED EMPLOYEES/ AND THEIR DEPENDANTS**

Date:

To,  
The Compliance Officer  
HEC Infra Projects Limited

Dear Sir,

**Statement of Shareholdings in the Company**

As on 31<sup>st</sup> March -----, I along with my Dependents / immediate relatives hold the Securities of the Company, details whereof are as under:  
Description of Security: Equity Shares

Name of Holder with PAN and Mobile and Landline Numbers	Relationship	No. of shares held on 31/03/....	No. of shares bought from 01.04/.... to 31/03/...	No. of shares sold from 01.04/.... to 31/03/...	No. of shares held on 31/03/....	Client ID / Folio No.
Relatives						
Others with whom Designated Person shares a material financial relationship						

Yours truly,

Signature:  
Name:



# HEC INFRA PROJECTS LIMITED

## CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURES OF UNPUBLISHED PRICE SENSITIVE INFORMATION

[Under Regulation 8(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015]

### **Registered Office:**

Sigma-1 Corporates, Corporate House No.6, Nr. Mann Party Plot Cross Road,  
Sindhu Bhavan Road, Bodakdev, Ahmedabad-380054.

## **Preamble:-**

In adherence of the principles of fair Disclosure enumerated under Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015 (the "Regulation"), the Board of Directors of the company has formulated and publish on its website a "Code of Practices and procedure for fair disclosure of Unpublished Price Sensitive Information".

The SEBI vide notification dated 31<sup>st</sup> December, 2018 has amended the SEBI (Prohibition of Insider Trading) Regulations, 2015, and subsequent amendment to PIT Regulations notified on 21<sup>st</sup> January, 2019, requires every listed Company, inter alia, to formulate a policy for determination of 'Legitimate purpose' as a part of this code formulated under regulation 8 of SEBI PIT Regulation.

Accordingly, in supersession of the previous code, the Board of Directors in their meeting held on 30<sup>th</sup> March, 2019 adopted the revised "Code of Practices and procedure for fair disclosure of Unpublished Price Sensitive Information" ("the code") covering a policy for determination of "Legitimate purpose". This revised Code will be applicable from 1<sup>st</sup> April, 2019 and existing Code will be applicable up to 31<sup>st</sup> March, 2019.

## **Definitions:**

1. "**Board**" means the Board of Directors of the Company.
2. "**Code**" means the Code of practices and procedures for Fair Disclosures of Unpublished Price Sensitive Information.
3. "**Company**" means HEC Infra Projects Limited.
4. "**Compliance Officer**" means the Company Secretary of HEC Infra Projects Limited.
5. "**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:
  - a) Financial Results;
  - b) Dividends if any;
  - c) Change in Capital Structure;
  - d) Mergers, De-mergers, Acquisitions, Delisting, Disposals and Expansion of Business and such other transactions;
  - e) Changes in Key Managerial Personnel;

All capitalized terms used in this policy document but not defined herein shall have the same meaning as described to such term in the SEBI (Prohibition of Insider Trading) Regulations, 2015, SEBI (Listing Obligations and Disclosure Requirements) Regulations,

2015, the Companies Act, 2013 and the Rules framed there under, as amended from time to time.

### **Principles of Fair Disclosure of Unpublished Price Sensitive Information:-**

The Company shall adhere to the following principles of fair designed of Unpublished Price Sensitive Information with respect to it and its securities, which is likely to affect price of the Securities:

1. The Company shall ensure prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
2. The Company shall ensure uniform and universal dissemination of unpublished price sensitive unpublished price sensitive information to avoid selective disclosure.
3. The Company shall ensure designation of a senior officer as a chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. The Company shall ensure prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. The Company shall ensure an appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.
6. The Company shall ensure that information shared with analysts and research personnel is not unpublished price sensitive information.
7. The Company shall develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
8. The Company shall ensure the handling of all unpublished price sensitive information on a need-to-know basis.
9. Policy for determining of Legitimate Purposes is annexed as **Annexure A**.

The Board of Directors of the company is authorized to amend or modify this code in whole or in part as per amendment made in SEBI (Prevention of Insider Trading) Regulation, 2015.

This Code and every subsequent modification, alteration or amendments made thereto, shall also be intimated to the Stock Exchange where Shares of the Company are listed.

This code shall be published on the official website of the Company.

## Annexure A

### POLICY FOR DETERMINING LEGITIMATE PURPOSE

#### Preamble:

Pursuant to the Regulation 3 (2A) of the SEBI (Prohibition of Insider Trading) Regulation, 2015, the Board of Directors of a listed company shall make a policy for determination of "legitimate purpose" as a part of Code of fair Disclosure and Conduct formulated under regulation 8.

This Policy will be applicable on 'all insider' and will be effective from 1<sup>st</sup> April, 2019.

Any subsequent modification and/ or amendments brought by SEBI in the SEBI (Prohibition of Insider Trading) Regulation, 2015 shall automatically apply on this policy.

#### Information shared for legitimate purpose:

- 1) The Board of Director and/ or designated person can share unpublished price sensitive information for legitimate purpose, provided the due notice shall be given to recipient of the said information to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations and refrain himself/ themselves from trading in the shares of the Company unless the said information is publicly disclosed by the Company.

**Explanation:** For the purpose of this policy, the term "legitimate purpose" shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.

- 2) What shall constitute legitimate purpose and what shall not constitute legitimate purpose will be based on the business related needs of the Company. In general, legitimate purpose shall inter alia, include the following purpose:
  - i) Sharing of UPSI in the ordinary course of business with existing and potential partners, collaborators, bankers, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals, other advisors or consultants.
  - ii) Sharing of UPSI where such communication is in furtherance of performance of duty(ies);
  - iii) Sharing of UPSI for discharge of legal obligation(s).

- iv) Sharing of UPSI for any other genuine purpose as may be determined by any of the Personnel as may be required in this behalf, provided the same shall be capable of being demonstrated as genuine purpose by the said Personnel, as & when required.
- v) Sharing of UPSI for any other purpose as may be prescribed under any law, rules, regulations, notifications etc. for the time being in force, in this behalf, as may be amended from time to time.

Provided that such sharing shall not be carried out to evade or circumvent the prohibitions of SEBI (Prohibition of Insider Trading) Regulations, 2015 (as may be amended from time to time).

**Issue of Notice to the recipient of the UPSI:**

Any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of this code and due notice shall be given to such Insider(s) by the relevant Personnel disclosing the UPSI as per this code:

- i) To make aware such Insider that the information shared is or would be UPSI;
- ii) To instruct such insider to maintain confidentiality of unpublished price sensitive information in compliance with this code & SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended).

However, other provisions / restrictions as may be prescribed under the SEBI (Prohibition of Insider Trading) Regulations, 2015, if any, or any other law for the time being in force in this behalf, as may be amended from time to time, shall prevail over this Code.

\*\*\*\*\*



## **HEC INFRA PROJECTS LIMITED**

### **POLICY AND PROCEDURE FOR ENQUIRY IN CASE OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION OR SUSPECTED LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

**[Pursuant to Regulation 9A of the SEBI (Prohibition of Insider Trading) Regulation, 2015]**

#### **Registered Office:**

Sigma-1 Corporates, Corporate House No.6, Nr. Mann Party Plot Cross Road,  
Sindhu Bhavan Road, Bodakdev, Ahmedabad-380054.

### **Preamble:**

Pursuant to the insertion of Regulation 9A by SEBI (Prohibition of Insider Trading) (Amendment) Regulation 2018 notified on 31<sup>st</sup> December, 2018 and subsequent amendment to PIT Regulations notified on 21<sup>st</sup> January, 2019, the Board of Directors in their meeting held on 30<sup>th</sup> March, 2019 adopted the policies and procedures for inquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information.

This revised Code will be applicable from 1<sup>st</sup> April, 2019.

### **Definition:**

- a) **'Audit Committee'** shall mean Committee of the Board of the Company constituted pursuant to Section 177 of the Companies Act, 2013 read with Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- b) **'Board'** shall mean the Board of Directors of HEC Infra Projects Limited.
- c) **'Company'** means HEC Infra Projects Limited.
- d) **'Designated Persons'** shall cover all employees whether contractual or otherwise, persons / entities stated under Regulation 9(4) of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 and other connected persons as defined under Regulation 2(d) of the SEBI (prohibition of Insider Trading) (Amendment) Regulations, 2018.
- e) **'Immediate relative'** shall include persons defined under Regulation 2(f) of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.
- f) **'Leak of UPSI'** shall refer to such act / circumstance(s) by virtue of which an UPSI is made available or becomes available, by any means or mode to any person, association, body, firm, agency, society, entity or to a group thereof, whether registered or otherwise before its official publication or announcement or formal circulation in public domain and which shall also include any purported attempt thereof.
- g) **'Unpublished Price Sensitive Information'** (UPSI) shall covers information stated under Regulation 2(n) of SEBI (prohibition of Insider Trading) (Amendment) Regulations, 2018.

### **Applicability:**

This policy shall apply to all designated persons and immediate relative of designated persons and persons in possession of or having access to unpublished price sensitive information.

### **Process of inquiry in case of leak of UPSI or suspected leak of UPSI:**

Inquiry under this policy shall commence based on a written complaint received from any employee, department of the Company, Registrar and Share Transfer Agent, designated person, Depository, Stock Exchange, Regional Director or any official thereof, Registrar of Companies or any official thereof, regulatory / statutory authority or any other department of Central or State Government.

1. The complaint shall inter-alia state particulars of the complaine and details of the complaint. The Complainant has the option of annexing such documentary evidence, as deemed reasonable for the purpose of substantiating the complaint lodged.
2. The Complaint shall be addressed to the Company or Board or Audit Committee or Chairman or Managing Director (MD), by whatever name called.
3. Within 5 (five) working days of receipt of the complaint MD, shall write to the complaine intimating the details of the complaint received and requesting him to give a written representation within 7 (seven) working days of receipt of letter. If MD feels that the complaint has been lodged to secure needless publicity for defamatory matter which is detrimental to the interest of the Company then he will discard the complaint with reasons recorded in writing.
4. Within 7 (seven) working days of receipt of representation, MD shall proceed to investigate in the matter and for such purpose may consult such persons, whether internal or otherwise or obtain such external assistance or opinion, as he may deem expedient in this regard. During the course of such investigation, MD may call for such additional documents, representations, etc. as he may deem fit.
5. If no representation is received within the aforesaid stipulated time, MD shall issue notice to the complaine asking him to show cause as to why the Company should not initiate disciplinary proceedings, as applicable, against him.
6. On completion of the preliminary investigation under point 5, receipt of reply to the show cause notice issued under point 6 or on non-receipt thereof, MD shall refer the matter to the Chairman of the Audit Committee, alongwith his opinion, for his consideration.
7. Chairman of the Audit Committee on receipt of such opinion shall proceed to convene a meeting of the Audit Committee and shall actually convene the concerned meeting within a period of 45 days of receipt of opinion of MD.

8. The Audit Committee shall consider the matter and put forward its recommendation to the Board. The Board, on receipt of such recommendation and after due review, if forms an opinion that the complaine is guilty of leak of UPSI or suspected leak of UPSI, then it will order for necessary disciplinary proceedings of the company, which will be in addition to the penal provisions stated under SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 and any other statutory enactments, as applicable.
9. The Company suo-moto reserves the right of initiating an inquiry under this policy against any designated person if it has reasons to believe that such person has leaked UPSI or suspected to leak UPSI.
10. This policy shall not in any way preclude any referrals, complaints, measures, actions etc. which can be instituted or which are available under the existing Vigil Mechanism Policy of the Company.
11. The word MD or CEO wherever referred in this policy shall mean and include head of the Company, whether occupying board position or not, by whatever name called.
12. The Board shall have the power to amend any of the provisions of this Policy, substitute any of the provisions with a new provision and also replace this Policy entirely with a new Policy.
13. Any words used in this Policy but not defined herein shall have the same meaning as described to it in the Companies Act, 2013 or Rules made thereunder, Securities & Exchange Board of India Act or Rules and Regulations made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 or any other relevant legislation/law applicable to the Company, as amended from time to time.

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## **HEC INFRA PROJECTS LIMITED**

### **VIGIL MECHANISM /WHISTEL BLOWER POLICY**

[Pursuant to Regulation 22 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 & as per Section 177 (9) of the Companies Act. 2013]

#### **Registered Office:**

Sigma-1 Corporates, Corporate House No.6, Nr. Mann Party Plot Cross Road,  
Sindhu Bhavan Road, Bodakdev, Ahmedabad-380054.

## **BACKGROUND:**

Pursuant to provision of Section 177 of the Companies Act, 2013, including any amendments thereto, requires every listed company and such class or classes of companies, as may be prescribed to establish a Vigil Mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed. The Company has adopted a Code of Conduct for Board of Directors and Senior Management (“the Code”), which lays down the principles and standards that should govern the actions of the Company and its employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. Such a Vigil Mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and also make provision for direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases.

In terms of Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any amendments thereto, (hereinafter also referred to as Listing Regulations), the Company is required to formulate a vigil mechanism for directors and employees to report genuine concerns. The vigil mechanism shall provide for adequate safeguards against victimization of director(s) or employee(s) or any other person who avail the mechanism and also provide for direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases.

In terms of Regulation 9A of the SEBI (Prohibition of Insider Trading) Regulations, 2015, including any amendments thereto, (hereinafter also referred to as Insider Trading Regulations), the Company is required to formulate a whistle blower policy to enable employees to report instances of leak of Unpublished Price Sensitive Information (“UPSI”). The Company has adopted a Code of Practices and procedure for fair disclosure of Unpublished Price Sensitive Information and code of conduct to regulate and monitor the conduct of designated persons (“Insider Trading Code”) while dealing in the securities of the Company. Any actual or potential violation of the Insider Trading Code or Code of Practices and procedure for fair disclosure of Unpublished Price Sensitive Information, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. Such a whistle blower policy shall provide for adequate safeguards against victimization of persons who use such mechanism and also make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases.

## **POLICY:**

In compliance of the above requirements, HEC Infra Projects Limited, (HEC), being a Listed Company has established a Vigil (Whistle Blower) Mechanism and formulated a Policy in order to provide a framework for responsible and secure whistle blowing/ vigil mechanism.

## **POLICY OBJECTIVES:**

- a) The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company Encourages its employees who have concerns about suspected misconduct and/ or who have witnessed or have knowledge of instances of leak of UPSI or have concerns about suspected leakage of UPSI, to come forward and express these concerns without fear of punishment or unfair treatment.
- b) The purpose of this Policy is to allow the Directors and employees to raise concerns about unacceptable improper practices and/or any unethical practices and/or other genuine concerns being followed in the organization without the employees being necessarily required to inform their superiors and to create awareness amongst employees to report instances of leak of unpublished price sensitive information.
- c) A Vigil (Whistle Blower) mechanism provides a channel to the employees and Directors to report to the management concerns about unethical behavior, actual or suspected fraud or instances of leakage of UPSI or suspected leakage of UPSI or violation of the Code of conduct and/ or the Insider Trading Code and /or Code of Practices and procedure for fair disclosure of Unpublished Price Sensitive Information adopted by the Company. This Policy is intended to check that whenever any unacceptable/improper practice and/or any unethical practice and/or any instances of leak of unpublished price sensitive information and/ or any other genuine concern is reported by a Director or an employee, proper action is taken to check such practice/wrongdoing and the concerned Director or employee is protected / safeguarded against any adverse action and/or any discrimination and/or victimization for such reporting. The mechanism provides for adequate safeguards against victimization of employees and Directors to avail of the mechanism and also provide for direct access to the Chairman/ Chairman of the Audit Committee in exceptional cases.
- d) This neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations against people in authority and / or colleagues in general.

## **SCOPE:**

This Policy covers malpractices and events which have taken place / suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of Company's rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies and other matters or activities on account of which the interest of the Company is affected.

However the mechanism does not release the employees from their duty of confidentiality in the course of their work and nor can it be used as a route for raising malicious or unfounded allegations about a personal situation.

#### DEFINITIONS:

- I. **“Alleged wrongful conduct”** shall mean violation of law, infringement of Company’s rules, Misappropriation of monies, actual or suspected fraud, substantial and specific danger to public health and safety or abuse of authority.
- II. **“Audit Committee”** means a Committee constituted by the Board of Directors of the Company in accordance with the guidelines of Listing Regulation and Companies Act, 2013.
- III. **“Board”** means the Board of Directors of the Company.
- IV. **“Company”** means the HEC Infra Projects Limited
- V. **“Code”/ “Code of Conduct”** means Code of Conduct for Directors and Senior Management Executives adopted by the Company.
- VI. **“Employee”** means all the present employees (including Contract Employees on Contractual Basis) and Managing / Whole Time / Executive Directors of the Company whole time Directors of the Company whether working in India or abroad.
- VII. **“Insider Trading Code”** means Code of Conduct for Regulating, Monitoring and Reporting of Trading by Designated Persons”.
- VIII. **“Protected Disclosure”** means a concern raised by an employee or group of employees or any Director of the Company, through a written communication and made in good faith which discloses or demonstrates information about an unethical or improper activity under the title “SCOPE OF THE POLICY” with respect to the Company. It should be factual and not speculative or in the nature of an interpretation / conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.
- IX. **“Subject(s)”** means a person or group of persons against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.
- X. **“Unpublished Price Sensitive Information”** 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, de-listings, disposals and expansion of business and such other transactions.
- v) changes in key managerial personnel;

- XI. **“Vigilance and Ethics Officer”** means an officer appointed to receive protected disclosures from whistle blowers, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the Whistle Blower the result thereof.
- XII. **“Whistle Blower”** is a Director or employee who makes a Protected Disclosure under this Policy and also referred in this policy as complainant.

**ELIGIBILITY:**

All Directors/Employees of the Company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company.

**RECEIPT AND DISPOSAL OF PROTECTED PROCEDURE:**

All Protected Disclosures should be reported in writing by the complainant as soon as possible, after the Whistle Blower becomes aware of the same and should either be typed or written in a legible handwriting in English.

The Protected Disclosure should be submitted under a covering letter signed by the complainant in a closed and secured envelope and should be super scribed as “Protected disclosure under the Whistle Blower policy” or sent through email with the subject “Protected disclosure under the Whistle Blower policy”. If the complaint is not super scribed and closed as mentioned above, the protected disclosure will be dealt with as if a normal disclosure.

In order to protect the identity of the complainant, the Vigilance Officer will not issue any acknowledgement to the complainants and they are not advised neither to write their name /address on the envelope nor enter into any further correspondence with the Vigilance Officer. Anonymous / Pseudonymous disclosure shall not be entertained by the Vigilance Officer. On receipt of the protected disclosure the Vigilance Officer shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure.

Anonymous / Pseudonymous disclosure shall not be entertained by the Vigilance and Ethics Officer.

The Protected Disclosure should be forwarded under a covering letter signed by the complainant. The Vigilance and Ethics Officer / Chairman of the Audit Committee/ Chairman as the case may be, shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure.

All Protected Disclosures should be addressed to the Whistle and Ethics Officer of the Company or to the Chairman of the Audit Committee or Managing Director in exceptional cases. The contact details of the Whistle Officer are as under:-

❖ **Ms. Jeel Patel, Company Secretary**

HEC Infra Projects Limited  
Sigma 1 Corporate, Corporate House No.6,  
Sindhu Bhawan Road, Nr. Mahan Party Plot Crossroad,  
Bodakdev, Ahmedabad, Gujarat – 380054  
Email – [cs@hecproject.com](mailto:cs@hecproject.com)

Protected Disclosure against the Vigilance and Ethics Officer should be addressed to the Chairman of the Company and the Protected Disclosure against the Chairman of the Company should be addressed to the Chairman of the Audit Committee.

The contact details of the Chairman and the Chairman of the Audit Committee are as under:

❖ **Mr. Gaurang Shah, Chairman & Managing Director**

HEC Infra Projects Limited  
Sigma 1 Corporate, Corporate House No.6,  
Sindhu Bhawan Road, Nr. Mahan Party Plot Crossroad,  
Bodakdev, Ahmedabad, Gujarat – 380054  
Email – [gpsah@hecproject.com](mailto:gpsah@hecproject.com)

❖ **Mr. Sachin Kansal, Chairman of Audit Committee**

HEC Infra Projects Limited  
Sigma 1 Corporate, Corporate House No.6,  
Sindhu Bhawan Road, Nr. Mahan Party Plot Crossroad,  
Bodakdev, Ahmedabad, Gujarat – 380054  
Email – [vimalgpatel@hecproject.com](mailto:vimalgpatel@hecproject.com)

On receipt of the protected disclosure the Vigilance and Ethics Officer / Chairman/ Chairman of the Audit Committee, as the case may be, shall make a record of the Protected Disclosure and also ascertain from the complainant whether he/ she was the person who made the protected disclosure or not. The record will include:

- a) Brief facts;
- b) Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;

- c) Whether the same Protected Disclosure was raised previously on the same subject;
- d) Details of actions taken by Vigilance and Ethics Officer / Chairman for processing the complaint
- e) Findings of the Audit Committee
- f) The recommendations of the Audit Committee/ other action(s).

The Audit Committee, if deems fit, may call for further information or particulars from the complainant.

#### **INVESTIGATION:**

All Protected Disclosures under this policy will be recorded and thoroughly investigated. The Vigilance Officer will carry out an investigation either himself/herself or by involving any other Officer of the Company / Committee constituted for the same an outside agency before referring the matter to the Audit Committee of the Company.

The Audit Committee, if deems fit, may call for further information or particulars from the complainant and at its discretion, consider involving any other/additional Officer of the Company and/ or Committee and/ or an outside agency for the purpose of investigation.

The investigation by itself would not tantamount to an accusation and is to be treated as a neutral fact finding process.

Subject(s) will normally be informed in writing of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.

Subject(s) will have a duty to co-operate with the Audit Committee or any of the Officers appointed by it in this regard.

Subject(s) will have a right to consult with a person or persons of their choice, other than the Vigilance and Ethics Officer / Investigators and/or members of the Audit Committee and/or the Whistle Blower.

Subject(s) will have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with and witness shall not be influenced, coached, threatened or intimidated by him/ her.

Unless there are compelling reasons not to do so, Subject(s) will be given the opportunity to respond to material findings contained in the investigation report. No allegation of wrong doing against Subject(s) shall be considered as maintainable unless there is good evidence in support of the allegation.

Subject(s) have a right to be informed of the outcome of the investigations. If allegations are not sustained, the Subject(s) should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject(s) and the Company.

The investigation shall be completed normally within 90 days of the receipt of the protected disclosure and is extendable by such period as the Audit Committee deems fit. Any member of the Audit Committee or other officer having any conflict of interest with the matter shall disclose his/her concern /interest forthwith and shall not deal with the matter.

#### **DECISION AND REPORTING:**

If outcome of the investigation indicates that an improper or unethical or wrongful act has been committed, it will be recommended to the management of the Company to take appropriate corrective action. Any such disciplinary or corrective action shall be subject to the applicable Personnel or staff conduct and disciplinary procedures.

The Vigilance and Ethics Officer shall submit a report to the Chairman of the Audit Committee on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.

In case the Subject(s) is the Chairman of the Company, the Chairman of the Audit Committee after examining the Protected Disclosure shall forward the protected disclosure to other members of the Audit Committee if deemed fit. The Audit Committee shall appropriately and expeditiously investigate the Protected Disclosure.

If the report of investigation is not to the satisfaction of the complainant, the complainant has the right to report the event to the appropriate legal or investigating agency.

A complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the subject(s) to the Vigilance and Ethics Officer or the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

#### **SECRECY / CONFIDENTIALITY:**

The complainant, Vigilance Officer, Members of Audit Committee, the Subject(s) and everybody involved in the process shall, maintain confidentiality of all matters under this Policy, discuss only to the extent or with those persons as required under this policy for completing the process of investigations, keep the papers in safe custody and keep the electronic mails/ files under password.

**PROTECTION:**

No unfair treatment will be meted out to a Whistle Blower by virtue of his/ her having reported a Protected Disclosure under this policy. Adequate safeguards against victimization of complainants shall be provided. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure.

The identity of the Complainant shall be kept confidential to the extent possible and permitted under law. The identity of the Complainant will not be revealed by the Company. Any other Complainant assisting in the said investigation shall also be Vigilance to the same extent as the Complainant.

**RETENTION OF DOCUMENTS:**

All Protected disclosures in writing or documented along with the results of Investigation relating thereto, shall be retained by the Company for a period of 7 (Seven) years or such other period as specified by any other law in force, whichever is more.

**ACCESS TO CHAIRMAN OF THE AUDIT COMMITTEE:**

The Whistle Blower shall have right to access Chairman of the Audit Committee directly in Exceptional cases and the Chairman of the Audit Committee is authorized to prescribe suitable Directions in this regard.

**COMMUNICATION:**

A Whistle Blower policy cannot be effective unless it is properly communicated to directors/ employees. The policy should be published on the website of the company.

**AMENDMENT:**

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. Any change in the Policy shall be approved by the Board of Directors of the Company. Any subsequent amendment/modification in the Companies Act, 2013 or the Rules framed thereunder or the Listing Regulations and/or any other laws in this regard shall automatically apply to this Policy. However, no such amendment or modification will be binding on the Directors and employees unless the same is notified to them in writing.

**EFFECTIVE DATE:**

This Policy is effective from 1<sup>st</sup> April, 2019.

(Note: Pursuant to SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 the Board of Directors at their meeting held on 30<sup>th</sup> March, 2019 approved the Revised Policy of “VIGIL MECHANISM / WHISTLE BLOWER POLICY”)

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