HERCULES HOISTS LIMITED

Ref: KSM/CM6

Date:-27/05/ 2015

Listing Department
The Bombay Stock Exchange Limited,
Phiroze jeejeebhoy Towers
Dalal Street, Mumbai- 400023
[Scrip Code- 505720]
Fax no. 022- 2272 -3121 /2037/2041 /2061/ 2039/ 3719/ 1278 /1557/ 3354 / 3577

Listing Department,
National Stock Exchange of India Limited
Exchange Plaza,
Bandra-Kurla Complex,
Bandra (East), Mumbai-400051
[Scrip Code HERCULES EQ]
Fax No. 022-26598237/238/347/348

Sub: Code of Fair Disclosure and Code of Conduct under SEBI (Prohibition of Insider Trading) Regulations, 2015

Dear Sir,

As required under SEBI (Prohibition of Insider Trading) Regulations, 2015, the Board adopted following codes in their meeting held on May 27, 2015-

a) Code of practices and procedures for fair disclosure of unpublished price sensitive information

b) Code of conduct to regulate, monitor and report of trading by Insider

This is being forwarded to you for your record. The same has been placed on the website of the Company.

Thanking you,

FOR HERCULES HOISTS LIMITED,

Kiran Mukadam
Company Secretary

Encl: As Above

Corporate Office & Works
43/2B, Savroli-Kharpada Road
Dhamani, Khalapur 410202
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INDIA

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226, Jamnalal Bajaj Marg
Mumbai 400 021, INDIA
CIN: L45400MH1962PLC012385

bajaj group

HERCULES HOISTS LIMITED

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI)

Regulation (8) of the newly introduced SEBI (Prohibition of Insider Trading) Regulations, 2015 requires a listed company to formulate and publish on its official website a "Code of Practices and Procedure for fair disclosure of Unpublished Price Sensitive Information" in adherence to the principles set out in Schedule A to the said Regulations.

Accordingly, in supersession of the previous Code, a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI) is hereby framed as under:-

1. The company shall ensure prompt public disclosure of UPSI that would impact price discovery, as soon as it has credible and concrete information, in order to make such information 'generally available', i.e. to make the information accessible to the public on a non-discriminatory basis.

2. The company shall ensure a uniform and universal dissemination of UPSI to avoid selective disclosure.

3. The company shall ensure prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information 'generally available'.

4. The company shall ensure an appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.

5. The company shall ensure that information shared with analysts and research personnel is not UPSI.

6. 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.

7. The company shall ensure the handling of all UPSI on a need-to-know basis.

8. The Compliance Officer of the Company shall act as the Chief Investor Relations Officer (CIRO) for the purpose of dealing with dissemination of information and disclosure of UPSI as contained herein.

This Code is subject to review from time to time.

Shekhar Bajaj
Chairman

Mumbai, dated May 27, 2015

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

Regulation 9(1) of the newly introduced SEBI (Prohibition of Insider Trading) Regulations, 2015 (the "Regulations") requires a listed company to formulate a Code of Conduct to Regulate, Monitor and Report Trading by its employees and other connected persons, towards achieving compliance with the said Regulations, adopting the minimum standards, set out in Schedule B to the Regulations.

Accordingly, in supersession of the previous Code, a code of conduct to regulate, monitor and report trading by insiders is hereby framed as under -

1. IMPORTANT DEFINITIONS:

(a) "Compliance Officer" means Company Secretary of the company.

(b) "Connected person" shall generally include Directors, Key Managerial Personnel, Specified Employees and Promoters (referred to as "Designated Persons") who may have access to unpublished price sensitive information; and Immediate Relatives of the above;

(c) "Generally Available Information" means information that is accessible to the public on a non-discriminatory basis;

(d) "Insider" means any person who is a connected person; or in possession of or having access to unpublished price sensitive information;

(e) "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;

(f) "Trading" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly;

(g) "Trading Day" means a day on which the recognized stock exchanges are open for trading;

(h) "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, de-listings, disposals and expansion of business and such other transactions;
v. changes in key managerial personnel; and
vi. material events in accordance with the listing agreement.

(i) Other terms not specifically defined here shall have the same meaning as assigned under the SEBI (Prohibition of Insider Trading) Regulations, 2015.

2. CODE:

(a) Reporting:

The compliance officer shall report to the Board of Directors and in particular, shall provide reports to the Chairman of the Board Of Directors and Audit Committee, on a quarterly basis or at such frequency as may be stipulated by the board of directors.

(b) Information on a need to know basis & Chinese wall procedures:

All information shall be handled within the organisation on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations.

Norms for appropriate Chinese Walls procedures & processes will be as under -

1. To prevent the misuse of confidential information, the company shall separate those areas of the company which routinely have access to confidential information, considered "inside areas" from those areas which deal with sale/marketing/investment advise or other departments providing support services, considered "public areas".
2. The employees in the inside area shall not communicate any price sensitive information to any one in public area.
3. The employees in inside area may be physically segregated from employees in public area.
4. Demarcation of the various departments as inside area may be implemented by the company.
5. In exceptional circumstances employees from the public areas may be brought "over the wall" and given confidential information on the basis of "need to know" criteria, under intimation to the compliance officer.

(c) Designated Persons:

The Designated persons include Senior Executives, Functional Heads and Officers in Account, Finance and Secretarial Department. The Chairman of the Board of Director shall in consultation with the compliance officer includes another names of designated persons to be covered by such code on the basis of their role and function in the organisation. Due regard shall be had to the access that such

role and function would provide to unpublished price sensitive information in addition to seniority and professional designation.

(d) Trading window:

1. Designated persons may execute trades subject to compliance with these Regulations. Towards this end, a notional trading window shall be used as an instrument of monitoring trading by the designated persons. The trading window shall be closed when the compliance officer determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates. Designated persons and their immediate relatives shall not trade in securities when the trading window is closed.

2. 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. 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., assisting or advising the company

(e) Pre-clearance & trades :

1. When the trading window is open, trading by designated persons shall be subject to pre-clearance by the compliance officer, if the value of the proposed trades (one or series of transactions) is above a minimum threshold limit of Rs. 10,00,000/- in value over any calendar quarter, or such other limits as the board of directors may stipulate. No designated person shall apply for pre-clearance of any proposed trade if such designated person is in possession of unpublished price sensitive information even if the trading window is not closed.
2. The compliance officer shall confidentially maintain a list as a “restricted list” as may be specified in the SEBI regulations which shall be used as the basis for approving or rejecting applications for pre-clearance of trades.
3. Prior to approving any trades, the compliance officer shall be entitled to seek declarations to the effect that the applicant for pre-clearance is not in possession of any unpublished price sensitive information. He shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.
4. Order in respect of securities shall be executed within seven trading days after approval is granted by the Compliance Officer, failing which fresh pre-clearance would be needed for the trades to be executed.

5. A designated person who is permitted to trade shall not execute a contra trade within a period of six months following the prior transaction. Relaxation may be given from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these Regulations. In the event, any such contra trade is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

(f) Disclosure Responsibilities & formats:

1. Initial Disclosures of holdings:

Every Promoter, Key Managerial Personnel and Director of every company shall disclose (as per prescribed **Form A)** his holding of securities of the company as on the date of these Regulations taking effect, to the company within thirty days of these Regulations taking effect;

Every person on appointment as a Key Managerial Personnel or a Director of the company or upon becoming a Promoter shall disclose **(**as per prescribed **Form B)** 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.

2. Continual Disclosures of trades:

Every promoter, employee and director of every company shall disclose to the company **(**as per prescribed **Form C)** 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 ten lakh rupees or such other value as may be specified;

The company shall within a period of two working days from the date of receipt of such disclosures, inform the Stock Exchanges particulars of such trading.

3. Other formats / disclosures, to monitor compliance with these Regulations would be-

(i) Disclosure of Transactions by Other Connected Persons as identified by the Company (**as per prescribed form D)**

(ii) Application-cum-undertaking for pre-clearance **(as per enclosed Form E)**

(iii) Reporting of holdings in securities by Designated Persons as on March 31, on an annual basis by 10 April **(**as per **enclosed Form F)**

(g) Penalty for contravention of Code of Conduct

Any Designated Person contravening the Code of Conduct will be liable to penalty and appropriate disciplinary action including remuneration freeze, suspension, dismissal etc. as may be decided by the Chairman of the board of directors in consultation with the Compliance Officer.

(h) Applicability of the Code to certain persons

The Regulations apply to certain persons who by being in any contractual, fiduciary or employment relationship or holding any position including a professional or business relationship with the company whether temporary or permanent have access, directly or indirectly, to unpublished price sensitive information or are reasonably expected to allow such access. They are advised to adhere to the Regulations strictly. In case it is observed by such persons required to formulate a code of conduct under sub-regulation (1) and sub-regulation (2) of regulation 9, that there has been a violation of these Regulations, they shall inform SEBI promptly, with the copy to the company.

This code is subject to review from time to time.

Shekhar Bajaj
Chairman

Mumbai, dated May 27, 2015

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FORM E

APPLICATION-CUM-UNDERTAKING FOR PRE-CLEARANCE

To,
The Compliance Officer,
Hercules Hoists Limited,
Mumbai

Sub: Application for Pre-dealing approval in securities of the Company

Dear Sir/Madam,

Pursuant to the SEBI (prohibition of Insider Trading) Regulations, 2015 and the Company's **Code of Conduct for Prevention of Insider Trading**, I seek approval to purchase / sale / subscription of _____ equity shares of the Company as per details given below:

SN	Particulars	Details
1.	Name 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 Purchase /Sale/ Subscription of securities	
6.	Proposed date of dealing in securities	
7.	Estimated number of securities proposed to be acquired/ subscribed/ sold	
8.	Current market price (as on date of application)	
9.	Whether the proposed transaction will be through stock exchange or off-market deal	
10.	Name and SEBI registration number of Trading member through whom the trade to be executed	

Further, I undertake that-

a. 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 prevention of Insider Trading (the Code) up to the time of signing this Undertaking.
b. 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.

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

Place: Name & Designation of the Applicant:

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FORM F
ANNUAL DISCLOSURE OF HOLDINGS GIVEN BY DESIGNATED PERSONS

The Compliance Officer,
Hercules Hoists Limited,
Mumbai

I _____ in my capacity as _____ of the Company hereby submits the following details of securities held in the Company, as on March 31, _____.

1) Details of Securities held by me-

SN	Type of Securities	No. of Securities held and its face value	Folio No. / Client ID

2) Details of Securities held by Immediate Relative-

SN	Name of the immediate relative	Relationship	Type of Securities	No. of Securities held and its face value	Folio No. / Client ID

Date: Signature:
Place: Name & Designation of Designated Person:

Note: "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.

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

Name of the company: _____
ISIN of the company: _____

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

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP / Directors/ immediate relatives/others etc)	Securities held as on the date of regulation coming into force		% of Shareholding	Open Interest of the Future contracts held as on the date of regulation coming into force		Open Interest of the Option Contracts held as on the date of regulation coming into force	
		Type of security (For eg. –Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of Units (contracts * lot size)	Notional value in Rupee terms
1	2	3	4	5	6		7	

Signature:

Designation:

Date:
Place:

Form B

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

[Regulation 7 (1) (b) read with Regulation 6 (2)]

Name of the company: _____

ISIN of the company: _____

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

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP / Directors/ Immediate Relatives /others etc)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter/ appointment of Director/KMP		% of Shareholding	Open Interest of the Future contracts held at the time of becoming Promoter/ appointment of Director/KMP		Open Interest of the Option Contracts held at the time of becoming Promoter / appointment of Director / KMP	
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms
1	2	3	3	4	5	6		7	

Signature:

Designation:

Date:
Place:

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

Name of the company: _____
ISIN of the company: _____

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

Name, PAN No., CIN/DIN, & address of Promoter/ Employee / Director with contact nos.	Connection with the Company	Securities held prior to acquisition/disposal		Securities acquired/Disposed		% of shareholding		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition (market purchase/ public rights/ preferential offer / off market/ Inter-se transfer etc.	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the trade was executed
												Buy		Sell		
		Type of security (For eg- Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Pre transaction	Post transaction	From	To			Value	Number of units (contracts * lot size)	Value	Number of units (contracts * lot size)	
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17

Signature:

Designation:

Date:
Place:

Form D
Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (3) read with Regulation 6 (2)]

Name of the company: _____
ISIN of the company: _____

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

Name, PAN No., CIN/DIN, & address of Promoter/ Employee / Director with contact nos.	Category of Person (Promoters / KMP / Directors/ immediate relatives/ others	Securities held prior to acquisition/disposal		Securities acquired/Disposed		% of shareholding		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition (market purchase/ public rights/ preferential offer / off market/ Inter-se transfer etc.	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the trade was executed
												Buy		Sell		
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Pre Trans-ction	Post Trans-action	From	To			Value	Number of units (contracts * lot size)	Value	Number of units (contracts * lot size)	
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17

Signature: Date:

Designation: Place: