



HGIEL
We Make People Move...

H.G. INFRA ENGINEERING LIMITED

**CODE OF CONDUCT TO REGULATE, MONITOR AND
REPORT TRADING BY DESIGNATED PERSONS**

(CODE OF PROHIBITION OF INSIDER TRADING)

1. PREAMBLE

Trading in a Company's listed securities by any person based on certain inside information that is not generally available to the public, which can materially affect the securities price upon coming into public domain is known as 'insider trading'. Such trading by Insiders erode the investors' confidence in the integrity of the management and is unhealthy for the capital markets.

Securities and Exchange Board of India has notified the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (the SEBI (PIT) Regulations), which came into force on 15th May, 2015 and governs the law relating to insider trading in India.

H.G. Infra Engineering Limited (hereinafter referred to as "the Company" or "HGINFRA") had introduced a Code of internal procedures and conduct for regulating, monitoring and reporting of trading by Insider in accordance with the requirements of the SEBI (PIT) Regulations. The Conduct to Regulate, Monitor and Report Trading by Designated Persons and their Immediate Relatives ('Code of prohibition of Insider Trading' or 'Code') was first adopted with effect from February 13, 2018.

2. OBJECTIVE

This Code has been prepared by adopting the standards set out in Schedule B of the Regulations, as amended, in order to regulate, monitor and report trading by Designated Persons and their Immediate Relatives, including its directors or employees or other persons connected or deemed to be connected to the Company towards achieving compliance with the Regulations.

The objective of this document is to give a basic understanding of the law relating to insider trading and to state policy and code for dealing in the securities of the Company for the benefit of and compliance by all concerned. It also includes the guidance to Designated Persons and their Immediate Relatives on the policy, pre-clearance/notification procedures to be followed at the time of trading in the securities of the Company and the option of formulation of Trading Plans pursuant to which trades may be carried out in the securities of the Company.

This Code shall apply to all Insiders of the Company, Designated Persons and Immediate Relatives of the Designated Persons.

3. DEFINITIONS

- (a) "Act" means the Securities and Exchange Board of India Act, 1992;
- (b) "Board" means the Securities and Exchange Board of India ("SEBI");
- (c) "Board of Directors" means the Board of Directors of the Company;
- (d) "Company" means H. G. Infra Engineering Limited or HGINFRA;
- (e) "Compliance Officer" means the Company Secretary of the Company or any senior officer of the Company as designated by the Board of Directors of the Company in accordance with provisions of the SEBI (PIT) Regulations;
- (f) "Connected Person" means:
 - (i) any person who is or has been during the six months prior to the concerned act, associated with a Company, in any capacity, directly or indirectly, including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship, whether temporary or permanent, with the company, that allows such 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. a relative of connected persons specified in clause(i); or
 - b. a holding company or associate company or subsidiary company; or
 - c. an intermediary as specified in Section 12 of the Act or an employee or director thereof; or
 - d. an investment company, trustee company, asset management company or an employee or director thereof; or
 - e. an official of a stock exchange or of clearing house or corporation; or
 - f. a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
 - g. a member of the Board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
 - h. an official or an employee of a self-regulatory organization 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 where in a director of the Company or his relative or banker of the Company, has more than ten per cent, of the holding or interest: or
 - k. a firm or its partner or its employee in which a connected person specified in sub- clause (i) of clause (d) is also a partner; or
 - l. a person sharing household or residence with a connected person specified in sub- clause (i) of clause (d);]

(g) **“Designated Persons”** shall mean and include: -

- (i) Employees of the Company, designated on the basis of their functional role or access to UPSI;
- (ii) Employees of material subsidiaries of the Company designated on the basis of functional role or access to UPSI;
- (iii) All promoters of the Company;
- (iv) Chief Executive Officer/Managing Director and employees upto two-levels below the Chief Executive Officer/Managing Director of the Company and its material subsidiaries irrespective of their functional role in the Company or their ability to have access to UPSI;
- (v) All Directors of the Company;
- (vi) Key Managerial Personnel (as defined in the Companies Act, 2013) of the Company;
- (vii) Any support staff of the Company, such as IT staff or secretarial staff who have access to UPSI;
- (viii) Any other Person designated by the Company on the basis of their functional role and such function would provide access to UPSI;

(h) **“Director”** means a director appointed to the Board of Directors of the Company;

(i) **"Generally available Information"** means information that is accessible to the public on a non-discriminatory basis and shall not include unverified events or information reported in print or electronic media;

(j) **"Immediate Relative"** means a spouse of a Person and includes parent, sibling, and child of such Person or of the spouse, any of whom are either financially dependent on the such Person or consults such person in taking decisions relating to trading in securities;

(k) **“Insider”** means any person who is:

- a. a connected person; or
- b. in possession of or having access to unpublished price sensitive information;

- (l) **“Key Managerial Person”** means person as defined in Section 2(51) of the Companies Act, 2013;
- (m) **“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;
- (n) **“Material financial relationship”** shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a designated person during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such designated person, but shall exclude relationships in which the payment is based on arm’s length transactions;
- (o) **“Promoter”** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;
- (p) **“Promoter Group”** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;
- (q) **“relative”** shall mean the following:
 - (i) spouse of the person;
 - (ii) parent of the person and parent of its spouse;
 - (iii) sibling of the person and sibling of its spouse;
 - (iv) child of the person and child of its spouse;
 - (v) spouse of the person listed at sub-clause (iii); and
 - (vi) spouse of the person listed at sub-clause (iv)
- (r) **“Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956(42 of 1956) or any modification thereof.
- (s) **“Takeover Regulations”** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- (t) **“Trading”** means and includes subscribing, redeeming, switching, buying, selling, dealing, or agreeing to subscribe, redeem, switch, buy, sell, deal in any securities, and "trade" shall be construed accordingly;
- (u) **“Trading Day”** means a day on which the recognized stock exchanges are open for trading;
- (v) **“Trading Window”** means the period other than the prohibited period;
- (w) **“Unpublished Price Sensitive Information”** (“UPSI”) means any information, relating to the company or its securities, directly or indirectly, that is not generally available which upon becoming Generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:
 - (i) financial results;
 - (ii) dividends;
 - (iii) change in capital structure;
 - (iv) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business, award or termination of order/ contracts not in normal course of business and such other transactions;
 - (v) changes in key managerial personnel other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;
 - (vi) change in rating(s), other than ESG rating(s);
 - (vii) fund raising proposed to be undertaken;
 - (viii) agreements, by whatever name called, which may impact the management or control of the company;
 - (ix) fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;

- (x) resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
- (xi) admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors or initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
- (xii) initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
- (xiii) action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
- (xiv) outcome of any litigation(s) or dispute(s) which may have an impact on the company;
- (xv) giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;
- (xvi) granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

Save and except the terms defined herein above, all the other terms used but not defined shall have meaning ascribed to them under the SEBI (PIT) Regulations, the Companies Act, 2013, the SEBI Act, the Securities Contract Regulation Act, the SEBI (ICDR) Regulation, etc.

4. COMPLIANCE OFFICER

The Company Secretary of the Company shall act as a Compliance Officer for the purpose of this Code. The Compliance Officer shall be responsible for the following:

- (a) To ensure the compliance of policies, procedures, maintenance of records, monitoring of trades and the implementation of this code Insider Trading Regulations as well as Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information under the overall supervision of the Board of Directors.
- (b) To report the board of directors and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the board of directors at such frequency as may be stipulated by the board of directors, but not less than once in a year on the compliance status of the PIT Code and such other additional reports as the situations may warrant.
- (c) To assist all employees in addressing any clarification regarding the Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
- (d) To maintain records of all the declarations/undertakings/forms, as mentioned in this Code, received from time to time and record of the designated persons and any changes therein.
- (e) To identify the persons who shall be regarded as Designated Persons to be covered by the Code, including those mentioned under Regulation 9(4), on the basis of their role and function in the organization including access to UPSI by virtue of that role and function in addition to seniority and professional designation.
- (f) To grant of pre-clearance approvals to the Designated Persons for trading in the Company's Securities by them / their Immediate Relatives and monitoring of such trading.
- (g) reviewing the trading plan to assess whether the plan would have any potential for violating the Insider Trading Regulations, seeking undertakings as may be necessary, approving and monitoring the implementation of the plan;
- (h) notifying the trading plan to the stock exchanges where the Securities of the Company are listed, on

- approval of the plan;
- (i) effective implementation of the Policy and procedure for inquiry in case of leak/suspected leak of UPSI;
 - (j) maintaining a structured digital database inter alia containing the nature of UPSI and the names of persons who have shared such UPSI and also the names of such persons with whom such UPSI is shared along with the Permanent Account Number or any other identifier authorised by law where Permanent Account Number is not available;

5. RESTRICTIONS ON COMMUNICATION AND TRADING

A. Communication or procurement of unpublished price sensitive information

- (a) 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.
- (b) No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- (c) 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 persons to maintain confidentiality of such unpublished price sensitive information in compliance with the Regulations.
- (d) 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 is of informed opinion that the sharing of such information is in the best interests of the Company;
 - (ii) not attract the obligation to make an open offer under the Takeover Regulations and subsequent amendments thereto but where the Board of Directors of the Company is of informed opinion that the sharing of such information is in the best interests of the Company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being affected in such forms as the Board of Directors may determine to be adequate and fair to cover all relevant and material facts.
- (e) For the purpose of clause (d) above, the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential except for the purpose mentioned in clause (d) above and shall not otherwise trade in securities of the company when in possession of unpublished price sensitive information.
- (f) A structured digital database shall be maintained containing the nature of unpublished price sensitive information and the names of such persons who shared the information and also name of such person with whom information is shared under this clause with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non- tampering of the database.
- (g) The structured digital database shall be preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the SEBI regarding any investigation or enforcement proceeding, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.
- (h) No insider shall trade in securities of the Company when in possession of unpublished price sensitive information. Trading by insiders including promoters, non- individual insiders when in possession of unpublished price sensitive information shall be governed by Regulation 4 of the Regulations.

B. Preservation of Unpublished Price Sensitive Information:

Insiders including Designated Persons shall maintain the confidentiality of all Unpublished Price Sensitive Information. Insiders including Designated Persons shall not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities of the Company. Following practices should be followed in this regard:

- (a) **Need to Know:** All information shall be handled within the Company on a need-to-know basis and Unpublished Price Sensitive Information should be disclosed only to those within the Company, where it is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations, and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of information.
- (b) **Limited Access to Confidential Information:** Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc. Files containing confidential information should be deleted / destroyed after its use. Shredder should be used for the destruction of physical files.
- (c) **Chinese Wall:** The Company shall follow the Chinese wall procedures and processes to prevent the inappropriate or unauthorized communication of Unpublished Price Sensitive Information (UPSI). The Chinese wall separates areas that have access to UPSI from those who do not have such access. The Designated employees working inside the area are prohibited from communicating any such UPSI except on need to know basis. The prior approval of the department head will be required for crossing such wall and having access to such UPSI.

C. Trading Plans

- (a) 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) Such Trading Plan Shall:
 - (i) not entail commencement of trading on behalf of the insider earlier than one hundred and twenty calendar days from the public disclosure of the plan;
 - (ii) not entail overlap of any period for which another trading plan is already in existence;
 - (iii) set out following parameters for each trade to be executed:
 - (i) either the value of trade to be effected or the number of securities to be traded;
 - (ii) nature of the trade;
 - (iii) either specific date or time period not exceeding five consecutive trading days;
 - (iv) price limit, that is an upper price limit for a buy trade and a lower price limit for a sell trade, subject to the range as specified below:
 - a. for a buy trade: the upper price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent higher than such closing price;
 - b. for a sell trade: the lower price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent lower than such closing price.
 - (iv) not entail trading in securities for market abuse.
- (c) The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of the Regulations and shall be entitled to take express undertakings as maybe necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the Regulations. Pre-clearance of trades shall not be required for a trade executed as per an approved trading plan and trading window norms shall not be applicable for trades carried out in accordance with an approved trading plan.
- (d) The trading plan once approved shall be irrevocable and the Insider shall mandatorily have to

implement the plan, without being entitled to either execute any trade in the securities outside the scope of the trading plan or to deviate from it except due to permanent incapacity or bankruptcy or operation of law.

Provided that 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 UPSI and the said information has not become generally available at the time of the commencement of implementation.

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

- (i) The insider shall intimate non-implementation (full/partial) of trading plan to the compliance officer within two trading days of end of tenure of the trading plan with reasons thereof and supporting documents, if any.
 - (ii) Upon receipt of information from the insider, the compliance officer, shall place such information along with his recommendation to accept or reject the submissions of the insider, before the Audit Committee in the immediate next meeting. The Audit Committee shall decide whether such non-implementation (full/partial) was bona fide or not.
 - (iii) The decision of the Audit Committee shall be notified by the compliance officer on the same day to the stock exchanges on which the securities are listed.
 - (iv) In case the Audit Committee does not accept the submissions made by the insider, then the compliance officer shall take action as per the Code of Conduct.
- (e) The compliance officer shall approve or reject the trading plan within two trading days of receipt of the trading plan and notify the approved plan to the stock exchanges on which the securities are listed, on the day of approval.

6. TRADING WINDOW AND CLOSURE / OPENING THEREOF

The Compliance Officer shall notify a 'trading window' during which the Designated Persons and their Immediate Relatives may trade in the Company's securities after securing pre-clearance from the Compliance Officer in accordance with this Code. The competent authority for pre-clearing the Trade of Compliance Officer shall be Board of Directors. The trading window shall be closed during the time the price sensitive information is un-published.

All Designated Persons and their Immediate Relatives shall be subject to trading restrictions as enumerated below:

(a) Trading Window:

The period prior to declaration of Unpublished Price Sensitive Information is particularly sensitive for transactions in the Company's securities. This sensitivity is due to the fact that the Designated Persons will, during that period, often possess Unpublished Price Sensitive Information.

The Designated Persons and their Immediate Relatives shall not deal in the securities of the Company when the trading window is closed. The period during which the trading window is closed shall be termed as prohibited period.

(b) The Trading Window shall be, inter-alia, closed at the time of:

- (i) financial results: from the end of every quarter till 48 hours after declaration of financial results(quarterly, half-yearly and annual);
- (ii) declaration of dividends (interim and final);
- (iii) change in capital structure;
- (iv) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business, award or termination of order/ contracts not in normal course of business and such other transactions;
- (v) changes in key managerial personnel other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;

- (vi) change in rating(s), other than ESG rating(s);
 - (vii) fund raising proposed to be undertaken;
 - (viii) agreements, by whatever name called, which may impact the management or control of the company;
 - (ix) fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;
 - (x) resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
 - (xi) admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors or initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
 - (xii) initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
 - (xiii) action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
 - (xiv) outcome of any litigation(s) or dispute(s) which may have an impact on the company;
 - (xv) giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;
 - (xvi) granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.
 - (xvii) any information which, if disclosed, in the opinion of the person disclosing the same is likely to materially affect prices of the securities of the Company.
- (c) 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.
- (d) The trading window restriction shall not apply for below cases;
- (i) off-market inter-se transfer between insiders who were in possession of the same UPSI without violating the Regulations and both parties had made a conscious and informed trade decision.
 - (ii) transaction carried out through the block deal window mechanism between persons who were in possession of the UPSI without violating the Regulations and both parties had made a conscious and informed trade decision.
 - (iii) transaction carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction
 - (iv) transaction undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.
 - (v) trades executed as per the trading plan set up in accordance with the policy.
 - (vi) pledge of shares for a bonafide purpose such as raising of funds, subject to pre-clearance by the Compliance Officer and compliance with the respective regulations made by the SEBI.
 - (vii) transactions undertaken in accordance to respective regulations made by the SEBI, such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buyback offer, open offer, delisting offeror transactions which are undertaken through such other mechanism as may be specified by the SEBI from time to time.
 - (viii) transactions in respect of Offer for Sale and Rights Entitlements transactions carried out in accordance with the framework specified by the SEBI from time to time.

7. PRE-CLEARANCE OF TRADES

All Designated Persons, who intend to deal in the securities of the Company when the trading window is opened and if the value of the proposed trades, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of 10 Lakh (Rupees Ten Lakh Only) should pre-clear the transaction. The pre-dealing procedure shall be hereunder:

- (a) An application may be made in the prescribed Form in **Annexure – 1**, as amended from time to time, to the Compliance officer indicating the estimated number of securities that the Designated Persons intends to deal in, the details as to the depository with which he has a security account and such other details as may be required by the Company in this behalf.
- (b) An undertaking/declaration in **Annexure – 2**, as amended from time to time, shall be executed in favor of the Company by such Designated Persons incorporating, *inter alia*, the following clauses, as may be applicable:
 - (i) that the Designated Persons does not have any access or has not received “Price Sensitive Information” up to the time of signing the undertaking.
 - (ii) that in case the Designated Persons has access to or receives “Price Sensitive Information” after the signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance Officer of the change in his position and that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes public.
 - (iii) that he/she has not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time.
 - (iv) that he/she has made a full and true disclosure in the matter.
- (c) All Designated Persons shall execute their order in respect of securities of the Company within seven trading days after the approval of pre-clearance is given. The Designated Person shall file within 2 (two) days of the execution of the deal, the details of such deal with the Compliance Officer in the prescribed form in **Annexure - 3**, as amended from time to time. In case the transaction is not undertaken, a report to that effect shall also be filed.
- (d) If the order is not executed within seven trading days after the approval is given, the Designated Persons must pre-clear the transaction again.

8. HOLDING PERIOD/ CONTRA TRADE

- (a) The Designated Persons shall hold their investments in securities for a minimum period of Six Months irrespective of mode of acquisition in order to be considered as being held for investment purpose.
- (b) The Designated Person permitted to trade shall not be permitted to execute contra trade within a period of Six Months from the date of trade. The restrictions on contra trades shall not be applicable for trades pursuant to exercise of Stock Options. In case of any contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI under the Act.
- (c) The compliance officer may grant relaxation from strict application of such restriction or waive the holding period for reasons to be recorded in writing including personal emergency provided that such relaxation does not violate the regulations. An application for waiver of holding period shall be made to the Compliance Officer in the format set out in **Annexure-4**, as amended from time to time.
- (d) The disclosures made under this Code shall be maintained for a period of five years.

9. DISCLOSURE OF TRADING

A. General Provisions

The disclosures to be made by any person under this Code and/or the Regulations shall include those relating to trading by such person’s immediate relatives, and by any other person for whom such person takes trading decisions.

The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account, provided that trading in derivatives of securities is

permitted by any law for the time being in force.

The disclosures made under this Part shall be maintained by the company, for a minimum period of five years, in an appropriate form, from the date of the filing thereof.

B. Disclosure by certain persons

(a) Initial Disclosure:

Every person on appointment as Key Managerial Personnel or a Director of the Company or upon becoming a Promoter or member of the promoter group of the Company shall disclose their holding of securities of the Company as on the date of appointment or becoming a Promoter, to the Company within 7 (seven) days of such appointment or becoming a Promoter, in the format prescribed under the Regulations, as amended from time to time and set out in enclosed **Form A (Annexure- 5)**, as amended from time to time.

(b) Continual Disclosures:

Every Designated Person shall disclose to the Company 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 series of transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees, in the format prescribed

under the Regulations, as amended from time to time and set out in **Form B (Annexure- 6)**, as amended from time to time.

The Compliance Officer of the Company shall notify the particulars of such trading to the stock exchanges on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.

(c) Disclosures by other Connected Persons:

The Company may at its own discretion require any other connected person or class of connected persons to make disclosure of holdings and trading in securities of the company in such form and at such frequency as may be determined by the Company in order to monitor compliance with this code and the Regulations, in the format prescribed under the Regulations, as amended from time to time and set out in **Form C (Annexure-7)**, as amended from time to time.

C. Disclosure by Designated Person

Designated persons shall disclose names and Permanent Account Number or any other identifier authorized by law of the following persons, within 30 days from the end of every Financial Year, to the company on an annual basis and as and when the information changes:

- (i) immediate relatives
- (ii) persons with whom such designated person(s) shares a material financial relationship
- (iii) Phone, mobile and cell numbers which are used by them

In addition, the names of educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a one-time basis.

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

The Designated Person shall within 15 days disclose to the Compliance Officer, any change to the information as provided under this clause.

10. PENALTY FOR CONTRAVENTION OF THE CODE OF CONDUCT

Every Designated Person shall be individually responsible for complying with the provisions of this Code.

Failure to comply with this Code is a serious offence and any Designated Person who violates the provisions of this Code shall be liable for one or more penal/disciplinary/remedial action as may be considered appropriate by the Board of Directors of the Company (hereinafter referred to as the "Board").

The Board while deciding the level of sanctions may take into account factors such as knowledge of price sensitive information, level of management responsibility of the individual concerned, numbers of securities transacted, nature of breach, whether the breach occurred as a result of deliberate intent or not.

Notwithstanding the sanctions/disciplinary action the Regulator may take, depending on the severity of breach, the Board may apply one or more of the sanctions, which may include verbal warning, written warning, monetary fine, wage freeze, suspension, recovery, change in role, job level, etc.

The Board, considering the nature and severity of the breach, may decide to report any such leak/suspected leak of UPSI, breach of the Code and action taken by the Company to Stock Exchanges.

The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.

11. DISCLAIMER

This Code is only an internal code of conduct and one of the measures to avoid insider trading. Every insider or designated person and their relatives are required to familiarise themselves with the SEBI (PIT) Regulations.

12. DISCLOSURE

This Code will be displayed on the Company's website www.hginfra.com

13. REVIEW AND AMENDMENTS IN THE POLICY

This Code will be reviewed by the Board as and when deemed necessary.

Annexures to this policy will be read in conjunction with the Listing Regulations and any proposed changes in the Listing Regulations in the said regard shall apply mutatis mutandis to the Annexures forming part of this Policy.

In case there are any inconsistency between any of the provisions of this Code and applicable law, the applicable law shall prevail and any subsequent amendment/modification in applicable laws in this regard shall automatically apply to this Code and the Code shall be deemed to have been amended accordingly.

Effective Date: February 13, 2018

Date of approval by the Board of Directors: February 12, 2026

Version: 07

Last date of approval by the Board: February 05, 2025

SD/-
Chairman Signature

Annexure-1

FORMAT OF APPLICATION FOR PRE-CLEARANCE OF TRADES

(To be submitted in Duplicate)

To
Compliance Officer
H.G. Infra Engineering Limited
(Address)

Dear Sir/ Madam,

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of prohibition of Insider Trading, I seek approval to purchase / sell / subscribe __nos. of equity shares of the Company as per details given below:

Name of the applicant	
Designation	
Relationship with the applicant (Self/ immediate relative)	
Employee Pay Roll No.	
Number and value of securities in the Company held as on date	
Folio No. / DP ID & Client ID No.	
The proposal is for	<input type="radio"/> Purchase of Securities <input type="radio"/> Subscription to Securities <input type="radio"/> Sale of Securities <input type="radio"/> Pledge <input type="radio"/> Unpledge
Proposed date of dealing in securities	
Estimated number and value of securities proposed to be: <input type="radio"/> Purchase <input type="radio"/> Subscribe <input type="radio"/> Sale <input type="radio"/> Pledge <input type="radio"/> Unpledge	
Current market price (as on the date of application)	
Mode of acquisition/ disposal (For eg.- on market/public/ rights/Preferential offer / off market/ Inter-se)	
Folio No. / DP ID & Client ID No. where the securities will be credited / debited	

I am also enclosing herewith undertaking in the format as envisaged in the Company's Code of prohibition of Insider Trading.

You are requested to kindly approve the above said trading plan and provide your comments, if any.

Signature

Name: Designation:

Date:

Place:

Annexure-2
FORMAT FOR UNDERTAKING

To
Compliance Officer
H.G. Infra Engineering Limited
(Address)

Dear Sir/ Madam,

I, _____, resident of _____ hereby declare that I am designated person of the Company.

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

In the event that I have access to or receive 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.

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

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

Signature_____

Name: Designation:

Date: Place:

PRE-CLEARANCE ORDER

This is to inform you that your request for trading in (nos.) of shares of the Company as mentioned in your above application is approved.

Please note that the said transaction must be completed within 7 trading days from the date of this pre-clearance order.

For **H.G. Infra Engineering Limited**

Compliance Officer

Date:

Annexure- 3

FORMAT FOR DISCLOSURE OF TRANSACTIONS

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

To
The Compliance Officer
H. G. Infra Engineering Limited
(Address)

Dear Sir/ Madam,

I hereby inform that I:

- have not bought / sold/ subscribed any securities of the Company; or
- have bought/sold/subscribed to _____ securities as mentioned below on_(date)

Name of Holder	of	No. of Securities dealt with	of	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 3 years and produce to the Compliance officer / SEBI any of the following documents:

1. Broker's contract note.
2. Proof of payment to/from broker(s).
3. Extract of bank passbook/statement.
4. Copy of Delivery instruction slips, as applicable.

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.

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

Signature _____

Name: Designation:

Date: Place:

Annexure-4

FORMAT OF APPLICATION FOR WAIVER OF MINIMUM HOLDING PERIOD

To
The Compliance Officer
H. G. Infra Engineering Limited
(Address)

Dear Sir/ Madam,

Through His / Her Division/Department Head

I request you to grant me waiver of the minimum holding period of 6 months as required under Company's Code of prohibition of Insider Trading with respect to _____ shares of the Company held by me/ (name of relative) singly/jointly acquired by me on _____ (date).

I desire to sell said shares on account of (reason to be clearly specified with supporting document viz. medical certificate, marriage card, etc. as applicable).

Thanking You Yours faithfully,

Signature _____

Name:

Designation:

Date:

Place:

Encl. a.a.

Name & Signature of the Division Head

PRE-CLEARANCE ORDER

Your request for sale of _____ (nos.) of shares of the Company as mentioned in your above application is approved.

Please note that the said transaction must be completed within 7 trading days from today. Please confirm on completion of the said transaction.

For **H.G. Infra Engineering Limited**

Compliance Officer Date:

FORM A**SEBI (Prohibition of Insider Trading) Regulations, 2015****[Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a Key Managerial Personnel/Director/Promoter/Member of the promoter group]****Name of the Company:****ISIN of the Company:****Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2)**

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

*Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.***Details of Open Interest (OI) in derivatives on the securities of the company held on appointment of KMP or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).**

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

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

Name &

Signature:

Designation:

Date:

Place:

FORM B

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

Name of the
Company: ISIN of
the Company:

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

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

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

(ii) Value of transaction excludes taxes/brokerage/any other charges.

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

Trading in derivatives (Specify type of contract, Futures or Options etc.)	Exchange on which the trade was executed
--	--

Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
16	17	18	19	20	21	22

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

Name &
Signature:
Designation:

Date:
Place:

FORM C**SEBI (Prohibition of Insider Trading) Regulations, 2015****[Regulation 7(3) - Transactions by Other connected persons as identified by the Company****Details of trading in securities by other connected persons as identified by the Company**

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

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

(ii) Value of transaction excludes taxes/brokerage/any other charges.

Details of trading in derivatives on the securities of the Company by other connected persons as identifies by the Company

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

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

Name:

Signature:

Date:

Place: