



HIGH ENERGY BATTERIES (INDIA) LIMITED

**SEBI (Prohibition of Insider Trading) Regulations, 2015
Minimum Standards for Code of Conduct to Regulate,
Monitor and Report Trading by Insiders**

1. High Energy Batteries (India) Limited ('the company') in deference to Regulation 9(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 ('the Regulations') hereby sets out the minimum standards for code of conduct to regulate, monitor and report trading by insiders.
2. All terms used in this document shall have the meaning assigned to them under the SEBI (Prohibition of Insider Trading) Regulations, 2015 and other applicable SEBI Regulations.
3. This code has been approved by the Board of Directors of the company at their meeting held on 10th February 2018 and shall come into force from 1st March 2018.
4. The Company Secretary is designated as the compliance officer responsible for complying with the Companies Act, 2013 and all SEBI Regulations including the SEBI (Prohibition of Insider Trading) Regulations, 2015.
5. (i) The compliance officer shall provide a report under the Regulations to the Chairman of the Audit Committee at every meeting of the Audit Committee.

(ii) For this, the Agenda for the Audit Committee shall include relevant information towards disclosures received, transactions reported to Stock Exchanges, trading plans approved and any other information relevant to compliance of the Regulations.
6. (i) All price sensitive information shall be handled within the organization on a need to know basis.



- (ii) No unpublished price sensitive information shall be communicated to any person except in furtherance of the insiders' legitimate purposes, performance of duties or discharge of his legal obligations.
- (iii) In case of doubt, they must obtain written confirmation of the compliance officer before proceeding to make disclosure of such information whether to an outsider or insider.
7. The company designates the following 'designated persons' to be governed by its internal code of conduct governing dealing in securities:
- a) All Directors
 - b) All KMPs
 - c) The Heads of all departments
8. The company takes note of the fact that the designated persons in its case are seldom involved in trading in the Equity shares of the company. Accordingly there is no present need to have a detailed framework towards regulating such trade. Nonetheless, having regard to the specific mandate of the Regulations and to be pro-active, the company has devised the code to deal with trading by designated persons.
9. Designated persons may execute trades subject to compliance with these Regulations. The compliance officer will use a notional trading window as an instrument to monitor trading by the designated persons.
10. (i) The trading window shall close when the compliance officer determines that the designated person can reasonably be expected to have possession of unpublished price sensitive information.
- (ii) The trading window shall in any event remain closed 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.



11. The designated persons and their immediate relatives shall not trade in the Equity Shares of the company when the trading window is closed.
12. The compliance officer shall determine the timing for reopening the trading window taking relevant factors into account including the unpublished price sensitive information becoming generally available and being capable of assimilation by the market.
13. The trading window shall also be applicable to any person having contractual or fiduciary relation with the company such as auditors (including cost auditor, secretarial auditor and internal auditor), law firms and consultants.
14. (i) When the trading window is open, trading by designated persons is allowed if the value of the proposed trade, including the trades already made during a calendar quarter, is below Rs.50 lakhs.

(ii) In case of trade value exceeding the above threshold, designated persons can trade when the trading window is open only subject to pre-clearance by the compliance officer. No application for pre-clearance shall be made by the designated person when in possession of unpublished price sensitive information.
15. The compliance officer before approving any trade is entitled to seek declarations from the applicant for pre-clearance that he is not in possession of any unpublished price sensitive information. He may also test the reasonableness of the declaration so made.
16. Pre-clearance given by the compliance officer would be valid only for seven trading days. In case the pre cleared trade has not been executed by the designated person within this time limit, he must seek fresh pre-clearance again.
17. (i) The designated person is not permitted to execute a contra trade within six months of trade in pursuance of the pre-clearance. (ii) The compliance officer however is empowered to grant relaxation from a strict application of this restriction for reasons to be recorded in writing provided that such relaxation in no manner violates the relaxation. (iii) In case a contra trade is executed, inadvertently or otherwise, in violation of the restrictions the profits from such trade are liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education fund.



18. The Board of Directors would stipulate formats for various purposes under the code of conduct as would become necessary from time to time. It may cover *inter alia* the application for pre-clearance, reporting of trades executed, reporting of decisions not to trade after securing pre-clearance, recording of reasons for decisions and for reporting level of holdings in securities at such intervals considered reasonable and necessary to monitor compliance with the Regulations.
19. Designated persons shall furnish for each financial year a declaration confirming that they have complied with this code. Such declaration must be sent to the compliance officer before 30th April each year.
20. The Board is empowered to take disciplinary actions, including wage freeze and /or suspension for contravention of the code of conduct.



HIGH ENERGY BATTERIES (INDIA) LIMITED

**SEBI (Prohibition of Insider Trading) Regulations, 2015
Code of Practices and Procedures for Fair disclosure of
Unpublished Price Sensitive Information**

Principles of Fair Disclosure

1. High Energy Batteries (India) Limited ('the company') is a public limited company and its Equity Shares is listed on BSE. It commits to diligently follow the mandate set out in the SEBI (Prohibition of Insider Trading) Regulations, 2015 ('the Regulations').
2. The company in deference to Regulation 8(1) hereby sets out the code of practices and procedures for fair disclosure of unpublished price sensitive information. The underlying objective is to formulate a stated framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for its Equity Shares.
3. All terms used in this document shall have the meaning assigned to them under the SEBI (Prohibition of Insider Trading) Regulations, 2015 and other applicable SEBI Regulations.
4. This code has been approved by the Board of Directors of the company at their meeting held on 10th February 2018 and shall come into force from 1st March 2018.
5. The company shall ensure prompt public disclosure of unpublished price sensitive information. Such a disclosure would be made no sooner than credible and concrete information coming to its knowledge.
6. The company would avoid selective disclosure of unpublished price sensitive information. The disclosure would be made by promptly sending the same to the SEs and simultaneously placing it on the website of the company with a view to make it generally available to investors and public at large.



7. In the event of any unpublished price sensitive information for reasons beyond the reasonable control of the company getting disclosed selectively, inadvertently or otherwise, the company would take immediate corrective steps for prompt dissemination of such information to make it generally available.
8. The company is a firm believer in knowledge sharing and information dissemination beyond the bounds of precise prescription under statutes except in case of classified documents and confidential information or involving intellectual property rights. The company would accordingly come swiftly with appropriate and fair response to queries on news reports including requests for verification of market rumours by regulatory authorities.
9. The company, given its size and positioning of the market, is not normally approached by analysts and research personnel. If and when the company organizes investor relations conferences or is approached by analysts and research personnel it will ensure that the information provided to them is not unpublished price sensitive information. The Chairman, Managing Director and other KMPs alone are authorized to give information on these occasions and other company officials are expressly prohibited from doing so. In such an event, the company would also put in place an appropriate system for following best practices towards making transcripts or records of procedures on its official website to ensure official confirmation and documentation of disclosures made.
10. The company would exercise due care and restraint in handling all unpublished price sensitive information strictly on a need to know basis.
11. All directors, employees, auditors and other persons having business/ professional relationship with the Company shall maintain strict confidentiality of all price sensitive information. They are authorised to disclose such information only in furtherance of legitimate business purpose, performance of duties or discharge of legal obligation but not otherwise and on a strictly need to know basis. In case of doubt, they must obtain written confirmation of the Company Secretary before proceeding to make any such disclosure.
12. The Company Secretary is designated as the Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information.