

CODE OF CONDUCT
TO REGULATE, MONITOR AND REPORT TRADING BY
DESIGNATED PERSONS AND THEIR IMMEDIATE RELATIVES

OF

THE HI-TECH GEARS LIMITED

[Revised as per SEBI (Prohibition of Insider Trading) Regulations, 2015 and amendments thereto]

TOPIC INDEX

Sr. No.	Topic	Page no.
1	Preface	4
2	Definitions	4
3	Compliance Officer	5
4	Protection and Communication of unpublished price sensitive information	5
5	Trading when in possession of unpublished price sensitive information	6
6	Chinese wall & crossing wall	6
7	Trading Window and its Opening/ Closure	7
8	Pre-clearance of trades	7
9	Other Restrictions	8
10	Disclosures	8
11	Protection to employees filing Voluntary Disclosure Form	9
12	Trading Plan	9
13	Penalty for contravention of the code of conduct	10
13A	Protection to Employees	10
14	Onus in case of UPSI	11
15	Submission of Original Information to the Board	11
16	Void Agreements	12
17	No Amnesty	12
18	Reporting to SEBI	12
Annexure - I	Specimen of application for pre - dealing approval	13
Annexure-II	Undertaking	15

Annexure - III	Format for pre-dealing approval letter	16
Annexure - IV	Format for disclosure of pre-approved transactions	17
Annexure - V	Format for Schedule D	18
Forms	Format of Form(s) prescribed under the SEBI (Prohibition of Insider Trading) Regulations, 2015	24

CODE OF INTERNAL PROCEDURES AND CONDUCT
FOR REGULATING, MONITORING AND REPORTING OF TRADING BY DESIGNATED PERSONS

1. Preface

1.1 Chapter – IV & Regulation 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 provides for the formulation of a *“code of conduct to regulate, monitor and report trading by its designated persons and immediate relatives of designated persons”* (hereinafter referred to as “Code”).

1.2 Company has duly formulated a Code of Internal Procedure and Conduct for regulating, monitoring and reporting of trading (‘Code’) pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015.

1.3 Code is made effective pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 (‘Regulations’) as amended upto date. The code is implemented with the approval of the Board by adopting minimum standards as set out in Schedule B of the Regulations, without diluting the provision of the Regulations and other provisions of the Regulations in any manners.

1.4 Any subsequent modification and/or amendments brought about by SEBI in the aforesaid regulations shall automatically apply to this code. In case of any amendment, clarification, circular issued by the relevant authorities, not being consistent with the laid provisions under the Code, then such amendment, clarification, circular shall prevail over the provisions hereunder.

2. Definitions:

2.1 “Act” means the Securities and Exchange Board of India Act, 1992.

2.2 “Board” means the Board of Directors of the Company.

2.3 “Code” or “Code of Conduct” shall mean the this ‘Code of Internal Procedures and Conduct for regulating, Monitoring and Reporting of trading by Designated Persons’ of Company as amended from time to time.

2.4 “Company” means The Hi-Tech Gears Limited.

2.5 "Compliance Officer" means a compliance officer within the meaning of Regulation 2(1)(c) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“Insider Trading Regulation”) and as identified and designated by the Board to administer the Code of Conduct and other requirements under the Insider Trading Regulation.

2.6 “Connected Person” shall have the meaning as ascribed to the term ‘connected person’ under Regulation 2(1)(d) of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

2.7 Designated Person shall include:

- i. every director, for the time being on the Board of the Company
- ii. every employee in the grade of General Managers and above;
- iii. Key Managerial Personnel (KMP), every employee in the finance, accounts, secretarial and legal department as may be determined and informed by the Compliance Officer; and all promoters of the company
- iv. any other employee or person as may be determined and informed by the Compliance Officer from time to time.

2.8 “Director” means a member of the Board of Directors of the Company.

2.9 “Employee” means every employee of the Company including the Directors in the employment of the Company.

2.10 “Insider” shall have the same meaning as define under Regulations or any modification thereof

2.11 "Promoter" shall have the meaning assigned to it under the Regulation 2(h) of Insider Trading Regulation or any modification thereof;

2.12 "securities" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund;

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

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

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

2.16 "Unpublished Price Sensitive Information" shall have the same meaning as defined under Regulation 2(n) of Insider Trading Regulation or any modification thereof;

2.17 "Regulations" shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.

2.18 "Specified Persons" means the Directors, Connected Persons, the insiders, the Designated Persons and the Promoters and immediate relatives taken collectively.

Unless the content otherwise requires, words or expression contained in the Code shall bear the same meaning as in the Act, SEBI (Prohibition of Insider Trading) Regulations, 2015, SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, SEBI (Listing Obligation and Disclosures Requirements) Regulation, 2015, Companies Act, 2013 & Its Rules made thereunder or any statutory modification thereof in force in case of conflict, order of preference will be the same as mentioned above.

3. Compliance Officer:

3.1 The Compliance Officer to administer the Code of Conduct and other requirements under these regulations.

3.2 The Compliance Officer shall report to the Board and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the Board at such frequency as may be stipulated by the Board from time to time, but not less than once in a year.

3.3 The Compliance Officer shall assist all employees in addressing any clarifications regarding interpretation and/or compliance of any provision of Code of Conduct.

4. Protection and communication of Price Sensitive Information:

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

4.2 The Company shall take adequate security control measures for the safe storing and transmission of unpublished price sensitive information.

4.3 No insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to the 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.

4.4 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 is of informed opinion that the proposed transaction is in the best interests of the company;
- (ii) not attract the obligation to make an open offer under the Takeover regulations but where the Board is of informed opinion that the proposed transaction 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 may determine.

For the purposes of the above, the Board 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 as hereinabove mentioned, and shall not otherwise trade in securities of the company when in possession of unpublished price sensitive information.

4.5 the Designated Managing Director as appointed under Sub-regulation (1) of Regulation 9 of the Regulations shall be responsible for formulation and implementation of a process for how and when people are brought 'inside' on sensitive transactions. Company shall ensure that individuals are made aware of the duties and responsibilities attached to the receipt of Inside Information, and the liability that attaches to misuse or unwarranted use of such information.

5. Trading when in possession of unpublished price sensitive information:

5.1 Save as provided in this Code of Conduct and/or the Regulations, no insider shall trade in the securities of the Company when in possession of unpublished price sensitive information.

5.2 Designated Persons, their immediate relatives and the persons mentioned in Sub-regulation (4) of Regulation 9 of the Regulations shall be governed by the code of conduct governing dealing in securities of the Company. In case such person defaults or deals in such securities in breach of the Code / SEBI ((Prohibition of Insider Trading) Regulations, 2015, the Designated Person shall be accountable for their conduct & responsible under this Code & SEBI ((Prohibition of Insider Trading) Regulations, 2015.

5.3 Designated Persons may execute trades subject to compliance with the provisions of this Code of Conduct and Regulations.

6. Chinese Wall & Crossing Wall

1. Chinese Wall

To prevent the misuse of unpublished price sensitive information, the Company has adopted following norms for 'Chinese Wall' procedures which separates those departments which routinely have access to Unpublished Price Sensitive Information, considered as inside areas from those departments which deal with sale/marketing or other departments providing support services, considered as public areas:

- a. The employees working within an insider area are prohibited from communicating any confidential or inside information to employees in public areas without the prior approval of Compliance Officer.
- b. Employees within a Chinese Walls have a responsibility to ensure the Chinese Wall is not breached deliberately or inadvertently. Known or suspected breaches of the Chinese Wall must be referred to the Compliance Officer immediately.
- c. The Employees in inside area may be physically separated from the Employees in public area.
- d. The demarcation of various departments as inside area shall be determined by the Compliance Officers in consultation with the Board.

2. Crossing the wall

- a. If an employee/outsider receives inside information from the inside area of the Company, it is treated that the said employee or outsider has crossed the wall. Pursuant to '**Crossing the Wall**', the employee becomes an insider. Such employee/ outsider must be subject to all restrictions and prohibitions as required under this Code of Conduct, Regulations and policies relating to Chinese Walls. An employee is no longer a temporary insider when the inside information is published or no longer significant to the market.
- b. If any person crosses the wall, the same should be immediately reported to the Compliance Officer. The Compliance Officer shall make sure that all restrictions are imposed on such employee relating to the protection to unpublished price sensitive information.
- c. The Compliance Officer when satisfied that the insider information is generally available may lift such restrictions imposed on such employee.

7. Trading Window and its Opening/ Closure:

7.1 The Company shall use a notional trading window as an instrument of monitoring trading by the Designated Persons. The Compliance Officer shall ensure that the trading window is closed when he determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of unpublished price sensitive information. Notwithstanding the foregoing, unless otherwise specified by the Compliance Officer, the Trading Window for Dealing in Securities of the Company shall be closed for the following purposes:

- i) declaration of financial results (quarterly and annual), stand alone and consolidated,
- ii) declaration of dividends (interim and final),
- iii) issue of Securities by way of public/rights/bonus etc.,
- iv) any major expansion plans or execution of new projects,
- v) amalgamation, mergers, takeovers and buy-back,
- vi) disposal of whole or substantially whole of the undertaking, and
- vii) any significant changes in policies, plans or operations of the Company.

The Trading Window shall remain closed from the end of every quarter till 48 hours after the declaration of financial results.

Designated Persons and their immediate relatives shall not trade in securities when the trading window is closed.

7.2 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.

7.3 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, shall determine the timing for re-opening of the trading window which in any event shall not be earlier than forty-eight hours after the information becomes generally available.

8. Pre-clearance of trades:

8.1 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 is Rs. 10 Lakhs (market value) and above.

8.2 The pre-dealing procedure shall be hereunder:

- i) An application is to be made in the prescribed Form as per **Annexure 1** to the Compliance Officer.
- ii) A declaration in the format as per **Annexure 2** shall be submitted along with the application to the effect that:
 - (a) the applicant for pre-clearance is not in possession of any unpublished price sensitive information on the date of making the application;
 - (b) if the applicant gets possession of any unpublished price sensitive information after making the application but before the execution of the transaction, he shall inform the Compliance Officer of the change in his position and that he would completely refrain from dealing in the securities of the Company till the time such unpublished price sensitive information becomes public;
 - (c) he has not contravened the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders as notified by the Company from time to time; and
 - (d) he has made a full and true disclosure of the matter.

8.3 All applicants shall execute their order in respect of securities of the Company within 7 trading days after the approval of pre-clearance is given in **Annexure 3**. The Specified Person shall file within 2 (two) trading days of the execution of the deal or the time period provided in relevant regulation(s), whichever is greater, the details of such deal with the Compliance Officer in the prescribed format as per **Annexure 4**.

8.4 All trades that have been pre-cleared by the Compliance Officer, have to be executed by the Designated Persons within 7 trading days from the date of pre-clearance, failing which Designated Persons shall require fresh pre-clearance for the trades to be executed.

8.5 All Designated Persons who are permitted to trade under this Code shall not execute a contra trade within six months from the execution of the original trade. The Compliance Officer, for reasons to be recorded in writing, may grant relaxation from strict application of such restrictions, provided that such relaxation does not violate the provisions of this Code and Regulations. Should a contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by it under the Act. However, this shall not be applicable for trades pursuant to exercise of stock options, if any, issued by the Company.

9. Other Restrictions

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

9.2 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 for purposes of this Code.

9.3 The disclosures made under this Code shall be maintained for a period of five years.

10. Disclosures

10.1 Every Promoter, member of the promoter group, Key Managerial Personnel and Director of the Company shall comply with the requirements of Regulation 7(1)(a) of the Regulations;

10.2 Every person on appointment as a key managerial personnel or a Director of the Company or upon becoming a promoter or member of the promoter group shall disclose his holding of securities of the Company as on the date of appointment or becoming a Promoter, to the Company within 7 (seven) days of such appointment or becoming a Promoter.

10.3 Every Promoter, employee and Director of the Company shall disclose to the Company the number of such securities of the Company 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 by SEBI from time to time.

10.4 The Company shall notify the particulars of such trading to the stock exchanges within two trading days of receipt of the disclosure or from becoming aware of such information.

10.5 The Compliance Officer is empowered to require any other Connected Person or class of Connected Persons to make disclosures of holdings and trading in securities of the Company in such form and at such frequency as he may determine.

10.6 Designated persons shall disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the company on an annual basis and as and when the information changes:

- a) immediate relatives;
- b) persons with whom such designated person(s) shares a material financial relationship

[The term "material financial relationship" shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer's annual income but shall exclude relationships in which the payment is based on arm's length transactions.];

- c) phone, mobile and cell numbers which are used by them;
- d) the names of educational institutions from which they have graduated; and
- e) names of their past employers, on a one time basis.

10.7 The Compliance officer shall maintain records of all the declarations in the appropriate form given by the Directors / officers / Designated Persons for a minimum period of five years.

11. Protection to employees filing Voluntary Disclosure Form

An employee who files a voluntary information disclosure form in terms of Chapter IIIA of the PIT Regulations (“Voluntary Information Disclosure Form”), irrespective of whether the information is considered or rejected by SEBI and irrespective of whether the employee is eligible for a reward in terms of Chapter IIIA of the PIT Regulations, shall not be discriminated, discharged, terminated, demoted, suspended, threatened, or harassed, for any of the following reasons:

- (i) filing a Voluntary Information Disclosure Form under PIT Regulations;
- (ii) testifying, participating, or otherwise assisting or aiding SEBI in any investigation, inquiry, audit, examination or proceeding instituted or about to be instituted for an alleged violation of insider trading laws or in any manner aiding the enforcement action taken by SEBI; or
- (iii) breaching any confidentiality agreement or provisions of any terms and conditions of employment or engagement which are solely for preventing such employee from cooperating with SEBI in any manner.

Explanation- For the purpose of this clause, “Employee” means an individual who during employment may become privy to information relating to violation of insider trading laws and files a Voluntary Information Disclosure Form under the PIT Regulations and is a director, regular or contractual employee, but does not include an advocate.

12. Trading Plan

Any Insider who may be perpetually in possession of Unpublished Price Sensitive Information shall be entitled to formulate trading plan enabling him/her to trade in Securities in a compliant manner. The Compliance Officer is required to review such trading plan to assess whether the trading plan will not potentially violate the Insider Trading Regulations. Trading plan approved by the Compliance Officer should be notified to the Stock Exchanges where Securities are listed.

Trading Plan shall: -

- not entail commencement of trading on behalf of the insider earlier than six months from the notification of the plan to the Stock Exchange;
- 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;
- entail trading for a period of not less than twelve months;
- not entail overlap of any period for which another trading plan is already in existence;
- 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
- not entail trading in Securities for market abuse.

Pre – clearance of trades, trading window norms and restrictions on contra trade shall not be applicable for trades executed as per an approved trading plan.

The Compliance Officer may seek express undertakings necessary for the assessment, approval, and implementation of the trading plan. An approved trading plan is irrevocable. Insider cannot execute any trade outside the scope of the trading plan.

Implementation of a trading plan shall not commence if any Unpublished Price Sensitive Information in possession of the insider at the time of formulation of the plan is not generally available at the time of implementation. Compliance officer may defer the commencement until such Unpublished Price Sensitive Information is generally available.

The trading plan of the Compliance Officer, if any, shall be presented to the Chairman of the Company for approval.

13. Penalty for contravention of the Code of Conduct

13.1 Any Designated Persons who contravene any provision of this Code shall be barred from dealing in the securities of the Company for a period of six months.

13.2 Notwithstanding the aforesaid, Designated Persons who contravene any provision of this Code, shall also be subject to disciplinary action by the Board, which may include wage freeze, suspension, recovery, claw back, ineligibility for future participation in employee stock option plans, etc.

13.3 Any punitive action taken by the Board against any Designated Persons for any violation of this Code or the Regulations shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.

13A Protection to employees

Any employee who voluntarily submits information to the SEBI under Regulation 7B or acts in the manner as specified under Regulation 7I of the SEBI (Prohibition of Insider Trading) (Third Amendment) Regulations, 2019, relating to an alleged violation of Insider Trading laws that has occurred, is occurring or has a reasonable belief that it is about to occur, shall be protected against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination by the Company.

For the above purpose, “employee” means any individual who during employment may become privy to information relating to violation of Insider Trading laws and files a Voluntary Information Disclosure Form under these regulations and is a director, regular or contractual employee, and any other persons as stated in Regulation 7I.

14. Onus in case of UPSI

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

15. Submission of Original Information to the Board

(1) An Informant shall submit Original Information by furnishing the Voluntary Information Disclosure Form to the Office of Informant Protection of the Board in the format and manner set out in Schedule D attached as Annexure IV. The Voluntary Information Disclosure Form may be submitted through informant’s legal representative:

Provided that where the Informant does not submit the Voluntary Information Disclosure Form through a legal representative, the Board may require such Informant to appear in person to ascertain his/her identity and the veracity of the information so provided.

The legal representative shall,-

- i. Verify the identity and contact details of the Informant;
- ii. Unless otherwise required by the Board, maintain confidentiality of the identity and existence of the Informant, including the original Voluntary Information Disclosure Form;
- iii. Undertake and certify that he/she,-
 - (a) Has reviewed the completed and signed Voluntary Information Disclosure Form for completeness and accuracy and that the information contained therein is true, correct and complete to the best of his/her knowledge;
 - (b) Has obtained a irrevocable consent from the Informant to provide to the Board with original Voluntary Information Disclosure Form whenever required by the Board; and
 - (c) Agrees to be legally obligated to provide the original Voluntary Information Disclosure Form within seven (7) calendar days of receiving such requests from the Board.
- iv. Submits to the Board, the copy of the Voluntary Information Disclosure Form in the manner provided in Schedule D of these regulations along with a signed certificate as required under clause (iii) of this sub-regulation (2).

(3) An Informant shall while submitting the Voluntary Information Disclosure Form shall expunge such information from the content of the information which could reasonably be expected to reveal his or her identity and in case where such information cannot be expunged, the Informant may identify such part of information or any document that the Informant believes could reasonably be expected to reveal his or her identity

Receipt of Original Information by the Board

(1) The Board may designate a division to function as the independent Office of Informant Protection.

(2) The Office of Informant Protection shall perform such functions as may be specified by the Board, including,-

- i. Receiving and registering the Voluntary Information Disclosure Form;
- ii. Making all necessary communications with the Informant;
- iii. Maintaining a hotline for the benefit of potential Informant;
- iv. Maintaining confidentiality of the legal representative of the Informant and act as an interface between the Informant and the officers of the Board;
- v. Interacting with the Informant Incentive Committee;
- vi. Issuing press releases and rewards relating to Informant; and
- vii. Submitting an annual report to the Board relating to the functioning of the Office of Informant Protection.

(3) On receipt of the Voluntary Information Disclosure Form, the Office of Informant Protection shall communicate the substance of the information along with the evidence submitted by the informant to the relevant department or division of the Board for examination and initiation of necessary action, if any.

(4) The Board shall not be required to send any intimation or acknowledgement to the Informant or any other person, of the examination or action initiated by the Board, if any, pursuant to receipt of the Voluntary Information Disclosure Form or information under these regulations, including rejection thereof.

Functions of Informant Incentive Committee

(1) The Informant Incentive Committee shall be assisted by the Office of Informant Protection.

(2) The Informant Incentive Committee shall give its recommendations to the Board on the following matters,-

- i. Eligibility of Informant for reward;
- ii. Determination under regulations 7E and 7G; and
- iii. Such other issues relating to Informant as the Board may require from time to time.

(3) The Informant Incentive Committee shall conduct its meetings in the manner specified by the Board in this regard.

‘Informant Incentive Committee’ means the High Powered Advisory Committee constituted by the Board in the manner as may be specified under regulation 11 of the Securities and Exchange Board of India (Settlement Proceedings) Regulations, 2018.

16. Void Agreements

(1) Any term in an agreement (oral or written) or Code of Conduct, is void in so far as it purports to preclude any person, other than an advocate, from submitting to the Board information relating to the violation of the securities laws that has occurred, is occurring or has a reasonable belief that it would occur.

(2) No person shall by way of any threat or act impede an individual from communicating with the Board, including enforcing or threatening to enforce, a confidentiality agreement (other than agreements related to legal representations of a client and communications there under) with respect to such communications.

17. No Amnesty

(1) Nothing in these regulations shall be deemed to provide any amnesty or immunity to an Informant for violation of securities law.

(2) Where an action against an Informant is deemed appropriate the Board may take into account the co-operation rendered in the final determination of any penalty, sanction, direction or settlement thereof, as the case may be.

(3) Where an action against an Informant is deemed appropriate, the Board while determining the value of monetary sanctions shall not take into account the monetary sanctions that the Informant is ordered to pay or that which any other person is ordered to pay if the liability of such other person is based substantially on the conduct that the Informant directed, planned, or initiated.

(4) An Informant who may be liable for enforcement action by the Board based on his or her conduct in connection with securities laws violations reported in the Voluntary Information Disclosure Form filed with the Board, may simultaneously or at any time thereafter file an application seeking settlement with confidentiality under Chapter IX of the Securities and Exchange Board of India (Settlement Proceedings) Regulations, 2018.

(5) Notwithstanding any action taken by the Board against an Informant, the Informant may, after payment of any monetary amounts be eligible for a Reward.

18. Miscellaneous

The other regulations provided in SEBI (Prohibition of Insider Trading) Regulations, 2015 will inter-alia applicable on which there is no specific mention in this Code.

19. Reporting to SEBI

In case it is observed by the Board, that there has been a violation of the Regulations, it shall inform SEBI promptly.

*Inserted pursuant to the SEBI (Prohibition of Insider Trading) (Third Amendment) Regulations, 2019. Subsequent clauses in the Code of Conduct have been renumbered.

Incorporated on : **February 12, 2015**

Effective from : **May 15, 2015**

Amended Policy effective from : **September 27, 2021**

ANNEXURE - I
SPECIMEN OF APPLICATION FOR PRE - DEALING APPROVAL

Date: _____

To,
The Compliance Officer,
The Hi-Tech Gears Limited
ISIN of the company: INE127B01011
A-589, Industrial Complex, Bhiwadi,
Rajasthan-301 019

Internal use
Recd date and time:
Sign :

Dear Sir/Madam,

Subject: Application for pre-dealing approval in securities of the Company

Pursuant to the Regulations, I seek approval for purchase/ sale/ subscription of the _____ Securities (give description) of the Company as per the details given below:

Name : _____

State whether

Director Promoter Designated Employee/KMP/Others

EMPL NO. _____ DESIGNATION _____
DEPARTMENT _____
LOCATION _____

Nature of transaction (Buy/ sell/ subscribe)	*Name of Proposed Buyer/ Seller & relationship with applicant	No. of securities	**Date of purchase/ allotment	***Previous Approval no. and date for purchase/ allotment) if any	DP/BEN ID of the account / folio no. where the securities will be credited/ debited	No. of Securities held in such Account/ Folio No.
					<i>DP/ BEN ID.</i> _____ _____	
					<i>FOLIO NO.</i> _____ _____	

* Applicable for off market transaction.

** Applicable only if the application is in respect of sale of securities.

*** Applicable only if the application is in respect of sale of Securities for which an earlier purchase sanction was granted by the Compliance Officer.

I enclose herewith the form of Undertaking duly signed by me.

Yours faithfully,

(Signature)

Designation: _____

Note : This application has to be necessarily submitted either by hand or through electronic mail at the dedicated e-mail id secretarial@thehitechgears.com and followed by a hard copy.

ANNEXURE-II
UNDERTAKING
(TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-DEALING)

To
The Compliance Officer,
The Hi-Tech Gears Limited
ISIN of the company: INE127B01011
A-589, Industrial Complex, Bhiwadi,
Rajasthan-301 019

I, _____ S/D/W/o _____, resident of _____,
_____ hereby declare that I am a/an Director/
Employee/ KMP/ Promoter of M/s. The Hi-Tech Gears Limited

I, further declare:

1. that, I am not in possession of or otherwise privy to any unpublished Price Sensitive Information up to the time of signing this undertaking.
2. that, in case, I have access to or receive any price sensitive information after signing this Undertaking but before execution of the transaction, I shall inform the Compliance Officer of the change in my position and I would completely refrain from dealing in the Securities of the Company till the time such Price Sensitive Information becomes public.
3. that, I declare that I have not contravened the Code as notified by the Company from time to time.
4. that, I undertake to submit the necessary report within four days of execution of the transaction or a 'Nil' report if the transaction is not undertaken.
5. that, I am aware and I shall be liable to face penal consequences including disciplinary action as set forth in the Code of the Company, in case the above declarations are found to be misleading or incorrect at any time.
6. that, I hereby agree to indemnify and keep the Company, its Directors & Compliance Officer indemnified from and against any and/or all penalties/fines that may be imposed on them by the Securities and Exchange Board of India and/or any other statutory authorities as a result of violation by me of the SEBI (Prohibition of Insider Trading) Regulations, 2015 Regulation and the Code prescribed by the Company.
7. that, I declare that I have made full and true disclosure in the matter.

(Signature)
Name
Designation

ANNEXURE-III
FORMAT FOR PRE-DEALING APPROVAL LETTER

Date: _____

Approval No: HGL/S&L/SEBI (IT) REG/ _____ /20 ____ /

To
Mr/Ms/Mrs. _____
Emp No.: _____
Designation: _____

SUB : PRE-DEALING APPROVAL/DISAPPROVAL FOR _____ SECURITIES

REF : YOUR APPLICATION DATED _____

Dear Mr/Ms/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 {1} week). 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 {2} days from the date of transaction/deal.

In case the transaction is not undertaken a “Nil” report shall be required to be furnished by you within 4 (four) days after the validity period of the approval letter.

Yours truly,
For The Hi-Tech Gears Limited

Compliance Officer

Encl: Format for submission of details of transaction

ANNEXURE-IV
FORMAT FOR DISCLOSURE OF PRE-APPROVED TRANSACTIONS

(To be submitted within 2 (Two) days of transaction/dealing in securities of the Company when transaction is undertaken otherwise within 2 (Two) days after the expiry of the validity period of the approval letter issued in this behalf)

To
The Compliance Officer,
The Hi-Tech Gears Limited
ISIN of the company: INE127B01011
A-589, Industrial Complex, Bhiwadi,
Rajasthan-301 019

Dear Sir,

SUB : DETAILS OF PRE-APPROVED TRANSACTION FOR _____ SECURITIES
REF : YOUR APPROVAL LETTER NO. _____ DATED _____

This is to inform you that I,

- **have not bought/ sold/ subscribed any securities of the Company.***
- **have bought/ sold/ subscribed to the _____ Securities (give description) as mentioned below on _____ (insert date).***

Name of holder and relationship with applicant	** First or joint holder	No. of securities dealt with	Bought / Sold/Subscribed*	DP ID/CLIENT ID (electronic form) or Folio no. for physical Sec. will be debited or credited *	Price (In Rs.)	Balanced after approved sale/ purchase etc.

** “F” first holder “J” joint holder

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 (Three) years and produce to the Compliance Officer/SEBI any or all 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 declare that the above information is correct and that the provisions of the Company’s Code of Conduct for prevention of Insider Trading and/or applicable laws/rules/ regulations made thereunder have not been contravened for effecting the above said transaction(s).

I agree to hold the above securities for a minimum period of 30 days. In case there is any personal emergency or urgent need to sell these securities within the said period, I shall approach the Company (Compliance Officer) for necessary approval (applicable in case of purchase / subscription).

Yours truly,

Signature: _____

Name: _____

Designation _____

Emp No: _____

Dept/ Div. : _____

* Strike out whichever is not applicable.

ANNEXURE-V

[SCHEDULE D]

[See regulation 7B]

Form for Informant's Voluntary Information Disclosure to be submitted to the Board.

Note: For submission of information through a legal representative, the redacted copy of the Form expunging information that may identify the Informant shall be submitted by the legal representative without expunging any information relating to the legal representative and the details relating to the violation of securities laws.

**Indicates that the required field is non-mandatory, remaining fields are mandatory*

I. PERSONAL INFORMATION OF THE INFORMANT		
A. INDIVIDUAL 1:		
Last Name:.....	First Name:.....	Title:.....
Address:	City / State:	PIN:
Telephone (with State Code):	Mobile:	E-Mail address:
Employment Details*:	Permanent Account Number, if available:	
II. LEGAL REPRESENTATIVE (where applicable)		
Last Name:.....	First Name:.....	Title:.....
Firm Name (if not self-employed):		
Contact address :	City / State:	PIN:
Residence address:	City / State:	PIN:
Telephone (with State Code):	Mobile:	E-Mail address:

Bar Council Enrolment Number:		
III SUBMISSION OF ORIGINAL INFORMATION		
1. Is it a violation of securities laws? Yes / No		
2. If yes to question (1), please describe the type of violation:		
3. Has the violation: Occurred / Occurring / Potential to occur in future		
4. If the violation has occurred, date of occurrence: dd/mm/yy <i>(in case exact date is not known, an approximate period may be entered)</i>		
5. Have the individual(s) or their representatives had any prior communication(s) or representations with the Board concerning this matter? Yes (Details thereof) / No		
6. Does this violation relate to an entity of which the individual is or was an officer, director, counsel, employee, consultant or contractor? Yes (Details thereof) / No		
7. If yes to question (6), was the original information submitted first to your Head or internal legal and compliance office? Yes / No		
8. If yes question (7), then please provide, Date of submission of original information: dd/mm/yy		
9. Please describe in detail why you think the information submitted is a violation?		
10. What facts or supporting material is your allegation based on? Please attach any additional documents to this form, if necessary.		
11. Identify any documents or other information in your submission that you believe could reasonably be expected to reveal your identity and explain the basis for your belief that your identity would be revealed if the documents were disclosed to a third party.		
12. Provide details of connection amongst the Informant, the company whose securities are involved and the person against whom information is being		

provided:

IV. DECLARATION

I/we hereby declare that,-

- A. I/we have read and understood the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- B. I/we accept that mere furnishing of information by me/us does not by itself confer on me/us right to get reward and that I/we may not get any Reward at all. I/we would be bound by the decisions that the authority competent to grant reward may take;
- C. I/we accept that the Securities and Exchange Board of India is under no obligation to enter into any correspondence regarding action or inaction taken as a result of my/our information.
- D. I/we accept that the reward would be an ex-gratia payment which, subject to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, shall be granted at the absolute discretion of the competent authority. The decision of the authority shall be acceptable to me/us and I/we shall not challenge it in any litigation, appeal, adjudication, etc.
- E. In the event of my/our death before the reward is paid to me/us, it may be paid to (Details of nominee)
- F. I/we declare that the information contained herein is true, correct and complete to the best of my/our knowledge and belief and not obtained from the categories of persons indicated in sub-regulation (2) and sub-regulation (6) of regulation 7G of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and agree to indemnify the Board in case it is not

so found. I/we fully understand that I/we may be subject to action under securities laws as well as Section 182 of the Indian Penal Code, 1860 (45 of 1860) and ineligible for Reward if, in my/our submission of information or in any other dealings with the Board, I/we knowingly and wilfully make any false, fictitious, or fraudulent statements or representations, or use any false writing or document knowing that the writing or document contains any false, fictitious, or fraudulent statement.

Signature:.....

Date: dd/mm/yy

Place:

V. CERTIFICATE BY LEGAL REPRESENTATIVE (where the information is submitted through legal representative)

I hereby certify as follows,-

- (a) I have reviewed the completed and signed Voluntary Information Disclosure Form for completeness and accuracy and the information contained therein is true, correct and complete to the best of my knowledge;

- (b) I have irrevocable consent from the Declarant, to provide to the Securities and Exchange Board of India, the original Voluntary Information Disclosure Form in the event of a request for it from the Securities and Exchange Board of India due to concerns that the Informant has not complied with these regulations or where the Securities and Exchange Board of India requires the said information for the purpose of verification for declaring any gratuitous reward to the Informant or where the Securities and Exchange Board of India determines that it is necessary to seek such information to accomplish the purpose of the Securities and Exchange Board of India Act including for the protection of investors,

sharing with foreign securities regulators and foreign and Indian law enforcement agencies, etc.;

(c) I am and shall continue to be legally obligated to provide the original Voluntary Information Disclosure Form without demur within seven (7) calendar days of receiving such request from the Securities and Exchange Board of India.

Signature:.....

Date: dd/mm/yy

Place:

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.)	Number(s)	

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

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

Signature: _____

Name:

Designation:

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	Securities held as on the date of regulation coming into force		% of Shareholding
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	Number(s)	

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

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

Signature: _____

Name:

Designation:

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 / 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/ 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		

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)	

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

Signature: _____

Name:

Designation:

FORM D (Indicative format)

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 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	Connect ion 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/ 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		

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)	

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

Signature: _____

Name:

Designation

