

HIND SECURITIES AND CREDITS LIMITED

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

1. INTRODUCTION:

As a listed & publicly traded Company, Hind Securities and Credits Limited (the “**Company**”) is obligated to comply with the disclosure requirements of SEBI (Prohibition of Insider Trading) Regulations, 2015 (the “**Regulations**”) that have come into effect on 15th May, 2015.

The fair disclosure requirements set forth in the Regulations are premised on all persons investing in securities of listed companies having equal access to information that may affect their investment decisions. Even more importantly, the integrity of the capital markets is based on full and fair disclosure of material information concerning public companies.

Regulation 8 (1) of The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, (hereinafter referred to as the 'Regulations') requires the Board of Directors of every Company whose securities are listed on a stock exchange to formulate and publish on its official website, a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (the “Fair Disclosure Code”) that it would follow in order to adhere to each of the principles set out in Schedule A to the Regulations.

2. DEFINITIONS:

A. "Board of Directors" or "Board"

Board of Directors or Board shall mean the Board of Directors of Hind Securities & Credits Limited, as constituted from time to time.

B. “Compliance Officer”

Compliance Officer means the Company Secretary of the Company.

C. “Securities”

Securities shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof and means the securities of the Company (specifically excluding units of a mutual fund).

D. “Unpublished Price Sensitive Information” or “UPSI”

Unpublished Price Sensitive Information means any information, relating to the Company or its Securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the Securities and ordinarily including but not restricted to, information relating to the following:

- (i) financial results;
- (ii) dividends;
- (iii) change in capital structure;
- (iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
- (v) changes in key managerial personnel; and
- (vi) material events in accordance with the listing agreement.
- (vii) any information which is likely to material affect the price of shares of the Company.

The Company will adhere to the following so as to ensure the fair disclosure of events and occurrences that could impact the price of its securities in the market.

3. NORMS TO BE FOLLOWED:

- i. Prompt public disclosure of UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.**

Unpublished Price Sensitive Information shall be disclosed by the Company to the stock exchanges where the shares of the Company are listed (“**Stock Exchanges**”), forthwith upon credible and concrete UPSI coming into being. The said information shall also be promptly uploaded to the Company’s official website www.supersecurities.in in order to be accessed by the investors and members of the Company and the public i.e. to make the information generally available.

- ii. Uniform, continuous and universal dissemination of UPSI information to avoid selective disclosure.**

The UPSI shall be disseminated uniformly, continuously and universally to all stakeholders through the Stock Exchange and by posting the same on the official website of the Company i.e. www.supersecurities.in. The Company shall use its best endeavors to avoid selective disclosure of UPSI. In case any UPSI gets disclosed selectively or inadvertently or otherwise, the Company shall promptly make generally available the above UPSI through dissemination of the same to the Stock Exchanges and by posting the same on the official website of the Company.

- iii. Authority for Dissemination of information and Disclosure of UPSI.**

As an overriding principle, no person in the organization should communicate externally any information about Hind’s prospects, performance and policies or disclose any unpublished information, whether price sensitive or not, without appropriate prior authorization. Depending upon the area of communication, there are certain persons in the Company who are authorized to speak with the various target groups based on their expertise, role and a deep understanding of the Company. Unless otherwise approved by the Managing Director, only those people occupying the positions listed below are authorized to discuss Company matters with the news media, investment community, etc. in India and/or overseas (“**Authorised Spokespersons**”):

- (i) Chairman and Managing Director; and
- (ii) Chief Financial Officer;

Further, in addition to the above officers, the Compliance Officer will be authorized to make statutory disclosures under the listing agreement and other applicable laws.

iv. Prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

If the information is accidentally disclosed without prior approval of the Managing Director, the person responsible shall inform the Managing Director immediately, even if the information is not considered price sensitive. In such event of inadvertent, selective disclosure of the price sensitive information, the Managing Director shall take prompt action to ensure that such information is generally made available.

v. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.

The Compliance Officer shall provide a prompt, fair and appropriate response to any queries or requests for verification of market rumours by the regulatory authorities including the Stock Exchange. Such response shall be sent to all Stock Exchanges, even if a query has been received from only one of the Stock Exchanges.

The Board shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumours and then making the disclosure.

vi. Handling of all UPSI on a need-to-know basis:

The persons who are privy to UPSI, shall handle the same strictly on a “need to know” basis. This means the UPSI shall be disclosed only to those persons within the Company who need to know the same in the furtherance of legitimate purposes, performance of duties or discharge of legal obligations, and whose possession of UPSI will not in any manner give rise to a conflict of interest or likelihood of misuse of the information.

The person’s privy to confidential information shall, in preserving the confidentiality of information, and to prevent its wrongful dissemination, adopt, among others, the following safeguards (including the safeguards prescribed in other codes adopted by the Company to prevent insider trading):

- i. files containing confidential information shall be kept secure;
- ii. computer files must have adequate security of login through a password;
- iii. the guidelines for maintenance of electronic records and systems as may be prescribed by the Compliance Officer from time-to-time in consultation with the person in charge of the information technology operations must be followed.

4. AMENDMENTS:

The Board may subject to the applicable laws amend any provision(s) or substitute any of the provision(s) with the new provision(s) or replace this policy entirely with a new policy. However, no such amendment or modification shall be inconsistent with the applicable provisions of any law for the time being in force.
