

INSIDER TRADING POLICY

INTRODUCTION:

The Company named as Hardwyn India Limited In terms of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, (hereinafter referred to as the “Regulations”), frame a Code of Conduct for prohibition of insider trading (hereinafter called as the Code) in relation to the Company and its securities.

APPLICABILITY

This Code shall be applicable to Employees and Connected Persons dealing with Securities, Which shall include the following:

- Employees in Finance, Accounting, Taxation and Secretarial functions.
- Heads of all divisions by whatever designation they may be called
- Managers
- Such other employees as may be determined by the code from time to time

DEFINITIONS

- a. **“Compliance Officer”** The Company Secretary of the Company shall act as a Compliance officer for the purpose of this Policy, and shall be responsible to report Board of Director and Chairman of the Audit Committee.
- a. **“Insider”** Means any Person who is
- a connected person; or
 - in possession of or having access to Unpublished Price Sensitive Information:
- a. **“Connected Person”** means:-
- Any person who is or has during the six months prior to the concerned act been associated with a Company, directly or indirectly, in any capacity 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 between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
 - 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
 - an immediate relative of connected persons specified in clause (i); or
 - a holding Company or associate Company or subsidiary Company; or
 - an intermediary as specified in section 12 of the Act or an employee or director thereof; or
 - an investment Company, trustee Company, asset management Company or an employee or director thereof; or
 - an official of a stock exchange or of clearing house or corporation; or
 - 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
 - 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
 - an official or an employee of a self-regulatory organization recognised or authorized by the Board; or

- a banker of the Company; or
 - a concern, firm, trust, Hindu undivided family, Company or association of persons wherein a director of a Company or his immediate relative or or banker of the Company, has more than 10% of the holding or interest;
- a. **“Unpublished Price Sensitive Information (UPSI)”** means any information:-
 - ii. Relating to the Company and its securities, directly or indirectly, that is not generally available to the public which becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to financial results, dividends, changes in the capital structure, mergers, de- mergers, acquisitions, delistings, disposals, expansion of business and such other transactions, changes in Key Managerial Personnel and material events in accordance with the listing agreement.
 - iii. However, the code is not restricted to the information of events mentioned above, and it shall include any, direct or indirect information relating to the Company or its securities.

 - a. **“Generally Available Information”** means information relating to the Company and its securities, which is accessible to the public on a non-discriminatory basis.

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

 - a. **“Trading Day”** means a day on which the recognized stock exchanges are open for trading.

Words and expression not defined in this policy but defined under SEBI (Prohibition of Insider Trading) Regulations, 2015 Shall have the same meaning.

RESTRICTIONS ON COMMUNICATION AND PRESERVATION OF UPSI:

- i. The insider shall not communicate any UPSI regarding Company and its securities to any person including other insiders.
- ii. Any communication in the organization by and/or among the insiders shall be strictly on need to know basis.
- iii. No insider shall trade in securities of the Company when in possession of UPSI.
- iv. Any communication in the furtherance of legitimate purposes, performance of duties or discharge of legal obligations and in the situations as provided in the Regulations shall not be violation of this code.

TRADING PLANS:

- An insider may carry out trade in the securities of the Company pursuant to a trading plan approved by the Compliance Officer and after making disclosure to the public.

- The trading plan shall clearly set out value of trades to be effected or the number of securities to be traded, nature of the trade and the intervals or dates on which such trades shall be effected.

- The trading plan shall be approved after seeking declaration of non possession of any UPSI from such insider-applicant.
- The trading plan once approved shall be irrevocable and mandatorily implemented by the insider.

TRADING WINDOW

- Designated person shall execute the trade subject to compliance with Regulation.
- The Designated persons and their immediate relatives shall not trade in securities during the closure of trading window.
- The Compliance Officer, wherever required, shall close the trading window and shall not re-open earlier than 48 hours after UPSI becomes generally available.
- Trading window shall be closed by the Compliance Officer when notice to the Board is issued for quarterly meetings till second day when the price sensitive information, if any, is made generally available by the Company.

DISCLOSURES AND REPORTING:

- Every Promoter, Director and Key Managerial Personnel shall disclosed their holding of security of the company annually.
- Any person appointed as Key Managerial Personnel or a director of the Company or upon becoming a promoter shall disclose his holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a promoter.
- If the value of the securities traded by promoters, employees and directors, during any calendar quarter, aggregates in excess of Rs. 10 Lakhs (Rupees Ten Lakhs) then a disclosure shall be made to the Company within two trading days of the transaction, about the number of securities acquired or disposed and the Company shall further notify the particulars of such trading to the stock exchange within two trading days of receipt of the disclosure or from becoming aware of such information.
- The disclosures by any person under this code shall also include 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 in value.

GENERAL

sThe formats for making applications for pre-clearance, reporting of trades executed, reporting level of holdings in securities at such intervals as may be determined as being necessary to monitor compliance with these regulations shall be specified by the Board of Directors as deems necessary.