CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURES OF UNPUBLISHED PRICE SENSITIVE INFORMATION

[Under Regulation 8(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015]

Preamble:-

In adherence of the principles of fair Disclosure enumerated under Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015 (the "Regulation"), the Board of Directors of the company has formulated and publish on its website a "Code of Practices and procedure for fair disclosure of Unpublished Price Sensitive Information".

The SEBI vide notification dated 31st December, 2018 has amended the SEBI (Prohibition of Insider Trading) Regulations, 2015, and subsequent amendment to PIT Regulations notified on 21st January, 2019, requires every listed Company, inter alia, to formulate a policy for determination of 'Legitimate purpose' as a part of this code formulated under regulation 8 of SEBI PIT Regulation.

Accordingly, in supersession of the previous code, the Board of Directors in their meeting held on 1st April, 2019 adopted the revised "Code of Practices and procedure for fair disclosure of Unpublished Price Sensitive Information" ("the code")covering a policy for determination of "Legitimate purpose". This revised Code will be applicable from 1st April, 2019.

Definitions:

1. "**Board**" means the Board of Directors of the Company.
2. "**Code**" means the Code of practices and procedures for Fair Disclosures of Unpublished Price Sensitive Information.
3. "**Company**" means HEC Infra Projects Limited.
4. "**Compliance Officer**" means the Company Secretary of HEC Infra Projects Limited.
5. "**Unpublished Price Sensitive Information**" **(** "**UPSI**" **)** means any information, relating to the Company or its securities, directly or indirectly, that is not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:

    a) Financial Results;

    b) Dividends if any;

    c) Change in Capital Structure;

    d) Mergers, De-mergers, Acquisitions, Delisting, Disposals and Expansion of Business and such other transactions;

    e) Changes in Key Managerial Personnel;

All capitalized terms used in this policy document but not defined herein shall have the same meaning as described to such term in the SEBI (Prohibition of Insider Trading) Regulations, 2015, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Companies Act, 2013 and the Rules framed there under, as amended from time to time.

Principles of Fair Disclosure of Unpublished Price Sensitive Information:-

The Company shall adhere to the following principles of fair designed of Unpublished Price Sensitive Information with respect to it and its securities, which is likely to affect price of the Securities:

1. The Company shall ensure prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.

2. The Company shall ensure uniform and universal dissemination of unpublished price sensitive unpublished price sensitive information to avoid selective disclosure.

3. The Company shall ensure designation of a senior officer as a chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.

4. The Company shall ensure prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

5. The Company shall ensure an appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.

6. The Company shall ensure that information shared with analysts and research personnel is not unpublished price sensitive information.

7. The Company shall develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.

8. The Company shall ensure the handling of all unpublished price sensitive information on a need-to-know basis.

9. Policy for determining of Legitimate Purposes is annexed as Annexure A.

The Board of Directors of the company is authorized to amend or modify this code in whole or in part as per amendment made in SEBI (Prevention of Insider Trading) Regulation, 2015.

This Code and every subsequent modification, alteration or amendments made thereto, shall also be intimated to the Stock Exchange where Shares of the Company are listed.

This code shall be published on the official website of the Company.

Annexure A

POLICY FOR DETERMINING LEGITIMATE PURPOSE

Preamble:

Pursuant to the Regulation 3 (2A) of the SEBI (Prohibition of Insider Trading) Regulation, 2015, the Board of Directors of a listed company shall make a policy for determination of "legitimate purpose" as a part of Code of fair Disclosure and Conduct formulated under regulation 8.

This Policy will be applicable on 'all insider' and will be effective from 1st April, 2019.

Any subsequent modification and/ or amendments brought by SEBI in the SEBI (Prohibition of Insider Trading) Regulation, 2015 shall automatically apply on this policy.

Information shared for legitimate purpose:

1) The Board of Director and/ or designated person can share unpublished price sensitive information for legitimate purpose, provided the due notice shall be given to recipient of the said information to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations and refrain himself/ themselves from trading in the shares of the Company unless the said information is publicly disclosed by the Company.

Explanation: For the purpose of this policy, the term "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 ofthese regulations.

2) What shall constitute legitimate purpose and what shall not constitute legitimate purpose will be based on the business related needs of the Company. In general, legitimate purpose shall inter alia, include the following purpose:

   i) Sharing of UPSI in the ordinary course of business with existing and potential partners, collaborators, bankers, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals, other advisors or consultants.

   ii) Sharing of UPSI where such communication is in furtherance of performance of duty(ies);

   iii) Sharing of UPSI for discharge of legal obligation(s).

   iv) Sharing of UPSI for any other genuine purpose as may be determined by any of the Personnel as may be required in this behalf, provided the same shall be

capable of being demonstrated as genuine purpose by the said Personnel, as & when required.

v) Sharing of UPSI for any other purpose as may be prescribed under any law, rules, regulations, notifications etc. for the time being in force, in this behalf, as may be amended from time to time.

Provided that such sharing shall not be carried out to evade or circumvent the prohibitions of SEBI (Prohibition of Insider Trading) Regulations, 2015 (as may be amended from time to time).

Issue of Notice to the recipient of the UPSI:

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 Insider(s) by the relevant Personnel disclosing the UPSI as per this code:

i) To make aware such Insider that the information shared is or would be UPSI;

ii) To instruct such insider to maintain confidentiality of unpublished price sensitive information in compliance with this code & SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended).

However, other provisions / restrictions as may be prescribed under the SEBI (Prohibition of Insider Trading) Regulations, 2015, if any, or any other law for the time being in force in this behalf, as may be amended from time to time, shall prevail over this Code.

POLICY AND PROCEDURE FOR ENQUIRY IN CASE OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION OR SUSPECTED LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION

[Pursuant to Regulation 9A of the SEBI (Prohibition of Insider Trading) Regulation, 2015]

Preamble:

Pursuant to the insertion of Regulation 9A by SEBI (Prohibition of Insider Trading) (Amendment) Regulation 2018 notified on 31st December, 2018 and subsequent amendment to PIT Regulations notified on 21st January, 2019, the Board of Directors in their meeting held on 1st April, 2019 adopted the policies and procedures for inquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information.

This revised Code will be applicable from 1st April, 2019.

Definition:

a) **'Audit Committee'** shall mean Committee of the Board of the Company constituted pursuant to Section 177 of the Companies Act, 2013 read with Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

b) **'Board'** shall mean the Board of Directors of HEC Infra Projects Limited.

c) **'Company'** means HEC Infra Projects Limited.

d) **'Designated Persons'** shall cover all employees whether contractual or otherwise, persons / entities stated under Regulation 9(4) of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 and other connected persons as defined under Regulation 2(d) of the SEBI (prohibition of Insider Trading) (Amendment) Regulations, 2018.

e) **'Immediate relative'** shall include persons defined under Regulation 2(f) of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

f) **'Leak of UPSI'** shall refer to such act / circumstance(s) by virtue of which an UPSI is made available or becomes available, by any means or mode to any person, association, body, firm, agency, society, entity or to a group thereof, whether registered or otherwise before its official publication or announcement or formal circulation in public domain and which shall also include any purported attempt thereof.

g) **'Unpublished Price Sensitive Information'** (UPSI) shall covers information stated under Regulation 2(n) of SEBI (prohibition of Insider Trading) (Amendment) Regulations, 2018.

Applicability:

This policy shall apply to all designated persons and immediate relative of designated persons and persons in possession of or having access to unpublished price sensitive information.

Process of inquiry in case of leak of UPSI or suspected leak of UPSI:

Inquiry under this policy shall commence based on a written complaint received from any employee, department of the Company, Registrar and Share Transfer Agent, designated person, Depository, Stock Exchange, Regional Director or any official thereof, Registrar of Companies or any official thereof, regulatory / statutory authority or any other department of Central or State Government.

1. The complaint shall inter-alia state particulars of the complainee and details of the complaint. The Complainant has the option of annexing such documentary evidence, as deemed reasonable for the purpose of substantiating the complaint lodged.

2. The Complaint shall be addressed to the Company or Board or Audit Committee or Chairman or Managing Director (MD), by whatever name called.

3. Within 5 (five) working days of receipt of the complaint MD, shall write to the complainee intimating the details of the complaint received and requesting him to give a written representation within 7 (seven) working days of receipt of letter. If MD feels that the complaint has been lodged to secure needless publicity for defamatory matter which is detrimental to the interest of the Company then he will discard the complaint with reasons recorded in writing.

4. Within 7 (seven) working days of receipt of representation, MD shall proceed to investigate in the matter and for such purpose may consult such persons, whether internal or otherwise or obtain such external assistance or opinion, as he may deem expedient in this regard. During the course of such investigation, MD may call for such additional documents, representations, etc. as he may deem fit.

5. If no representation is received within the aforesaid stipulated time, MD shall issue notice to the complainee asking him to show cause as to why the Company should not initiate disciplinary proceedings, as applicable, against him.

6. On completion of the preliminary investigation under point 5, receipt of reply to the show cause notice issued under point 6 or on non-receipt thereof, MD shall refer the matter to the Chairman of the Audit Committee, alongwith his opinion, for his consideration.

7. Chairman of the Audit Committee on receipt of such opinion shall proceed to convene a meeting of the Audit Committee and shall actually convene the concerned meting within a period of 45 days of receipt of opinion of MD.

8. The Audit Committee shall consider the matter and put forward its recommendation to the Board. The Board, on receipt of such recommendation and after due review, if forms an opinion that the complainee is guilty of leak of UPSI or suspected leak of UPSI, then it will order for necessary disciplinary proceedings of the company, which will be in addition to the penal provisions stated under SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 and any other statutory enactments, as applicable.

9. The Company suo-moto reserves the right of initiating an inquiry under this policy against any designated person if it has reasons to believe that such person has leaked UPSI or suspected to leak UPSI.

10. This policy shall not in any way preclude any referrals, complaints, measures, actions etc. which can be instituted or which are available under the existing Vigil Mechanism Policy of the Company.

11. The word MD or CEO wherever referred in this policy shall mean and include head of the Company, whether occupying board position or not, by whatever name called.

12. The Board shall have the power to amend any of the provisions of this Policy, substitute any of the provisions with a new provision and also replace this Policy entirely with a new Policy.

13. Any words used in this Policy but not defined herein shall have the same meaning as described to it in the Companies Act, 2013 or Rules made thereunder, Securities & Exchange Board of India Act or Rules and Regulations made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 or any other relevant legislation/law applicable to the Company, as amended from time to time.