



HMT LIMITED

एचएमटी लिमिटेड

**अन्य नामित व्यक्ति और उनके निकट संबंधी द्वारा
ट्रेडिंग विनियमन और रिपोर्टिंग
पर
आचार संहिता
और निष्पक्ष प्रकटीकरण**

**CODE OF CONDUCT FOR REGULATING & REPORTING TRADING BY
DESIGNATED PERSONS & THEIR IMMEDIATE RELATIVES AND
FOR FAIR DISCLOSURE**

(As approved by the Board of Directors of the Company on 12.04.2019)

HMT LIMITED

CODE OF CONDUCT FOR REGULATING & REPORTING TRADING BY DESIGNATED PERSONS & THEIR IMMEDIATE RELATIVES AND FOR FAIR DISCLOSURE

CHAPTER I

1. Introduction

In line with the Companies Act, 2013 and SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 or any amendment thereto, the Board hereby adopts the “HMT Code of Conduct for Regulating & Reporting Trading by Designated Persons & their Immediate Relatives and for Fair Disclosure” of HMT LIMITED.

2. The Policy and Obligations

The Company endeavors to preserve the confidentiality of unpublished price sensitive information and to prevent misuse of such information. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations.

Every Director and other Designated Person of the Company has a duty to safeguard the confidentiality of all such information obtained in the course of his or her work at the Company. No Director and other Designated Person may use his or her position or knowledge of the Company to gain personal benefit or to provide benefit to any third party

3. Objective of the Code

The objective of the Code is to regulate, monitor and report trading by Designated Persons and immediate relatives of Designated Persons towards achieving compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended. The Code shall also provide for practices and procedures for fair disclosure of unpublished price sensitive information.

4. Applicability

This Code shall apply to all Designated Persons and immediate relatives of Designated Persons as mentioned in this Code.

5. Definitions

In this Code, unless the context otherwise requires:

- (i) "**SEBI Act**" or "**Act**" means the Securities and Exchange Board of India Act, 1992;
- (ii) "**Regulations**" mean the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time;
- (iii) "**The Company**" means HMT Limited (HMT);
- (iv) "**Code**" means "HMT Code of Conduct for Regulating & Reporting Trading by Designated Persons & their Immediate Relatives and for Fair Disclosure", as modified from time to time;
- (v) "**Connected Person**" means -
 - (i) 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.
 - (ii) 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, -
 - a. an immediate relative of connected persons specified in clause (i); or
 - b. a holding company or associate company or subsidiary company; or
 - c. an intermediary as specified in section 12 of the Act or an employee or director thereof; or
 - d. an investment company, trustee company, asset management company or an employee or director thereof; or
 - e. an official of a stock exchange or of clearing house or corporation; or
 - f. 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
 - g. 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
 - h. an official or an employee of a self-regulatory organization recognised or authorized by SEBI; or
 - i. a banker of the company; or
 - j. a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or

banker of the company, has more than ten per cent of the holding or interest;

- (vi) **“Designated Employee”** means a person occupying any of the following position in the Company:
- (a) All Directors and Chief Vigilance Officer
 - (b) Key Managerial Personnel
 - (c) All Executive Directors
 - (d) All General Managers
 - (e) All Heads of Finance of Units/Divisions
 - (f) All Employees working in Finance Department & Corporate Planning Dept.
 - (g) All employees working in Company Secretariat & Legal Deptt.
 - (h) All employees working in Secretariat of CMD/Functional Directors
 - (i) Any support staff such as IT staff who have access to UPSI
 - (j) Any other key person, who in the opinion of Compliance Officer be covered in the “Designated Employee”;
- (vii) **“Designated Person”** with regard to the Company means any of the following persons:
- (a) A Designated Employee of the Company
 - (b) Employees of the Company’s Material Subsidiary, if any, so designated on the basis of their functional role/access to UPSI by their Board of Directors, but shall specifically include:
 - the Managing Director & Functional Directors
 - Employees upto two levels below Managing Director irrespective of their functional role or ability to have access to UPSI
 - (c) Promoters of the Company
 - (d) Any other key person, who in the opinion of Compliance Officer be covered in the “Designated Person”;
- (viii) **“Director”** means a member of the Board of Directors of the Company;
- (ix) **“Fiduciary”** with regard to the Company refers to the professional firms such as auditors, accountancy firms, law firms, analysts, insolvency professional entities, consultants, banks etc., assisting or advising the Company
- x) **“Generally Available Information”** means information that is accessible to the public on a non-discriminatory basis;
(Information published on the website of a stock exchange, would ordinarily be considered generally available.)
- (xi) **“Immediate Relative”** means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent

financially on such person, or consults such person in taking decisions relating to trading in securities;

(xii) “Insider” means any person who is:

- i) a connected person; or
- ii) in possession of or having access to unpublished price sensitive information;

(xiii) “Key Managerial Personnel” or “KMP”, in relation to a company means:-

- (a) the Chairman & Managing Director
- (b) all Whole-time Functional Directors
- (c) Company Secretary and
- (d) such other officer as may be prescribed under the Companies Act, 2013;

(xiv) “Securities” includes:

- (a) Shares, bonds, debentures or other marketable securities of a like nature;
- (b) Any kind of derivatives in the Securities of the Company; and
- (c) Such other instruments recognized as securities under the Securities Contracts (Regulation) Act, 1956 and issued by the Company from time-to-time;

(xv) “Stock Exchange” means:

- (a) Bombay Stock Exchange; and
- (b) National Stock Exchange of India Limited;

(xvi) “Trading” means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly;

(xvii) “Trading Day” means a day on which the recognized stock exchanges are open for trading where securities of the Company are listed;

(xviii) “Trading Window” means trading period for trading in the Company's Securities. All days shall be the trading periods except when trading window is closed;

(xix) “Unpublished Price Sensitive Information” or “UPSI” means any information, relating to a 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:

- (i) financial results;
- (ii) dividends;

- (iii) change in capital structure;
- (iv) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
- (v) changes in key managerial personnel.

Compliance Officer may decide any other matter also as Price Sensitive Information;

All other words and phrases will have the same meaning as defined under the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time. Words and expressions used and not defined in these Regulations but defined in the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013, as amended and Rules & Regulations made thereunder shall have the meanings respectively assigned to them in that legislation.

=====

CHAPTER II

CONFIDENTIALITY & COMMUNICATION OF UPSI

6. Compliance Officer

- 6.1 Director (Finance) or in the absence of Director (Finance), any Functional Director or in the absence of Functional Director, any other officer so designated by the Board
- 6.2 The Compliance Officer shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of UPSI, monitoring of trades and the implementation of the Code of Conduct under the overall supervision of the Board of Directors.
- 6.3 The Chairman and Managing Director shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in the regulations to prevent insider trading.
- 6.4 A Record of Designated Employees shall be maintained by Company Secretary under the overall supervision and control of the Compliance Officer and changes taking place in the list from time to time shall be incorporated therein.
- 6.5 The Compliance Officer shall provide any clarifications with regard to the implementation of this Code. The Company Secretary shall assist the Compliance Officer in discharging this function.

7. Preservation of UPSI

- 7.1 All the unpublished price sensitive information shall be identified and its confidentiality shall be maintained.
- 7.2 All Designated Persons shall maintain the confidentiality of price sensitive information. All information shall be handled within the organisation 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.
- 7.3 Lists of all employees and other persons with whom unpublished price sensitive Information is shared shall be maintained and confidentiality agreements shall be signed or notice shall be served to all such employees and persons
- 7.4 No insider shall communicate, provide, or allow access to any unpublished price Sensitive information, relating to a company or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

- 7.5 No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- 7.6 Any person in receipt of unpublished price sensitive information pursuant to a “legitimate purpose” shall be considered an “insider” and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information.
- 7.7 Notwithstanding anything contained in the Code, 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 of Directors of the Company is of informed opinion that sharing of such information 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 of Directors of the Company is of informed opinion that sharing of such information 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 of Directors may determine to be adequate and fair to cover all relevant and material facts.
- 7.8 For the purpose of the above clause, the parties shall be required 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 of Clause 7.7 and shall not otherwise trade in securities of the company when in possession of unpublished price sensitive information.
- 7.9 For the purpose of prompt public disclosure of UPSI, the Company also adopts the Code regarding practice & procedure for Fair Disclosure set out at **Annexure - I**.
- 7.10 A structured digital database shall be maintained by Company Secretary under the supervision of Compliance officer containing the names of such persons or entities, as the case may be, with whom information is shared along with the PAN (or any other identifier authorized by law where PAN is not available). Such database shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database. Inputs in this regard shall be ensured by the concerned Heads of Departments within 2 working days of sharing the said UPSI.

CHAPTER III TRADING RESTRICTIONS

8. Trading when in possession of UPSI

An Insider shall not, directly or indirectly, –

- i. Trade in the securities of the Company when in possession of UPSI;
- ii. Trade in securities of the Company except when the Trading Window is open and the Insider is not in possession of UPSI.

Provided the restriction in 8 (i) above shall not apply to:

- (a) a transaction that is an off-market inter-se transfer between Insiders who were in possession of the same UPSI without being in breach of these Rules and both parties had made a conscious and informed Trade decision subject to the condition that such off-market Trades shall be reported by the Insiders to the Compliance Officer within two working days in the format given in **Annexure II** which shall in turn be notified by the Compliance Officer to the stock exchanges within two trading days from receipt of the disclosure or from becoming aware of such information;
- (b) the transaction was carried out through the block deal window mechanism between persons who were in possession of the UPSI without being in breach of these Rules and SEBI Regulations and both parties had made a conscious and informed Trade decision;
- (c) the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction;
- (d) the transaction in question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations; and

9. Trading Window

- 9.1 The Compliance Officer shall notify a 'trading window' during which the Designated Persons and their immediate relatives may Trade in the Company's securities after securing pre-clearance from the Compliance Officer in accordance with these Rules.
- 9.2 Designated Persons and their immediate relatives shall not Trade in the Company's securities when the trading window is closed.
- 9.3 The trading window shall generally be closed for all Insiders from the end of every quarter till 48 hours after declaration of financial results.

- 9.4 Additionally, the trading window shall be closed in particular for a Designated Person or class of Designated Persons when the Compliance Officer determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of UPSI, for such periods as determined by the Compliance Officer.
- 9.5 The trading window may be re-opened after closure, not earlier than 48 hours after the UPSI in question becomes generally available.
- 9.6 Trading window norms shall not be applicable for Trades carried out in accordance with an approved trading plan.

10. Pre-clearance of Trades

- 10.1 All Designated Persons and their immediate relatives who intend to trade in the securities of the company above a minimum of 25000 shares of the Company per Quarter, should pre-clear the transactions as per the pre-trading procedure as described hereunder
- 10.2 An application shall be made in **Annexure-III** to the Compliance Officer indicating the estimated number of securities that the Designated Persons or their immediate relatives intends to trade in, the details as to the depository with which he has a security account, the details as to the securities in such depository mode and such other details as may be required by any rule made by the Company in this behalf.
- 10.3 All Designated Persons and their immediate relatives shall execute their order in respect of securities of the Company within seven trading days after the approval of preclearance is given. If the order is not executed within the aforementioned specified period, the Designated Persons must obtain fresh preclearance before executing the transaction again.
- 10.4 In case the Designated Person or his/ her immediate relative decides not to execute the trade after securing pre-clearance, he/ she shall inform the Compliance Officer of such decision immediately.
- 10.5 Prior to approving any trades, the Compliance Officer shall be entitled to seek declarations to the effect that the applicant for pre-clearance is not in possession of any unpublished price sensitive information. He shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.
- 10.6 It shall be the responsibility of Designated Persons to ensure compliance of clauses 10.1 to 10.4 above in case of their immediate relatives also.

- 10.7 All Designated Persons who buy or sell any number of shares of the company shall not execute a contra trade i.e. sell or buy any number of shares during the next six months following the prior transaction. Provided that this shall not be applicable for trades pursuant to exercise of stock options.
- 10.8 The Compliance Officer may grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate the regulations.
- 10.9 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 SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act.
- 10.9 Compliance Officer to ensure Chinese Wall Norms & Processes in the Company.
- 10.10 The Competent Authority to accord pre-clearance shall be as follows:
- a. Board of Directors shall be the approving authority for the trading proposals of all Directors.
 - b. Compliance Officer shall be the approving authority for the trading proposals of other designated persons.

11. Trading Plans

- 11.1 An Insider shall be entitled to formulate a trading plan and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan. **(Annexure –IV)**
- 11.2 Such trading plan shall:–
- (i) Not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
 - (ii) 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 Company and the second trading day after the disclosure of such financial results;
 - (iii) Entail trading for a period of not less than twelve months;
 - (iv) Not entail overlap of any period for which another trading plan is already in existence;

- (v) 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
 - (vi) Not entail trading in securities for market abuse.
- 11.3 The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of the Regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.
- 11.4 Pre-clearance of trades shall not be required for a trade executed as per an approved trading plan. Further, trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.
- 11.5 The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.
- Provided that the implementation of the trading plan shall not be commenced if any unpublished price sensitive information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such event the Compliance Officer shall confirm that the commencement ought to be deferred until such unpublished price sensitive information becomes generally available information
- 11.6 Upon approval of the trading plan, the Compliance Officer shall notify the plan to the stock exchanges on which the securities are listed

=====

CHAPTER IV
REPORTING AND DISCLOSURE REQUIREMENTS

12.1 Disclosure Requirements

Initial Disclosures

By Whom	What to be disclosed	When to be disclosed	Form
Promoter/member of the promoter group/ Director/ KMP to the Compliance Officer	Holding of securities of the Company as on the date of the Regulations taking effect	Within thirty days of the Regulations taking effect	Annexure-V
Promoter/member of the promoter group/ Director/ KMP to the Compliance Officer	Holding of securities of the Company as on date of appointment or becoming Promoter	Within seven days of such appointment or of becoming Promoter	Annexure-VI
Designated Persons to the Company	1. Name, Demat Account No. & PAN (or any other identifier authorized by law) of the following persons: a) Immediate relatives b) Persons with whom the designated person shares a material financial relationship c) E-mail, Phone, mobile & cell numbers which are used by the above persons 2. Names of educational institutions from which the designated person has graduated 3. Names of past employers	Within 30 days of becoming a Designated Person	Annexure-VII

Continual Disclosures

By Whom	What to be disclosed	When to be disclosed	Form
Promoter/ member of the promoter group/ Director/ KMP to the Compliance Officer	Number of such securities acquired or disposed	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 Rs. 10 lakh or such other value as may be specified. <i>*disclosure of incremental transactions shall be made</i>	Annexure-VIII

		<i>when transactions effected after the prior disclosure cross the threshold specified above</i>	
Designated Persons to the Company	Name & PAN (or any other identifier authorized by law) of the following persons: a) Immediate Relatives b) Persons with whom the designated person shares a material financial relationship c) Phone, mobile & cell numbers which are used by the above persons.	1. Within 30 days of the end of the financial year. 2. Whenever the information changes vis-à-vis their last disclosure, within 30 days from the change	Annexure-VII

- 12.2 For the purposes of Clause 12.1, 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 12 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.
- 12.3 The Company at its discretion may require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the company in order to monitor compliance with these regulations, in form D (**Annexure IX**). The disclosure shall be made within 2 trading days of the execution of the transaction.
- 12.4 Updated Forms with regard to the Code shall be available on HMT Website.
- 12.5 The disclosures to be made by any person under Clause 12.1 shall include those relating to trading by such person’s immediate relatives, and by any other person for whom such person takes trading decisions.
- 12.6 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 purpose of Clause 12.1.
- 12.7 The Compliance Officer shall maintain records of all the disclosures/declarations/ Undertakings/ forms as mentioned in this Code, as received from time to time, for a period of five years.
- 12.8 The Compliance Officer shall provide reports to the Audit Committee and to the Board of Directors on annually basis.
- 12.9 The Audit Committee shall review compliance with the provisions of insider trading regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

12.10 For implementation of this Code, Compliance officer shall finalise necessary formats (new/existing) on need basis with the approval of Chairman and Managing Director.

**CHAPTER IV
MISCELLANEOUS**

13. Penalty for Contravention of the Code

- 13.1 All Designated Persons who trades in securities or communicates any information for trading in securities in contravention of the code of conduct may be penalized and appropriate action may be taken by the Company.
- 13.2 All Designated Persons who violate this Code of Conduct including leak of UPSI or suspected leak of UPSI shall also be subject to disciplinary action by the Company, which may include wage, salary freeze, suspension, recovery, claw back, withholding of promotions etc.
- 13.3 Employees shall report instances of leak of UPSI and the same may be done through the Whistleblower Policy of HMT.
- 13.4 On becoming aware of leak of UPSI or suspected leak of UPSI, the Compliance Officer shall initiate appropriate inquiries and the relevant Intermediaries and Fiduciaries shall co-operate with the Company in connection with such inquiry.
- 13.5 The action by the Company shall not preclude SEBI from taking any action in case of violation of the Regulations.
- 13.6 In case it is observed by the Company and/or Compliance Officer that there has been violation of the Regulations including leak of UPSI, SEBI shall be informed by the Company. The Company shall also inform SEBI promptly of inquiries conducted with regard to the violations and results of such inquiries.

14. Uploading of Code on HMT Website

This Code and any amendments thereto shall be available on the website of the Company.

15. Dissemination of the Code

The Company shall implement processes for how and when people are brought 'inside' on sensitive transactions. The Heads of the concerned departments 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.

=====

CODE OF PRACTICE & PROCEDURE FOR FAIR DISCLOSURE

The Code aims at prompt public disclosure of UPSI that would impact price discovery so as to make such information generally available. The disclosure shall be done no sooner than credible and concrete information comes into being. The Code also covers the practices and procedures for fair disclosure of UPSI as well as enumerates what constitutes legitimate purposes for disclosure of UPSI.

1. Uniform and universal dissemination of UPSI shall be ensured to avoid selective disclosure. In case of selective dissemination of UPSI inadvertently or otherwise, it shall be ensured promptly to make such information generally available.
2. Any senior official appointed by Chairman & Managing Director will be the Chief Investor Relations Officer (CIRO) of the Company under this Code to deal with dissemination of information and disclosure of UPSI.
 - 2.1 CIRO/any other authorized person shall ensure that the information shared with analysts and research personnel is not UPSI and that the principles such as, equality of access to information, calls and meetings with analysts etc. are being followed.
 - 2.2 CIRO shall ensure development of best practices to make transcripts or records of proceedings of meetings with analysts/other investor relations conferences available on the official website to ensure official confirmation and documentation of disclosures made.
 - 2.3 The CIRO or any officer authorized by Compliance Officer/CMD shall be invited to meetings/ conferences organized by the Company with the analysts/ institutional investors. Apart from CIRO, no person, except those authorized by the Compliance Officer/CMD shall disclose any information relating to the Company's Securities to analysts and institutional investors.
3. In line with the Company practice, Public Relation officer of the Company shall ensure release of all official Press Releases simultaneously to Stock Exchanges and Media with a copy to CIRO and Company Secretary. These press releases shall also be posted on the website of the Company.
 - 3.1 Public Relation officer of the Company shall ensure appropriate and fair response to queries on news reports and requests for verification of market rumors' by regulatory authorities/stock exchanges in consultation with Head of the concerned department to which the news report/market rumour pertains and the CIRO.

4. Company Secretary shall ensure that disclosures of shareholding pattern as required under Listing Regulations are made in a timely and adequate manner.
5. Company Secretary shall ensure that disclosure with regard to Quarterly & Annual Financial Results, Dividend and Record Date/Book Closure, etc., as required under Listing Regulations are made in a timely and adequate manner.
6. On receipt of Government order with regard to the appointment of Whole-time Directors including CMD, the same shall be promptly disclosed to the Stock Exchanges. With regard to other changes in KMP, the same shall be disclosed to the Stock Exchanges on the date of such change taking place. However, trading window shall not be closed in this regard unless Compliance Officer decides otherwise.
7. The Board may, if deemed fit, advise any additional disclosure with respect to decision on any agenda item placed before the Board. Company Secretary shall ensure prompt disclosure of the same in accordance with Board's directions.
8. Any other material event having bearing on the performance/operations of the Company as well as price sensitive information pertaining to any Specific Function /Division / Unit shall be promptly reported to Public Relation Officer by concerned Functional Head or Unit / Division Head. Public Relation Officer after taking approval of Compliance Officer/CMD shall communicate the same to Stock Exchanges, under intimation to CIRO through Company Secretary.
9. It shall be ensured that all UPSI shall be handled within the Company on a need-to know basis and shall not be communicated, provided or allowed access to, except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
10. For the purpose of the HMT Code of Conduct for Regulating & Reporting Trading by Designated Persons & their Immediate Relatives and for Fair Disclosure, the term "legitimate purpose" shall include sharing of UPSI 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 of these regulations.

=====

Annexure II

DISCLOSURE OF TRANSACTIONS

(To be submitted within 2 working days of transaction / trading in securities of the Company)

To,
The Compliance Officer,
HMT Limited

I hereby inform that I

- ◆ have not bought / sold / subscribed any securities of the Company
- ◆ have bought / sold / subscribed to securities as mentioned below on..... (date)

(strike out whichever is not applicable)

Name of holder	No. of securities	Bought / sold / subscribed	DP ID/ Client ID/ Folio No.	Price (Rs.)

I declare that the above information is correct and that no provisions of the Company's Rules and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

Signature :.....

Name :
Designation :
Employee No .
Date :

APPLICATION FOR APPROVAL FOR PRECLEARANCE OF TRADING IN SECURITIES

The Compliance Officer
HMT Limited
Bengaluru

Dear Sir / Madam,

I, Shri / Smt., an Insider of HMT intend to deal in securities of HMT Limited for the financial year as per details given below:

Name :
Employee No. :
Designation :
Department :
PAN :
Email id :

Name	Relationship	No. of securities held as on the date of the application	DP Id. / Client Id or Folio No	Nature of the transaction (Buy / Sell)	Estimated number of securities to be dealt	Estimated consideration value

UNDERTAKING

In this connection I solemnly confirm and declare:

- THAT I do not have access and/or have not received any "Unpublished Price Sensitive Information" up to the time of signing the undertaking;
- THAT in case I have access to or receive "Unpublished Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction, I shall inform the Compliance Officer about such "Unpublished Price Sensitive Information" and that I shall completely refrain from dealing in the securities of HMT till the time such information becomes public;
- THAT I have not contravened the Insider Trading Code as notified by HMT from time to time.
- THAT I shall not undertake any contra trade for a minimum period of six months from the date of the transaction, for which pre-clearance has been taken.
- If approval is granted, I shall execute the trade within seven days of the receipt of approval failing which I shall seek pre clearance afresh.

I hereby solemnly declare that I have made a full and true disclosure in this regard to the best of my knowledge and belief.

Pre-clearance may kindly be accorded in terms of the Insider Trading Code of HMT.

Date:

Place:

Signature

ANNEXURE IV

APPLICATION FOR APPROVAL OF TRADING PLAN BY INSIDER(S)

The Compliance Officer
HMT Limited
Bengaluru

Dear Sir / Madam,

I, Shri / Smt., an Insider of HMT intend to deal in securities of HMT Limited for the financial year as per details given below:

Name :
Employee No. :
Designation :
Department :
PAN :
Email id :

Details of proposed Trading Plan in securities of HMT Ltd:

Name	Relationship	Opening balance as on 01.04.201..	Trading plan details			Closing balance as on 31.03....	DP Id./ Client Id or Folio No.
			Date	Transaction (Buy / Sell)	Quantity		

UNDERTAKING

I understand that public disclosure of the above mentioned Trading Plan would be made by HMT by notification to the Stock Exchange. I further declare as under:

1. The Trading Plan submitted is irrevocable and I shall mandatorily implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the Trading Plan.
2. I shall not entail commencement of trading earlier than six months from the public disclosure of the plan;
3. I shall 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;
4. I shall not entail overlap of any period for which another Trading Plan is already in existence;
5. I shall not entail trading in securities for market abuse.
6. The Trading Plan shall not be commenced if any unpublished price sensitive information is in my possession at the time of formulation of the plan and has not become generally available at the time of the commencement of implementation.

Date:
Place

Signature

Form A

(As per Regulation 7(1) (a) read with Regulation 6(2)- Initial disclosure)

Name of the company	
ISIN of the company	

Details of securities held by the Promoter, Member of Promoter Group, upon becoming the Designated Persons, 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 persons (Promoters / KMP / Directors / immediate relatives to / others etc)	Securities held as on the date of the regulation coming into force		% of shareholding
		Type of securities (Eg., Shares, warrants, bonds, debentures etc)	No.	

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 the Promoter, Member of Promoter Group, upon becoming the Designated Persons, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

Open interest of future contracts held as on the date of regulation coming into force			Open interest of option contracts held as on the date of regulation coming into force		
Contract specifications	No. of units (contracts * lot size)	Notional value in Rupees terms	Contract specifications	No. of units (contracts * lot size)	Notional value in Rupees terms

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

Name & Signature :
Date :
Designation :
Place :

ANNEXURE –VI

Form B

(As per Regulation 7(1) (b) read with Regulation 6(2) - Disclosure on becoming 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 persons (Promoters / KMP / Directors / immediate relative to /others etc.,)	Date of appointment as Director / KMP or date of becoming promoter	Securities held at the time of becoming promoter appointment as Director / KMP		% of shareholding
			Type of securities (Eg., Shares, warrants, bonds, debentures etc)	No.	

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 future contracts held at the time of becoming promoter appointment as Director / KMP			Open interest of option contracts held at the time of becoming promoter appointment as Director / KMP		
Contract specifications	No. of units (contracts * lot size)	Notional value in Rupees terms	Contract specifications	No. of units (contracts * lot size)	Notional value in Rupees terms

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

Signature :
 Designation :
 Date :
 Place :

Format for Disclosure by Designated Person

To,
The Compliance Officer,
HMT Limited

Dear Sir,

Pursuant to Clause 12.1. (Initial Disclosure/ Continual Disclosure-~~strikethrough which is not applicable~~), please find the requisite information for your record:

1. Name & PAN or any other identifier authorized by law of the following persons:			
S. No.	Name of the Immediate Relatives * OR Persons with whom the designated person shares a material financial relationship*	PAN	Email, Phone, mobile & cell numbers which are used by the person

2. Names of educational institutions from which the designated person has graduated #	
--	--

3) Names of past employers#	
------------------------------------	--

**For definition of "immediate relative" & "material financial relationship" please refer to relevant Clauses of the Code.*

Information for Points 2 & 3 has to be provided only at the time of Initial Disclosure

I hereby declare that the particulars given above are true and in case of any change the same shall be disclosed to the Company as required.

Signature:

Name:

PAN :

Designation:

Department:

Company:

Place:

Form –C

(As per Regulation 7(2) read with Regulation 6(2) - Continual Disclosure)

Name of the Company : _____
 ISIN of the Company : _____

Details of change in Securities of Promoter or employee or Director of a listed company and other such persons as mentioned in Regulation 7(2) read with regulation 6(2)-

Name , PAN, CIN /DIN & Address with contact nos	Category of persons (Promoters / KMP / Directors / immediate relatives 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 the company	Mode of acquisition (market purchase / public rights/preferential offer / off market / inter se transfer
		Type of securities (Eg., Shares, warrants, Convertible Debentures etc)	No. and % of shareholding	Type of securities (Eg., Shares, warrants, Convertible debentures, etc)	No.	value	Transaction type (Buy, Sale/Pledge/Revoked/Invoke)	Type of securities (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 7(2) read with regulation 6(2)

Trading in derivatives (Specific type of contract, Futures or Options etc)						Exchange on which trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	No. of units (contracts * lot size)	Notional Value	No. of units (contracts * lot size)	

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

Signature :
 Designation :
 Date :
 Place :

Form -D

(As per 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, PAN, CIN /DIN & Address with contact nos of other connected persons as identified by the company	Connection with the 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 the company	Mode of acquisition (market purchase / public rights/preferential offer / off market / inter se transfer)
		Type of securities (Eg., Shares, warrants, Convertible Debentures etc)	No. and % of shareholding	Type of securities (Eg., Shares, warrants, Convertible debentures, etc)	No.	value	Transaction type (Buy, Sale/Pledge/Revoke/Invoke)	Type of securities (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 other connected persons as identified by the Company

Trading in derivatives (Specific type of contract, Futures or Options etc)						Exchange on which trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	No. of units (contracts * lot size)	Notional Value	No. of units (contracts * lot size)	

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

Signature :
 Designation :
 Date :
 Place :