Hirect Limited

(Formerly known as Hind Rectifiers Limited)

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

1. **Background:**

Hirect Limited (Formerly known as Hind Rectifiers Limited) ("Company") is a public company whose equity shares are listed on National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") and subject to the rules and regulations issued by the Securities and Exchange Board of India ("SEBI").

2. **Objective:**

The Board (as defined below) of the Company has adopted this code of conduct to regulate, monitor and report trading by the Designated Persons along with their Immediate Relatives as defined in this Code of Conduct ("Code") to comply with the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time ("SEBI PIT Regulations").

The SEBI PIT Regulations prohibits an Insider from Trading (as defined below) in the Securities of a Company listed on any stock exchanges when in possession of or having access to any Unpublished Price Sensitive Information ("UPSI") (as defined below).

3. **Definitions:**

a) **"Act"** means the Securities and Exchange Board of India Act, 1992.

b) **"Board"** means the Board of Directors of the Company.

c) "**Code**" or "**Code of Conduct**" shall mean this Code of Conduct for Regulating, Monitoring and Reporting of Trading by Designated Person(s) and Immediate Relatives of Designated Persons of the Company as formulated in terms of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.

d) **"Company"** means Hirect Limited (formerly known as Hind Rectifiers Limited).

e) **"Compliance Officer"** means the Company Secretary of the Company, or such other senior officer designated as such and reporting to the Board, or the head of the organization in case the Board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the SEBI PIT Regulations and who 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 codes specified under the SEBI PIT Regulations under the overall supervision of the Board.

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

g) **"Connected Person"** means:

i) any person who is or has during the 6 (six) months prior to the concerned act been associated with the 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 relative of connected persons as specified in clause (i); or
b) a holding company, 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 the board of trustees of a mutual fund, a member of the board of directors of the asset management company of a mutual fund or in each case, 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 recognized, or authorized by the SEBI;
i) a banker of the Company; and
j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a Director of the Company or his/her relative or banker of the Company, has more than ten percent of holding or interest; or
k) a firm or its partner or its employee in which a connected person as specified in sub clause (i) of clause (d) is also a partner;
l) a person sharing household or residence with a connected person as specified in sub-clause (i) to of clause (d)

h) **"Contra trade"** means a Trade or transaction which involves buying or selling any number of Securities of the Company and within 6 months, trading or transacting in an opposite transaction involving selling or buying following the prior transaction.

i) "**Designated Person(s)"** means:
a) Promoters of the Company;
b) Directors and Key Managerial Personnel of the Company and its material subsidiaries;
c) Chief Executive Officer ("CEO") and employees up to two levels below CEO of the Company and material subsidiaries irrespective of their functional role in the company or ability to have access to UPSI;
d) Employees in the Finance and Accounts, Corporate Planning, Legal, Corporate Strategy, Corporate Secretarial, Marketing, and any other departments of the Company and its material subsidiaries, if any, on the basis of their functional role or that have access to UPSI, as designated from time to time;
e) Executive Secretaries of Directors, Key Managerial Personnel and Executive Officers of the Company, any other support staff of the Company, such as IT staff or secretarial staff who are likely to have access to UPSI;
f) Any other person who on the basis of their role, seniority and function in the Company, is reasonably expected to have access to UPSI relating to the Company, as may be decided by the Compliance Officer in consultation with the Managing Director/the Chief Executive

Director/the Chief Financial Officer, from time to time or as may be required under the SEBI PIT Regulations.

j) **"Generally Available Information"** means information that is accessible to the public on a non-discriminatory basis and shall not include unverified event or information reported in print or electronic media.

k) **"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.

Note: It is hereby clarified that "spouse" of a person will be considered immediate relative irrespective of whether he/she is financially dependent or consults such person in taking decisions relating to trading in securities.

l) **"Insider"** means any person who is:
  i) a Connected Person; or
  ii) in possession of or having access to UPSI.

m) **"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.

n) **"Key Managerial Personnel"** means person as defined in Section 2(51) of the Companies Act, 2013, or any modification thereof.

o) **"Promoter"** shall have the meaning assigned to it under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.

p) **Promoter Group** shall have the meaning assigned to it under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.

q) **"Material Subsidiary(ies)"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any modification thereof.

r) **"Relatives"** shall mean the following:
  (i) spouse of the person;
  (ii) parent of the person and of its spouse;
  (iii) sibling of the person and of its spouse;
  (iv) child of the person and of its spouse;
  (v) spouse of the person referred in (iii) and (iv) above

s) **"Securities"** shall have the meaning assigned to it under the Securities Contracts (Regulations) Act, 1956 or any modification thereof.

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

u) "**Trading**" means and includes subscribing, redeeming, switching, buying, selling, pledging, dealing, or agreeing to subscribe, redeem, switch, buy, sell, pledge, deal in any Securities, and "trade" shall be construed accordingly.

v) **"Trading day"** means a day on which the recognized stock exchanges are open for trading.

w) **"Trading Window"** means a trading period as specified by the Company from time to time for trading in the Company's Securities;

x) **"Unpublished Price Sensitive Information" (UPSI)** means any information, relating to a Company or its Securities, directly or indirectly, that is not generally available information 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, award or termination of order/contracts not in the normal course of business and such other transactions;
(v) Changes in key managerial personnel (KMP) as defined under the Companies Act, 2013, other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;
(vi) Change in Rating(s) other than ESG rating(s);
(vii) Fund raising proposed to be undertaken;
(viii) Agreements, by whatever name called, impacting the management and control of the company;
(ix) Fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;
(x) Resolution plan/ Restructuring/ one-time settlement in relation to loans/ borrowings from banks/ financial institutions;
(xi) admission of winding-up petition filed by any party/creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
(xii) Initiation of forensic audit (by whatever name called) by company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
(xiii) Action(s) initiated or orders passed within India or abroad by any regulatory, statutory, enforcement authority or judicial body against the listed entity or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the listed entity;
(xiv) Outcome of any litigation(s) or dispute(s) which may have an impact on the listed entity;
(xv) Giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;
(xvi) Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals;
(xvii) Such other matters as may be specified under the SEBI PIT Regulations or decided by the Company from time to time and in case of any inconsistency, the provisions of the PIT Regulations and related SEBI guidance, circulars, or clarifications shall prevail.

Explanation 1 - For the purpose of sub-clause (ix):
(a) 'Fraud' shall have the same meaning as referred to in Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.

(b) 'Default' shall have the same meaning as referred to in Clause 6 of paragraph A of Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Explanation 2 - For identification of events enumerated in this clause as UPSI, the guidelines for materiality referred at paragraph A of Part A of Schedule III of the Listing regulations as may be specified by the Board from time to time and materiality as referred at paragraph B of Part A of Schedule III of the Listing Regulations shall be applicable."

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

Words and expressions used and not defined in this code but defined in the Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislations. In the event two or more statutory enactments provide definitions for certain words and expressions, the definition provided in the Regulations (if such word is defined therein) shall prevail.

4. **Compliance Officer**

a) The Compliance Officer shall be responsible for setting forth policies, procedures, monitoring adherence to the rules for the preservation of UPSI, pre-clearing of trades of Designated Person(s), monitoring of trades and the implementation of this Code in consultation with Managing Director / Chief Financial Officer and under the overall supervision of the Board of Directors of the Company.

b) The Compliance Officer shall maintain a record of the Designated Person(s) and any changes made in the list of Designated Person(s), all the declarations submitted in the appropriate form given by the Designated Persons.

c) The Compliance Officer shall assist Designated Person(s) and/or all employees in addressing any clarifications regarding the Regulations and the Code.

d) The Compliance Officer shall report on the compliance and implementation of the Regulations and the Code to the Board and in particular, shall provide reports to the Chairman of the Audit Committee or to the Chairman of the Board as and when directed by the Board or Audit Committee, but not less than once in a year.

e) The Compliance Officer shall perform all such duties as provided in the Insider Trading Regulations and as may be prescribed by the SEBI, from time to time.

5. **Preservation of Unpublished Price Sensitive Information**

a) Designated Person(s) and Insiders shall maintain the confidentiality of all UPSI. Designated Person(s) and Insiders shall not communicate, provide or allow access to any UPSI except where such communication is in furtherance of Legitimate Purposes, performance of duties or discharge of legal obligations.

b) UPSI is to be handled on a "need to know" basis. i.e. UPSI should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information and shall be communicated, allowed access to or provided in a secure location.

c) To prevent the misuse of Unpublished Price Sensitive Information, the Chinese Wall procedures shall be followed to separate those areas in the Company that routinely have access to UPSI, considered as "Inside Area" from those which deals with providing support services, considered as "public areas". The persons in the Inside Area shall not communicate any UPSI to anyone in public area.

d) In exceptional circumstances i.e. in furtherance of legitimate purposes, performance of duties or discharge of legal obligations, any designated employee may be permitted to 'cross the wall' and give UPSI to any person on a 'need to know' basis.

e) No insider shall communicate, provide, or allow access to any UPSI, relating to the 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.

f) No person shall procure from or cause the communication by any insider of UPSI, relating to the Company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

g) However, UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction which:

  - ➢ entails an obligation to make an open offer under the Takeover Regulations where the Board of Directors of the listed Company is of informed opinion that the proposed transaction is in the best interests of the Company; or

  - ➢ does not attract the obligation to make an open offer under the Takeover Regulations but where the Board of Directors of the listed Company is of the informed opinion that the proposed transaction is in the best interests of the Company and the information that constitutes UPSI 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.

  - ➢ For the above purposes, the Board of Directors 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 of this Clause and shall not otherwise trade in securities of the Company when in possession of UPSI.

h) The Company shall ensure that all files including soft copies containing UPSI are kept secure, such that such information can only be accessed by persons who "need to know" such information or for Legitimate Purpose. All Designated Person(s) and Insiders that get access to UPSI shall also ensure that all the files including soft copies containing UPSI are kept secure.

6. **Trading when in possession of Unpublished Price Sensitive Information**

a) Designated Person(s) and Insiders may trade in Securities subject to compliance with the Regulations and this Code.

b) No insider shall trade in securities when in possession of UPSI and where a person has traded in securities has been in possession of UPSI, his trades would be presumed to have been motivated by the knowledge and awareness of such Unpublished Price Sensitive Information in his possession.

c) Trades may be permitted in certain cases as under, subject to compliance with the Regulations -

i) off-market inter-se transfer between insiders in possession of the same UPSI and both parties had made a conscious and informed trade decision.

ii) transaction carried out through the block deal window mechanism between persons who were in possession of the Unpublished Price Sensitive Information and both parties had made a conscious and informed trade decision;

iii) transaction carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction;

iv) transaction undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.

7. **Trading window**

a) The Company through the Compliance Officer shall specify a trading period, to be notified '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 this Code.

b) The trading window shall generally be closed from the end of every quarter till 48 hours after the declaration of financial results. The gap between clearance of accounts by the Audit Committee and the Board meeting should be as narrow as possible and preferably on the same date to avoid leakage of material information.

c) 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.

d) Designated Persons and their Immediate Relatives shall not Trade in the Company's Securities when the trading window is closed.

e) The trading window may be re-opened after closure, not earlier than 48 hours after the UPSI in question becomes generally available information or is no longer classified as UPSI.

f) Trading window may not be closed for the unpublished price sensitive information which is not emanating from within the Company.

g) It shall be the responsibility of the Designated Persons to inform their Immediate Relatives of Trading window period closures.

h) The Trading window restrictions shall not apply in respect of transactions (a) specified in clauses (i) to (iv) and (vi) of the proviso to sub-regulation (1) of regulation 4 of the Insider Trading Regulations, as may be amended from time to time and in respect of a pledge of shares for a bona fide purpose such as raising of funds, subject to preclearance by the Compliance Officer and compliance with the respective regulations made by SEBI; (b) which are undertaken in accordance with respective regulations made by SEBI such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy-back offer, open offer, delisting offer or transactions which are undertaken through such other mechanism as may be specified by SEBI, from time to time.

i) The Managing Director and CEO of the Company is authorised to put in place adequate and effective system of internal controls, to ensure compliance with the requirements given in these regulations to prevent insider trading and to delegate all such powers asdeemed necessary for effective monitoring of the compliances of these regulations and the Code.

8. Pre-clearance of Trades

a) All Designated Persons and/or their immediate Relatives who intend to trade in securities of the Company (i.e. buy/sell/gift/transfer/pledge/un-pledge etc.) during the trading window open period and if the value of the securities likely to be traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a Traded value in excess of Rs. 5,00,000/- (Rupees Five Lakh Only), should obtain pre-clearance for the transaction by making an application in the form prescribed in **Annexure 1** to the Compliance Officer indicating the estimated number of units of Securities that the Designated Person or Immediate Relative(s) intends to trade and such other details as specified, together with an undertaking in the form prescribed in **Annexure 2** declaring that the applicant is not in possession of UPSI.

b) The pre-clearance approval by the Compliance Officer, if any shall in the form prescribed in **Annexure 3**, if pre-clearance is sought by the Company Secretary, the same shall be approved by any other Key Managerial Personnel.

c) All Designated Person(s) and their Immediate Relatives shall execute their trade in respect of Company's Securities within 7 (seven) trading days after the approval of pre-clearance is given. The Designated Person shall file within 2 (two) trading days of the execution of the trade, the details of such trade with the Compliance Officer in the form prescribed in **Annexure 4**.

d) If the trade is not executed or partly executed within 7 (seven) trading days after the approval is given, the Designated Person must get the transaction pre-cleared again in accordance with the Code for the trade to be executed.

e) The Managing Director of the Company shall be the approving authority for the pre- clearance application of the Compliance Officer.

f) A Designated Person who Trades in securities of the Company without complying with the pre-clearance procedure as envisaged in this Code or furnishes false undertakings and/or makes misrepresentations in the undertakings executed by him/her while seeking the pre- clearance, shall be subjected to the penalties or disciplinary action as envisaged in this Code.

9. **Trading restrictions on Designated Persons**

a) All Designated Persons who trade in Securities of the Company shall not enter into a Contra Trade during the next 6 (six) months following the prior transaction. In case of any Contra Trade is 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 SEBI.

b) The above restriction on Contra Trade shall not apply in case of exercise/sale of employee stock option plan ("ESOP") securities, provided the Designated Persons do not possess UPSI and the sale is executed when the trading window is open and after obtaining pre-clearance.

10. **Trading Plan**

A Designated Person or any Insider shall be entitled to formulate a Trading Plan that complies with the SEBI PIT Regulations ("Trading Plan") and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his/her behalf in accordance with such plan.

i) Such Trading Plan shall:

A. not entail commencement of trading on behalf of the Designated Person or Insider earlier than 120 (one hundred and twenty) calendar days from the public disclosure of the plan;

B. not entail overlap of any period for which another trading plan is already in existence;

C. set out following parameters for each trade to be executed:

a) either the value of trade to be effected or the number of securities to be traded;
b) nature of the trade;
c) either specific date or time period not exceeding five consecutive trading days;
d) price limit, that is an upper price limit for a buy trade and a lower price limit for a sell trade, subject to the range as specified below:

1) for a buy trade: the upper price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent higher than such closing price;

2) for a sell trade: the lower price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent lower than such closing price.

Explanation:

i) While the parameters in sub-clauses (i), (ii) and (iii) shall be mandatorily mentioned for each trade, the parameter in sub-clause (iv) shall be optional.
ii) The price limit in sub-clause (iv) shall be rounded off to the nearest numeral.
iii) Insider may make adjustments, with the approval of the compliance officer, in the number of securities and price limit in the event of corporate actions related to bonus issue and stock split occurring after the approval of trading plan and the same shall be notified on the stock exchanges on which securities are listed

e) not entail trading in securities for market abuse.

ii) The Compliance Officer shall consider the trading plan in consultation with Managing Director or Chief Financial Officer to assess whether the plan would have any potential for violation of these 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 as per provisions of the Regulations.

iii) Trading plan of Managing Director shall be approved in consultation with the Chairperson of Audit Committee.

iv) The trading plan once approved shall be irrevocable and the designated person / insider shall mandatorily have to implement the plan, without being entitled to either execute any trade in the securities outside the scope of the trading plan or to deviate from it except due to permanent incapacity or bankruptcy or operation of law. However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Desgianted Person / Insider is in possession of any Unpublished Price Sensitive Information and the said information has not become generally available at the time of the commencement of implementation. Further, if the designated person/ insider has set a price limit for a trade, the designated person/ insider shall execute the trade only if the execution price of the security is within such limit. If price of the security is outside the price limit set by the insider, the trade shall not be executed.

v) In case of non-implementation (full/partial) of trading plan due to either reasons enumerated above or failure of execution of trade due to inadequate liquidity in the scrip, the following procedure shall be adopted:

a) The designated person/insider shall intimate non-implementation (full/partial) of trading plan to the compliance officer within two trading days of end of tenure of the trading plan with reasons thereof and supporting documents, if any.
b) Upon receipt of information from the designated person/ insider, the compliance officer, shall place such information along with his recommendation to accept or reject the submissions of the designated person/ insider, before the Audit Committee in the immediate next meeting. The Audit Committee shall decide whether such non-implementation (full/partial) was bona fide or not.
c) The decision of the Audit Committee shall be notified by the compliance officer on the same day to the stock exchanges on which the securities are listed.
d) In case the Audit Committee does not accept the submissions made by the designated person/insider, then the compliance officer shall take action as per the Code of Conduct.

vi) The Compliance Officer in consultation with Managing Director or Chief Financial Officer shall approve or reject the trading plan within two trading days of receipt of the trading plan and notify the approved plan to the stock exchanges on which the securities are listed, on the day of approval.

vii) Pre-clearance of trades shall not be required for a trade executed as per an approved trading plan and trading window norms shall not be applicable for trades carried out in accordance with the approved trading plan.

11. **Reporting Requirements for transactions in Company's Securities**

a) Initial Disclosure

Every person on appointment as a Key Managerial Personnel or a Director of the Company or upon becoming a Promoter or member of Promoter Group shall disclose his/her holding of Securities of the Company as on the date of appointment or becoming a Promoter/Promoter Group, to the Compliance Officer within 7 (seven) days of such appointment or becoming a Promoter in the form prescribed in **Annexure 5.**

b) Continual Disclosure

Every Promoter, member of the Promoter Group, Designated Person and Director of the Company shall disclose to the Compliance Officer the number of Securities of the Company acquired or disposed of, by them or their Immediate Relatives, 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. 5,00,000/- (Rupees Five Lakh Only). The disclosure shall be made within 2 (two) trading days of in the form prescribed in **Annexure 6**.

c) Disclosure of off-market trades by Insiders

Details of off-market inter-se transfer, as specified under Regulation 4 of the Regulations, between Designated Persons/Insiders who were in possession of the same Unpublished Price Sensitive Information and who had made a conscious and informed trade decision, shall be reported to the Compliance Officer within 2 (two) working days of such transaction.

d) Disclosure by the Company to the Stock Exchange(s)

Within 2 (two) trading days of the receipt of intimation under Clause 11 b) and c), the Compliance Officer shall disclose to all Stock Exchanges on which the Company's Securities are listed, the information received.

The Compliance officer shall maintain records of all the declarations received under Clause 11 b) and c), for a minimum period of five years.

e) Other disclosure

Every Designated Person of the Company shall be required to forward to the Compliance Officer all the details in the form set out in

i. **Annexure 7**, at the time of joining the Company or any of its material subsidiary; or upon being categorised as Designated Persons within 7 working days of joining or categorised as Designated persons;

ii. **Annexure 8**, on annual basis thereafter, till the time they are associated with the Company or any of its material subsidiaries within 60 days from the end of financial year;

f) The Compliance Officer may, require any other Connected Person to disclose the holdings and Trading in securities of the Company in the form prescribed in **Annexure 9** at such frequency as he /she may determine.

12. **Structured Digital Database Maintenance**

a) The Company shall maintain a structured digital database containing the nature of unpublished price sensitive information and the names of such persons who have shared the information and also the names of such persons with whom Information is shared under the Regulations

Provided that entry of information, not emanating from within the organisation, in structured digit database may be done not later than 2 calendar days from the receipt of such information.

b) The Board shall ensure that such database is preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the SEBI regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

13. **Penalty for contravention of Code of Conduct:**

a) A Designated Person, Officers and employees of the Company who violate this Code (including to the extent the provisions hereof are applicable to his/her dependents/Immediate Relatives) shall be subject to disciplinary action by the Company, which may include wage freeze, suspension, recovery etc. and ineligibility for future participation in the Company's stock option plans or termination.

b) The stock exchanges or any other appropriate regulatory authority shall also be informed of the violation of this Code/Regulations in such form and such manner as may be specified by SEBI from time to time, so that appropriate action may be taken. Any amount collected as penalty under this Code shall be credited to the Investor Protection and Education Fund administered by SEBI.

c) The action by the Company shall not preclude SEBI from taking any action in case of violation of the Regulations

14. **Mechanism for prevention of Insider Trading**

The Managing Director or such other analogous person of the Company, in consultation with the Chief Financial Officer or Compliance Officer, and other relevant members of the Company's senior management, shall put in place and take steps to maintain adequate and effective system of internal controls in place for compliance with SEBI PIT Regulations, including periodic process review to evaluate the effectiveness of such internal controls and other matters stated therein.

The Board shall ensure that the Managing Director & CEO and other members of Company's senior management referred above have taken steps to comply with requirements of this Code.

The Audit Committee shall review compliance the provisions of SEBI PIT Regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effective.

15. **Miscellaneous**

The Compliance Officer shall provide the Audit Committee of the Board, on a quarterly basis, update on compliance under this code, any violations of this Code and other matters as may be directed by the Audit Committee from time to time.

Any suspected violation of Leak of UPSI or violation of this Code can be reported under Whistle Blower Policy.

Retaliation for reporting suspected violations is strictly prohibited under this Code: Employee who reports any alleged violations of insider trading laws in accordance with the informant mechanism under the Regulations, will be protected against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination.

The policy and procedure for inquiry in case of Leak of UPSI or suspected Leak of UPSI is enclosed as **Annexure 10** and forms integral part of this Code.

16. **Limitation, Review and Amendment**

The Board of Directors may amend this Code, as and when deemed fit. Any or all provisions of this Code would be subject to revision / amendment in accordance with the Rules, Regulations, Notifications etc. on the subject as may be issued by relevant statutory authorities, from time to time.

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant statutory, governmental and regulatory authorities are not consistent with the provisions or annexures laid down under this Code, then such amendment(s), clarification(s), circular(s) etc. shall prevail over this Code.

ANNEXURE - 1

APPLICATION FOR SEEKING PRE-CLEARANCE APPROVAL

To,
The Compliance Officer,
Hirect Limited
(Formerly Hind Rectifiers Limited).
Lake Road, Bhandup (W),
Mumbai 400078

Dear Sir/Madam,

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct for Prohibition of Insider Trading, I seek approval to purchase/ sell/ subscribe equity shares of the Company as per details given below:

1.	Name of the applicant	
2.	Designation and Department	
3.	Relationship with the Applicant (Self/ Immediate Relative)	
4.	Number of securities held as on date	
5.	Folio No./ DP ID/ Client ID No.	
6.	The proposal is for	(a) Purchase of securities (b) Subscription to securities (c) Sale of securities (d) Pledge (e) Un-Pledge
7.	Mode of proposed trading	a) Through Market b) Off Market
8.	Proposed date of trading in securities	
9.	Estimated number of securities proposed to be purchased/ subscribed/ sold/ pledge/un-pledge	
10.	Current market price (as on date of application)	
11.	Whether the proposed transaction will be through stock exchange or off-market trade	

I hereby undertake that:

a. I do not have any access and neither have I received any Unpublished Price Sensitive Information (as defined in the Code).

b. I have made a full and true disclosure in the matter and I understand that any pre- clearance granted by the Company is after relying upon the affirmations provided by me.

c. I affirm that I have read and understood the Code fully.

Signature: ______________________
Name: ________________
Date: ______________

ANNEXURE - 2

UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-CLEARANCE

To,
The Compliance Officer,
Hirect Limited
(Formerly Hind Rectifiers Limited),
Lake Road, Bhandup (W),
Mumbai 400078

Dear Sir/Madam,

I, __________ being a designated person of the company as per the code for Trading in the securities of the Company residing at _______, am desirous of trading in _______shares of the Company as mentioned in my application dated _________ pre-clearance transaction. I hereby undertake the following that:

1) I am not in possession of any unpublished price sensitive information ("UPSI") up to the time of signing this undertaking.

2) In the event that I have access to or receive any UPSI after signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from trading in the securities of the Company until such information becomes public.

3) I have not contravened the provisions of this code as notified by the Company from time to time.

4) In the event of this transaction being in violation of the code or the applicable laws,
   a) I will, unconditionally, release, hold harmless and indemnify to the fullest extent, the Company and its directors and officers, (the 'indemnified persons') for all losses, damages, fines, expenses, suffered by the indemnified persons:
   b) I will compensate the indemnified persons for all expenses incurred in any investigation, defense, crisis management or public relations activity in relation to this transaction and
   c) I authorize the Company to recover from me, the profits arising from this transaction and remit the same to the Securities and Exchange Board of India ("SEBI") for credit of the Investor Protection and Education Fund administered by the SEBI.

5) I undertake to submit the necessary report within two days of execution of the transaction/ a 'Nil' report if the transaction is not undertaken.

6) 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.

7) I declare that I have made full and true disclosure in the matter.

8) I have not entered into any transaction in last six months which would render this proposed transaction as contra trade.

Signature:
Name:
Date:

ANNEXURE - 3

FORMAT OF PRECLEARANCE APPROVAL BY THE COMPANY

Date:________

To,
Name of Applicant,
Designation,
Hirect Limited
(Formerly Hind Rectifiers Limited),
Lake Road, Bhandup (W), Mumbai 400078

Subject: Pre-Clearance Approval for trading in ________ Securities of Hirect Limited (Formerly known as Hind Rectifiers Limited)

Dear Sir/Madam,

This is with reference to your application dated ______, seeking our permission to trade in __________ Securities of the Company.

Based on the documents submitted by you, the proposed transaction is hereby approved on the following terms:

Nature of Transaction:	
DP ID / Client ID:	
No. of securities to be traded:	
Validity of pre-clearance period:	

a. The Transaction will have to be executed within 7 (seven) trading days as mentioned above and if the same is not executed, fully or partially, within 7 (seven) trading days after the approval is given, you will have to seek a fresh pre-clearance approval before executing any transaction in the securities of the company.

b. Pursuant to Regulations and Code, post this trade, you should not enter into contra transaction, in any Securities of the Company from/in the open market for a period of next 6 (six) months.

c. You are requested to report the execution of the transaction, or submit a 'Nil' report (in Annexure 4 format), within 2 trading days from the date of execution or expiry of the clearance period, whichever is earlier.

d. Kindly ensure that you are not in possession of Any Unpublished Price Sensitive Information at the time of sharing this pre-clearance and / or at the time of carrying out the transaction(s).

e. This approval is granted on reliance of your representations and subject to compliance with the applicable laws and the Company's Code of Conduct.

Thanking you,

Yours faithfully,
For Hirect Limited
(Formerly Hind Rectifiers Limited).

Compliance Officer

ANNEXURE - 4

DISCLOSURE OF TRANSACTIONS

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

To,
The Compliance Officer,
Hirect Limited
(Formerly Hind Rectifiers Limited).
Lake Road, Bhandup (W),
Mumbai 400078

Dear Sir/Madam,

I hereby inform that I have / have not bought / sold / subscribed Securities of the Company as mentioned below. (strike out whichever is not applicable)

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

I agree to hold the above securities for a minimum period of six months/undertake that no contra trade shall be entered within a period of six months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval.

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

Signature:
Name:
Date:

ANNEXURE - 5

FORM A
SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (b) read with Regulation 6 (2) - Disclosure on becoming a KMP/Director/Promoter/ Member of the promoter group]

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 or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN & Address with contact no.	Category of Person (Promoters / member of the Promoter Group/ KMP/ Directors/ immediate relative to/ others etc.)	Date of appointment of Director/ KMP OR Date of becoming Promoter/ member of the promoter group	Securities held at the time of becoming Promoter or member of the promoter group/ appointment of Director/KMP		% of Shareholding
			Type of security (For eg: – Shares, Warrants, Convertible 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 or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of becoming Promoter/ member of the promoter group/ appointment of Director/KMP			Open Interest of the Option Contracts held at the time of becoming Promoter/ member of the promoter group/ 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

Name
Signature:
Designation:
Date:
Place:

ANNEXURE - 6

Form B
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, Member of the Promoter Group, Designated Person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN, & address with contact nos.	Category of Person (Promoter/ member of the promoter group/designated person/ 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/ disposal 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.)	Exchange on which the trade was executed
		Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of share holding	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No.	Value	Transaction Type (Purchase/sale Pledge / Revocation / Invocation/ Others-please specify)	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of share-holding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

Note: (i) *"Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.*

(ii) *Value of transaction excludes taxes/brokerage/any other charges.*

Details of trading in derivatives on the securities of the company by Promoter, member of the promoter group, designated person or Director of a listed company and immediate relatives of such persons 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)	
16	17	18	19	20	21	22

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

Name & Signature:
Designation:
Date:
Place:

Annexure - 7

Disclosure from Designated Person(s) upon joining the Company or any of its Material Subsidiary(ies)/ being categorised as Designated person(s)

To,
The Compliance Officer,
Hirect Limited
(Formerly Hind Rectifiers Limited).
Lake Road, Bhandup (W),
Mumbai 400078

Dear Sir/Madam,

Sub.: Disclosure under SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct for Prevention of Insider Trading ('Code').

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct for Prevention of Insider Trading, I hereby provide the below details:

1. Name of Designated Person :
2. PAN :
3. Designation :
4. Date of appointment :
5. Securities held at the time of becoming Designated person :
6. Details of Immediate relatives :

Sr. No.	**Relationship**	**Name of the Relative**	**PAN***	**Email ID**	**Securities held**
1	Spouse*				
2	Father (including step-father)				
3	Mother (including step Mother)				
4	Son (including step son)				
5	Son's Wife				
6	Daughter (including step Daughter)				
7	Daughter's Husband				
8	Brother (including step Brother)				
9	Sister (including step Sister)				

Notes:

a) *Mandatory.

b) Details under Sr.no.2 to 9 are required if they are financially dependent on you or consult or take help in trading decision.

7. List of persons with whom I share a material financial relationship:

Sr. No.	Name of the persons	Nature of Financial Relationship
1		
2		

*Explanation–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 the annual income of such Designated Person but shall exclude relationships in which the payment is based on arm's length transactions.*

8. Phone, mobile and cell numbers which are used by me :

Sr. No.	Phone Number used by me
1	
2	
3	

9. The names of educational institutions from which I have graduated / post graduated:

Sr. No.	Name of the Institution	Course completed there
1		
2		
3		

10. Names of my past employers.

Sr. No.	Name of the past Employers	Designation	Duration of employment
1			
2			
3			

I hereby confirm that I am aware of the provision(s) of the Code and will ensure compliance with the Regulations and the Code.

Name & Signature:
Designation:
Date:
Place:

Annexure - 8

Annual Disclosure by Designated Person(s) and upon change in the details previously submitted

To,
The Compliance Officer,
Hirect Limited
(Formerly Hind Rectifiers Limited).
Lake Road, Bhandup (W),
Mumbai 400078

Dear Sir/Madam,

Sub.: Disclosure under SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct for Prevention of Insider Trading ('Code').

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct for Prevention of Insider Trading, I hereby provide the below details:

1. Name of Designated Person :
2. PAN :
3. Designation :
4. Date of appointment :
5. Securities held as on March 31 :

6. Details of Immediate relatives:

Sr. No.	Relationship	Name of the Relative	PAN*	Email ID	Securities held
1	Spouse*				
2	Father (including step-father)				
3	Mother (including step Mother)				
4	Son (including step son)				
5	Son's Wife				
6	Daughter (including step Daughter)				
7	Daughter's Husband				
8	Brother (including step Brother)				
9	Sister (including step Sister)				

Notes:

c) *Mandatory.

d) Details under Sr.no.2 to 9 are required if they are financially dependent on you or consult or take help in trading decision.

7. List of persons with whom I share a material financial relationship:

Sr. No.	Name of the persons	Nature of Financial Relationship
1		
2		

*Explanation–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 the annual income of such Designated Person but shall exclude relationships in which the payment is based on arm's length transactions.*

8. Phone, mobile and cell numbers which are used by me :

Sr. No.	Phone Number used by me
1	
2	
3	

I hereby confirm that I am aware of the provision(s) of the Code and there was no non-compliance during the financial year ___________.

Name & Signature:
Designation:
Date:
Place:

ANNEXURE - 9

SEBI (Prohibition of Insider Trading) Regulations, 2015 Regulation 7(3) – Transactions 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, Member of the Promoter Group, Designated Person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Name, PAN No., CIN/DIN, & address with contact no. of other connected persons, as identified by the company with contact nos.	Connection with company)	Securities held prior to acquisition/ disposal		Securities acquired/Disposed				Securities held post acquisition/ disposal		Date of allotment advice/ acquisition of shares/ disposal 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.)	Exchange on which the trade was executed
		Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of share holding	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No.	Value	Transaction Type (Purchase/sale Pledge / Revocation / Invocation/ Others-please specify)	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of share-holding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

Note: (i) *"Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.*
(ii) *Value of transaction excludes taxes/brokerage/any other charges.*

Details of trading in derivatives on the securities of the company by other connected persons as identified by the company.

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)	
16	17	18	19	20	21	22

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

Name & Signature:
Designation:
Date:
Place:

ANNEXURE - 10

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

Preamble
This Policy is framed with an aim to implement a structured procedure for investigation in case of leak or suspected leak of UPSI.

Applicability
This policy shall apply to all Designated Persons / Insiders and any other persons as assigned by law from time to time.

Process of inquiry in case of leak of UPSI or suspected leak of UPSI
Information (written or oral or electronic) regarding a leak or suspected leak of UPSI may be received by the Company from the following sources:
a. Internal:
(i) Whistleblower;
(ii)Any leak or suspected leak of UPSI detected through the internal controls implemented by the Company.
b. External: Any entity, including Registrar to an Issue and Share Transfer Agent, Depository, Stock Exchange, Regional Director, Registrar of Companies, regulatory / statutory authority or any other department of Central or State Government, whether based on the complaint received from a whistleblower or otherwise
(above information shall be collectively referred to as "Complaint(s) for the purpose of this Policy")

The Chief Financial Officer or the Company Secretary shall report the Complaint to the Audit Committee within a reasonable time from the date of receipt of the Complaint;

The Audit Committee shall review the Complaint and shall discuss with the Chief Financial Officer or the Company Secretary on potential next steps including but not limited to seek additional information to consider an investigation, disclosure requirements to the regulatory authorities, appointment of an investigation panel consisting of internal employees or external agencies. If the Complaint implicates the CFO and/or Company Secretary, then they shall recuse themselves from the said inquiry process;

If the Audit Committee mandates an investigation, then the identified panel of investigators shall conduct the investigation into the Complaint(s) and present their findings to the CFO. The executive summary of the investigation shall be reported to the Audit Committee by the CFO;

Based on the update provided by the CFO, the Audit Committee shall put forward its recommendation to the Board. The Board, on receipt of such recommendation and after due review/deliberations, shall decide on the next steps;

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;

Words and expressions used and not defined in this Policy 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 and rules and regulations made thereunder shall have the meanings respectively assigned to them in that legislation.