

HELPAGE FINLEASE LIMITED

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION (“UPSI)

PREAMBLE:

This code is framed pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended (“PIT Regulations”). Terms not specifically defined herein shall have the same meaning as assigned to them in the “Code of Conduct for Prohibition of Insider Trading in securities of **“Helpage Finlease Limited”** framed in terms of the PIT Regulations (“Code of Conduct”) and the PIT Regulations.

CODE OF FAIR DISCLOSURES:

Helpage Finlease Limited (“SCRIP NAME” or “Company”) has formulated this code of Practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information (the **“Fair Disclosure Code”**) to ensure timely and adequate disclosure of unpublished price sensitive information which would impact the price of the Company’s Securities and to maintain the uniformity, transparency and fairness in dealing with all stakeholders and in ensuring adherence to applicable laws and regulations. Further, the Company endeavours to preserve the confidentiality of unpublished price sensitive information and to prevent misuse of such information.

DEFINITIONS:

“Board” means the Board of Directors of the Company.

“Chief Investor Relation Officer” means the Compliance Officer of the Company.

“Company” means “Helpage Finlease Limited”.

“Compliance Officer” for the purpose of these regulations means the Company Secretary of the Company. In absence of the Company Secretary the Board of Directors may authorize such other officer of the Company to discharge the duties of Compliance Officer under the regulations.

“Connected Person” means-

- i. A Director of the Company;
- ii. A Key Managerial Personnel of the Company;
- iii. An Officer of the Company;
- iv. Any person who is or has been in a contractual, fiduciary or employment relationship at any time in the six-month period prior to the date of determining whether that person, as a result of such relationship, was, directly or indirectly, allowed access to UPSI or reasonably expected to be allowed access to UPSI;
- v. Any person who is or has been in frequent communication with an Officer of the Company at any time in the six-month period prior to the date of determining whether that person, as a result of such frequent communication, was, directly or indirectly, allowed access to UPSI or reasonably expected to be allowed access to UPSI;
- vi. An employee of the Company who has access to UPSI or is reasonably expected to have access to UPSI; and
- vii. Any person who has a professional or business relationship with the Company, whether

temporary or permanent, and that relationship directly or indirectly, allows access to UPSI or
is reasonably expected to allow access to UPSI;

“Designated Person” shall consist of:

- i Promoters of the Company.
- ii Directors and Key Managerial Personnel of the Company and its material subsidiaries.
- iii Employees in the Finance and Accounts, Corporate Planning, Legal, Enterprise Risk Management, Corporate Strategy, Investor Relations, Information Security, Data Privacy, Mergers & Acquisitions, Corporate Secretarial, Marketing, Compensation and Benefits 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, designated from time to time.
- iv Chief Executive Officer (“CEO”) and employees up to two levels below CEO of the Company and material subsidiaries.
- v 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.
- vi Any other person designated on the basis of their functional role and such function would provide access to UPSI.

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

- (i) Financial results;
- (ii) Dividends;
- (iii) Change in capital structure;
- (iv) Merger, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions; and
- (v) Change in managerial personnel.

Words not defined in this Fair Disclosure Code shall have the meaning described to them in the Regulations.

PRINCIPLES OF FAIR DISCLOSURES:

- i. The Company will make prompt public disclosure of UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- ii. The Company will make, uniform and universal dissemination of UPSI to avoid selective disclosure.
- iii. The Compliance Officer of the Company shall act as the Chief Investor Relations Officer (“CIRO”) to deal with dissemination of information and disclosure of UPSI.

- iv. The Company will make prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- v. The Company will provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
- vi. The Company will ensure that information, if shared, with analysts and research personnel are not UPSI.
- vii. The Company will develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
- viii. The Company will handle all UPSI on a need-to-know basis.

SHARING OF UPSI FOR LEGITIMATE PURPOSE:

The UPSI shall be shared by any person(s) authorized by the Board of Directors or CISO of the Company in this behalf, only in furtherance of legitimate purpose(s) on need-to-know basis, which shall include the following:

- (i) Sharing of UPSI in the ordinary course of business by any Insider, Employee, Designated Person or by any authorized person with existing or proposed partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants.
- (ii) The information shall be shared with any person on 'need to know' basis.
- (iii) Sharing of UPSI where such communication is in furtherance of performance of duties and in discharge of legal obligation(s);

Provided that such sharing should not be carried out to evade or circumvent the prohibitions of SEBI Insider Trading Regulations.

ISSUE OF NOTICE TO THE RECIPIENT OF UPSI:

Any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of this Code and due notice shall be given to such persons;

- (i) To make such person aware that the information shared is or would be UPSI.
- (ii) To make such person aware of the duties and responsibilities attached to the receipt of such UPSI and the liability attached to misuse or unwarranted use of such UPSI.

- (iii) To instruct such person to maintain confidentiality of such UPSI in compliance with these regulations.

DIGITAL DATABASE OF RECIPIENT OF UPSI:

The CIRO shall be responsible to maintain a structured digital database of such persons or entities as the case may be with whom the information is shared, which shall contain the following information;

- (i) Name of such recipient of UPSI;
- (ii) Name of Organization or entity to whom the receipt represent;
- (iii) Postal Address and Email Id of such recipient;
- (iv) Permanent Account Number (PAN) or any other identifier authorized by law, if PAN is not available.

The CIRO shall also be responsible to ensure that such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of such database.

PRE-CLEARANCE OF TRADING

1) All Designated Persons who intend to Trade in Securities of the Company (either in their own name or through their Immediate Relatives) i.e., buy/ sell/ gift/ transfer/ pledge/ unpledge etc. in Securities of the Company 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.10,00,000/- (Rupees Ten Lakh Only), should pre-clear the transactions by making an application in the format set out in Annexure of SEBI Regulation 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 in the form and also declare that the applicant is not in possession of UPSI as per Annexure 2 of the Regulation.

2) The Compliance Officer shall not approve any proposed Trade by Designated Person if the Compliance Officer determines that such Designated Person is in possession of UPSI even though the trading window is open.

3) The Compliance Officer may, after being satisfied that the application and undertaking are true and accurate, approve Trading by a Designated Person, on the condition that the Trade so approved shall be executed within seven trading days following the date of approval.

4) The Board of Directors of the Company shall be the approving authority for the pre-clearance application of Compliance Officer.

5) The Designated Person shall, within two days of the execution of the Trade, submit the details of such Trade to the Compliance Officer as per Annexure 3. In case the transaction is not undertaken, a report to that effect shall be filed in the said form.

- 6) If the pre-cleared Trade is not executed within seven trading days after the approval is given, the Designated Person must secure pre-clearance of the transaction again.
- 7) Pre-clearance of Trades shall not be required for a trade executed as per an approved trading plan or pursuant to Transmission of securities.
- 8) A Designated Person who Trades in securities of the Company without complying with the pre-clearance procedure as envisaged in this Code or gives false undertakings and/or makes misrepresentations in the undertakings executed by him/her while complying with the pre-clearance procedure shall be subjected to the penalties as envisaged in this Code

AMENDMENT:

The Board shall have the power to amend any of the provisions of the Fair Disclosure Code, substitute any of the provisions with a new provision or replace this Fair Disclosure Code entirely with a new Fair Disclosure Code.