



CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION OF HINDUSTHAN NATIONAL GLASS & INDUSTRIES LIMITED EFFECTIVE FROM 28TH May 2015.

(As envisaged under Regulation 8(1) of the SEBI (Prohibition of Insider Trading) Regulation, 2015)

Pursuant to Regulation 8(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI), as adopted by the Board of Directors of the Company at its meeting held on 28th May, 2015.

SEBI has vide notification dated 31st December, 2018, amended SEBI (Prohibition of Insider Trading) Regulations, 2015 effective from 1st April, 2019. As required under the said Regulations, a revised Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI), (hereinafter referred to as the "Code") has been framed for adoption by the Board of Directors of the Company. The said Code shall supersede the earlier Code of Practices and shall be effective from 1st April, 2019. The said Code was amended by the Board of Directors in their meeting held on 9th August 2021.

I. Definitions:

- a. **“Legitimate Purpose”** shall include sharing of Unpublished Price Sensitive Information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of said Regulations.
 - b. **Unpublished Price Sensitive Information (UPSI)**” means any information, relating to a company or its securities, directly or indirectly, that is not generally available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.
 - c. **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 officers of the Company to discharge the duties of Compliance Officer under the regulations.
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- d. **Chief Investors Relations Officer** means Compliance Officer of the Company. Other terms not specifically defined here shall have the same meaning as assigned under the said Regulations.

II. Code

The Company will adhere to the followings so as to ensure timely and adequate disclosure of UPSI with respect to it or its securities which is likely to affect price of the securities.

- i. The Company will make prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- ii. The Company will make, uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
- iii. The Compliance Officer of the Company shall act as the Chief Investor Relations Officer (CIRO) for the purpose of dealing with dissemination of information and disclosure of UPSI as contained herein.
- iv. The Company will make prompt dissemination of Unpublished Price Sensitive Information 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 rumors by regulatory authorities.
- vi. The Company will ensure that, information if any shared with analysts and research personnel is not unpublished price sensitive information.
- vii. The Company shall develop and follow best practices and will make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the website of the Company to ensure official confirmation and documentation of disclosures made.
- viii. The Company will handle all unpublished price sensitive information on a need-to-know basis.

III. Amendment

This Code is subject to review from time to time. The Company shall ensure the of other application provisions of SEBI Insider Regulations in this regard. This Code of Fair Disclosure and any amendment thereof shall also be published on the official website of the Company.
