

HeidelbergCement India Limited

Code of Conduct to Regulate, Monitor and Report Trading by Insiders

1.0 INTRODUCTION

- 1.1 The Securities and Exchange Board of India (SEBI) has notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 (the “Regulations”) to put in place a framework for prohibition of insider trading in securities and to strengthen the legal framework thereof.
- 1.2 Pursuant to Regulation 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Board of Directors of HeidelbergCement India Limited has formulated this Code which shall be known as “HCIL Code of Conduct to Regulate, Monitor and Report Trading by Insiders” (the “Code”).

2.0 DEFINITIONS

Term	Reference
<i>Compliance Officer</i>	The Company Secretary of the Company will be the Compliance Officer for the purpose of this Code.
<i>Connected person</i>	“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himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.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) above; 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

	<p>member of the board of directors of the asset management Company of a mutual fund or is an employee thereof; or</p> <p>(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</p> <p>(h) an official or an employee of a self-regulatory organization recognized or authorized by the SEBI; or</p> <p>(i) a banker of the Company; or</p> <p>(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.</p>
<i>Designated Persons</i>	<p>Designated Persons shall include the following:</p> <p>(i) All employees of the rank of General Manager and above;</p> <p>(ii) All employees working at the Registered and Corporate Office of the Company;</p> <p>(iii) All employees working in Shared Services Center of the Company;</p> <p>(iv) All employees in the Finance and Accounts department of the Company.</p>
<i>Generally Available Information</i>	Information that is accessible to the public on a non-discriminatory basis.
<i>Immediate Relatives</i>	<p>(i) Spouse of the person; and</p> <p>(ii) Parent(s), sibling(s), and child of such person or of the spouse*</p> <p><i>*any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.</i></p>
<i>Insider</i>	<p>Any person who is:</p> <p>(i) a Connected Person; or</p> <p>(ii) in possession of or having access to unpublished price sensitive information.</p>
<i>Securities</i>	As defined under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof, including Company's shares, scrips, stocks, bonds, debentures, debenture stock, derivatives other marketable securities of a like nature that are traded on any Stock Exchange, except units of a mutual fund.
<i>Trading</i>	means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any Company's securities, and "trade" shall be construed accordingly.

<i>Trading Window</i>	The Directors and Designated Persons cannot engage in trading or otherwise deal in securities of the Company during the period specified by the Company as closure of 'Trading Window'.
<i>Trading Day</i>	Day on which the recognized stock exchanges are open for trading.
<i>Unpublished Price Sensitive Information</i>	means any information, relating to the Company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: – (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; and (vi) material events in accordance with the listing agreement.

Words and expressions used and not defined in the Code shall have the same meaning assigned to them in the Regulations, SEBI Act, 1992, Securities Contracts (Regulation) Act, 1956, Depositories Act, 1996 or Companies Act, 2013 and rules and regulations made thereunder.

3.0 APPLICABILITY

This Code will be applicable to all 'Directors', 'Designated Persons' and to any other person / entity falling within the meaning of the expressions 'Insider' and 'Connected Person' as defined under the Regulations and their 'Immediate Relatives'.

4.0 COMMUNICATION OR PROCUREMENT OF UNPUBLISHED PRICE SENSITIVE INFORMATION

- 4.1 Unpublished Price Sensitive Information shall be handled by the Insiders on a "need to know" basis, i.e. such information shall be disclosed only to those persons within the Company whose discharge of official duties warrant such information. Further, files containing confidential information including Unpublished Price Sensitive Information shall be kept secure and computer files must have adequate security of log-in and password.
- 4.2 Directors, Designated Persons and all Insiders shall not communicate, provide, or allow access to any Unpublished Price Sensitive Information, relating to the Company or its securities, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- 4.3 Directors, Designated Persons and all Insiders shall not procure from or cause the communication by any Insider of Unpublished Price Sensitive Information, relating to

the Company or its securities, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

5.0 TRADING RESTRICTIONS

- 5.1 Directors, Designated Persons and Insiders shall not trade in securities of the Company when in possession of Unpublished Price Sensitive Information.
- 5.2 The Directors, Designated Persons and Insiders also cannot trade/acquire/purchase/sell or otherwise deal in the securities during the period when the Trading Window is closed pursuant to a notice issued by the Compliance Officer.
- 5.3 The Compliance Officer shall announce from time to time the closure of Trading Window by way of notice during which time trading in the Securities will not be permissible for the Directors, Designated Persons and Insiders. The notice mentioned hereinabove may be by way of e-mail or by posting a notice on the Company's website and intranet of the Company or through a communication in this regard sent to the stock exchanges. The Trading Window shall also be applicable to any other person having a contractual or fiduciary relationship with the Company including, but not restricted to auditors, accountancy firms, law firms, analysts, consultants, etc., advising or assisting the Company, as may be specified by the Company. It shall be the duty of every Insider, before Trading in the Company's shares, to ensure that the Trading Window is not closed.

Normally, the trading window will be closed on the following events:

<i>Event</i>	<i>Trading Window closure period</i>
(a) Declaration of unaudited/audited financial results (quarterly, half-yearly and annual)	The trading window will be closed for Director(s), Designated Person(s) and Insiders seven days prior to the happening of respective event and would reopen two days after the information becomes Generally Available Information.
(b) Declaration of dividends (interim and final)	The trading window will be closed when the Compliance Officer determines that Director(s), Designated Person(s) and Insiders are reasonably expected to have possession of Unpublished Price Sensitive Information, and would reopen two days after the information becomes Generally Available Information.
(c) Change in capital structure	
(d) Mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions	
(e) Changes in Key Managerial Personnel	
(f) Material events in accordance with the listing agreement	

- 5.4 If the acquisition, purchase or sale of securities exceeds the limits provided in Clause 6.1 below, pre-clearance of the transaction will be required by the Directors and Designated Persons desirous of dealing in the securities.

- 5.5 Any Director and Designated Person who has traded in the securities of the Company shall not execute a contra trade during the next 6 months following the prior transaction. The Compliance Officer may grant relaxation from such restriction for reasons to be recorded in writing provided that such relaxation does not violate the Regulations. However, where a contra trade is executed, inadvertently or otherwise, in violation of such 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.
- 5.6 Executive Directors and Senior Management of the Company are totally prohibited from Trading in the Securities of the Company.

Explanation: For this purpose, the term “Senior Management” shall mean personnel of the Company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management one level below the executive directors, including all functional heads.

6.0 PRE-CLEARANCE OF TRADES

- 6.1 Directors and the Designated Persons of the Company and their Immediate Relatives, who intend to deal, in the securities of the Company exceeding the threshold limit i.e., 2000 (two thousand) shares should pre-clear the transactions as per the pre-dealing procedure as described hereunder. No Designated Person shall apply for pre-clearance of any proposed trade if such Designated Person is in possession of Unpublished Price Sensitive Information even if the trading window is not closed.
- 6.2 The concerned person(s) shall make an application for pre-clearance of trades to the Compliance Officer in the format as per **Annexure-A**.
- 6.3 The Compliance Officer will scrutinize the application within 3 trading days of submission and communicate the approval/refusal (along with reasons therefor) to the applicant. The decision of the Compliance Officer in this regard will be final. In the absence of the Compliance Officer, the CEO & MD of the company will decide upon the pre-clearance application.
- 6.4 The pre-clearance approval shall be valid only for 7 trading days from the date of its communication and shall lapse thereafter. If the transaction is not consummated within 7 trading days from the approval date, the applicant will be required to follow the process of pre-clearance afresh.
- 6.5 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 Unpublished Price Sensitive Information. He shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.

7.0 TRADING PLANS

- 7.1 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 by him in accordance with such plan.
- 7.2 Following conditions should be fulfilled while formulation / execution of the Trading Plan:

a)	Trading in securities of the Company shall not commence earlier than 6 months from the public disclosure of the Trading Plan.
b)	Trading in securities of the Company under such Trading Plan shall not be undertaken during the period between the 20 th Trading Day prior to the last day of each quarter (i.e. 30 th June, 30 th September, 31 st December and 31 st March) for which financial results are required to be announced and the 2 nd Trading Day after the disclosure of such financial results.
c)	The Trading Plan should be formulated for trading for a period of not less than 12 months.
d)	A subsequent Trading Plan shall not entail overlap of any period for which another Trading Plan is already in existence.
e)	The Trading Plan should set-out either: <ul style="list-style-type: none"> • the value of trades to be effected; or • the number of securities to be traded along with the nature of the trade (i.e. acquisition or disposal of securities) and the specific dates or time intervals on which such trades shall be effected.
f)	The Trading Plan shall not entail trading in securities for market abuse.

7.3 The Compliance Officer shall review the Trading Plan presented as above and while reviewing shall be entitled to seek 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. The decision of the Compliance Officer in this regard will be final. In the absence of the Compliance Officer, the CEO & MD will decide upon the application for approval of Trading Plan.

7.4 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.

However, the implementation of the Trading Plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any Unpublished Price Sensitive Information and the said information has not become Generally Available at the time of commencement of implementation. The commencement of the Trading Plan shall be deferred until such Unpublished Price Sensitive Information becomes Generally Available Information.

7.5 Upon approval of the Trading Plan, the compliance officer shall notify the plan to the stock exchanges.

8.0 DISCLOSURE OF TRADING

8.1 Every Promoter, Key Managerial Personnel and Director of the Company shall disclose the securities of the Company held by him and his Immediate Relatives as on 15 May, 2015 to the Compliance Officer on or before 14 June, 2015 in the format as per **Annexure-B**.

8.2 Every person shall on appointment as a key managerial personnel or a Director of the Company or upon becoming a Promoter shall within 7 days of such appointment disclose the number of Securities of the Company held by him and his Immediate Relatives as on the date of the appointment to the Company. The disclosure in the above

respect shall be made in the format as per **Annexure-C**.

8.3 Every promoter, employee and director of the Company and their Immediate Relatives shall disclose to the Company the number of such securities acquired or disposed of within two Trading Days of such transactions 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 ten lakh rupees. The disclosure in the above respect shall be made in the format in **Annexure-D**.

8.4 Every Connected Person with the Company shall disclose to the Company the number of such securities acquired or disposed of within two Trading Days of such transactions 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 ten lakh rupees. The disclosure in the above respect shall be made in the format in **Annexure-E**.

Explanation to Clause 8.3 and 8.4 — It is clarified for the avoidance of doubts that the disclosure of incremental transactions after any disclosure, shall be made when the transactions effected after the prior disclosure cross the threshold specified above.

8.4 The Company shall notify the particulars of such trading to the Stock Exchanges on which the securities are listed within two Trading Days of receipt of the disclosure or from becoming aware of such information.

8.5 The Compliance Officer shall maintain records of all declarations given by the Directors/Designated Persons for a minimum period of five years.

8.6 The Compliance Officer shall place before the Board of Directors, annually and before the Chairman of the Board on a quarterly basis, the report detailing trading in Securities by Directors and Designated Persons.

9.0 PENALTY FOR NON-ADHERENCE TO THE CODE

If any non-adherence to the Code is noticed, the Board of Directors shall cause an internal inquiry to be conducted and on establishing proof of non-adherence, take appropriate action including but not limited to wage freeze, suspension etc.. In addition, non-adherence to the Code shall also be reported to SEBI.

10.0 CODE OF FAIR DISCLOSURE

The Company has also formulated a code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information for adhering to the principles mentioned in the SEBI Insider Trading Regulations.

11.0 MISCELLANEOUS

11.1 All employees, directors and Designated Persons are advised to read this Code and the SEBI (Prohibition of Insider Trading) Regulations, 2015 carefully and acquaint themselves with the provisions contained therein.

11.2 The Compliance Officer may be contacted for any clarifications/questions about this Code.

11.3 This Code supersedes the earlier Code formulated by the Company in compliance with SEBI (Prohibition of Insider Trading) Regulations, 1992.

12.0 AMENDMENTS TO THE CODE

The Board of Directors of the Company shall have power to suitably modify or replace this Code in part or in full as may be thought fit by them. However, in case any amendments are made by SEBI from time to time, the Company Secretary shall incorporate the same in this Code with the approval of the CEO&MD.

Application for pre-clearance to trade in securities over and above the threshold limit

The Compliance Officer
HeidelbergCement India Limited
9th Floor, Infinity Tower C,
DLF Cyber City, Phase II,
Gurgaon, 122 002

Dear Sir,

I wish to bring to your notice that I / my Immediate Relatives intend to trade in the securities of the Company beyond the threshold limit. I furnish hereunder details of my/our existing holdings as well as the details of proposed Trade:

Sl.No.	Securities already held including those of Immediate Relatives	Securities proposed to be acquired	Securities proposed to be sold

I / we further declare that:

- (a) I / we do not have any access or has not received any unpublished price sensitive information.
- (b) If I/we has/have access to or receive any price sensitive information after signing the declaration but before the execution of the transaction, I/we shall inform the compliance officer of the change in the position and that I/we would completely refrain from dealing in the securities of the Company till the time such information becomes public.
- (c) That I/we have not contravened the code of conduct for prohibition of insider trading.
- (d) If approval is granted, I shall execute the trade within 7 trading days of the receipt of approval failing which I shall seek another pre-clearance.
- (e) That I/we have made a full and true disclosure in the matter.

I hereby request you to pre-clear the transaction at the earliest.

Place:

Signature

Date:

Name of the Employee:

Designation:

Note: In case of joint holder(s)/ Immediate Relatives, this undertaking has to be signed by all the Joint holders as well as the Designated Employee.

FORM A

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (a) read with Regulation 6 (2) – Initial disclosure to the company]**

Name of the company: _____

ISIN of the company: _____

Details of Securities held by Promoter, 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 Person (Promoters/ KMP / Directors / immediate relatives/others etc.)	Securities held as on the date of regulation coming into force		% of Shareholding
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	
1	2	3	4	5

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 Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2).

Open Interest of the future contracts held as on the date of regulation coming into force			Open Interest of the Option Contracts held as on the date of regulation coming into force		
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
6	7	8	9	10	11

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

Name & Signature:

Designation:

Date:

Place:

FORM B

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a 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 Person (Promoters/ KMP / Directors / immediate Relative to/others etc.)	Date of appointment of Director /KMP or Date of becoming Promoter	Securities held at the time of becoming Promoter /appointment of Director/KMP		% of Shareholding
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	
1	2	3	4	5	6.

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 the Future contracts held at the time of becoming Promoter/ appointment of Director/KMP			Open Interest of the Option Contracts held at the time of becoming Promoter/ 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
7	8	9	10	11	12

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

Name & Signature: _____

Designation: _____

Date: _____

Place: _____

FORM C

**Securities and Exchange Board of India (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, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN, & address with contact nos.	Category of Person (Promoters/ KMP / Directors/ immediate relatives/ 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 company	Mode of acquisition / disposal (on market / public/rights/ preferential offer / off market/ Inter-se transfer, ESOPs etc.)
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/ Sale/ pledge / Revoke/ Invoke)	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

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 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)	
15	16	17	18	19	20	21

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

Name:

Signature:

Date:

Place:

FORM D

**Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (3) – Transactions by Other connected persons as identified by the company]**

Details of trading in securities by other connected persons

Name, PAN, CIN/DIN, & address with contact nos. of other connected persons as identified by the company	Connection with 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 company	Mode of acquisition / disposal (on market / public/rights/ Preferential offer/ off market/ Inter-se transfer, ESOPs etc.)
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/ Sale/ Pledge / Revoke/ Invoke)	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14

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 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)	
15	16	17	18	19	20	21

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

Name:

Signature:

Date:

Place:
