

HEXA TRADEX LIMITED

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF PRICE SENSITIVE INFORMATION

(Effective from May 15, 2015)

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Chapter 1 : Introduction

1.1 Title

This code shall be known as the “Code of Practices and Procedures for Fair Disclosure of Price Sensitive Information of Hexa Tradex Limited (the “Code”) and has been made pursuant to Regulation 8(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (the “Regulations”).

1.2 Applicability

This Code shall be applicable to Hexa Tradex Limited.

1.3 Definitions

In this Code :

- (a) “Chief IRO” shall mean the person nominated to function as the Chief Investor Relations Officer under the Regulations;
- (b) “Company” shall mean Hexa Tradex Limited and where the context so requires, shall include its subsidiaries;
- (c) “Compliance Officer” shall mean the Company Secretary of the Company, and in his absence, any other senior officer designated so and reporting to the Board of Directors as mentioned in the Regulations;
- (d) “Managing Director” shall mean the Managing Director of the Company or such other person, by whatever name called, in whom substantial powers of management of the Company vest;
- (e) “Code of Internal Procedure and Conduct” shall mean the Code of Internal Procedure and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders adopted by the Board of Directors of the Company ;
- (f) “Unpublished Price Sensitive Information” shall have the meaning assigned thereto in the Regulations

Words and terms defined used in this Code and not defined herein, but defined in the Regulations, the Code of Internal Procedure and Conduct, the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992, the Depositories Act, 1996 or the Companies Act, 2013, shall have the meaning respectively assigned to them in such legislation.

1.4 Publication of the Code

This Code, upon its adoption by the Board of Directors of the Company, shall be uploaded on the Company’s website and any updates hereto shall be promptly reflected on the Company’s website.

Chapter 2 : Handling and Dissemination of Price-Sensitive Information

2.1 Identification of Unpublished Price Sensitive Information

The Managing Director shall identify the information that shall be treated as Unpublished Price Sensitive Information. In addition to the information falling within the definition of “unpublished price sensitive information” under the Regulations, the Managing Director may classify any other information as Unpublished Price Sensitive Information, if he is satisfied that the disclosure of such information is likely to have a material impact on the market prices of the securities of the Company. The Managing Director shall be assisted by the Chief IRO and the Compliance Officer in making such assessment and may be guided by the Board of Directors in the classification of any information as Unpublished Price Sensitive Information.

2.2 Access to Unpublished Price Sensitive Information

The Managing Director shall determine which person(s) may be provided access to Unpublished Price Sensitive Information relating to any particular transaction. In determining such access, the Managing Director shall be guided by the principle that Unpublished Price Sensitive Information shall be made available to any person only if such information is required for the furtherance of the legitimate purposes, performance of duties or discharge of legal obligations of such person or as permitted in the Regulations. No person so obtaining access to Unpublished Price Sensitive Information, whether an employee of the Company, an external consultant or advisor, shall disclose such information to any person except those specifically authorised in this behalf by the Managing Director.

2.3 Public Disclosure of Unpublished Price Sensitive Information

2.3.1 Timing of Disclosure

All Price Sensitive information shall be made public upon the information itself becoming reasonably certain or upon the occurrence of the contemplated transaction to which the information relates becoming reasonably certain, except as allowed otherwise under the Regulations. Upon such reasonable certainty being established, the information shall be made public at the earliest practicable time and in compliance with all prevalent regulations. Where any such contemplated transaction requires authorisation by the Board of Directors, the occurrence of the event shall not be deemed to be reasonably certain unless such authorisation has been granted.

2.3.2 Manner of Disclosure

To ensure fair, uniform and universal disclosure, information that is intended to be made generally available shall be reported to the stock exchanges on which the securities of the Company are listed for wide dissemination to investors and members of the exchanges through the websites and/or trading terminals of the stock exchanges before such information is disclosed on any other forum. Upon the information being sent to the stock exchanges, the information shall be deemed to be generally available and shall no longer be treated as Unpublished Price Sensitive Information.

2.3.3 Further Dissemination of Generally Available Information

Once any information is made generally available, the information may be unloaded on the Company's website in a suitable form and may be shared with any person or disseminated using any means without any restriction. It is clarified that the mere changing of the form of the information without affecting its essence shall not result in the information being treated as new information.

2.3.4 Public Disclosure of Information Disclosed Selectively

In the event that any Unpublished Price Sensitive Information is disclosed selectively, inadvertently or otherwise, to any person, and the Company does not have the power to require such person not to trade in the securities of the Company on the basis of such information and not to communicate such information to any other person, such Unpublished Price Sensitive Information shall be promptly made generally available in accordance with this Code. The Managing Director shall decide based on the facts of the case, whether the Company has the power to require the receiver of such selective information, not to trade in the securities of the Company on the basis of such information and not to communicate such information to any other person.

2.4 Responding to requests for information

2.4.1 Requests for information from investors, research analysts, etc.

Any request for information received by the Company from any investor, research analyst, journalist or other member of the public shall be responded to, based on information that is in essence generally available. It is clarified that the sharing with a specific person or persons, of information which about the Company or the industry(ies) that the Company operates in which is general in nature, or any information that is derived from or is a mere elaboration of generally available information and is not inconsistent with such generally available information, or any information that is not likely to impact the price-discovery process of the Company's securities shall not be treated as selective disclosure by the mere fact of the information not being publicly disseminated earlier in the same form.

2.4.2 Requests for verification of information from regulatory authorities

Any queries on material published in the media or requests for verification of market rumours received from regulatory authorities or stock exchanges shall be responded to promptly and in a manner that is not misleading.

2.5 Access to Conference Calls and Presentation Material

The Chief IRO shall provide all investors access to the Company's conference calls and presentation materials by placing on the Company's website, the dial-in information and instructions for any conference calls organised by or on behalf of the Company to discuss the financial performance of or any strategic transaction by the Company at the earliest practicable once the arrangements for the conference call have been finalised, and any presentation materials used by the Company at any investor conference or analyst meet.

2.6 Nomination of Chief Investor Relations Officer

The Managing Director shall nominate an employee of the Company as the Chief IRO for the purposes of the Regulations. Such Chief IRO must be financially literate and conversant with the workings of the stock market, and shall be the primary contact person for research analysts and investors seeking to interact with the Company. The Chief IRO may have other responsibilities within the Company and may be given a suitable title to reflect his or her functions and level within the organisation.