HITECH CORPORATION LIMITED

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information
(Pursuant to Schedule A of SEBI (Prohibition of Insider Trading) Regulations, 2015)

The Securities and Exchange Board of India (SEBI) (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as 'Insider Trading Regulations/the Regulations'), requires the Board of Directors of the companies, whose securities are listed on a recognised Stock Exchange to frame a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

The Code of Fair Disclosure is required for the Company to ensure timely and adequate disclosure of Unpublished Price Sensitive Information which would impact the price of the Company's securities, and to maintain the uniformity, transparency and fairness in dealing with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.

In compliance to the said Regulations, Hitech Corporation Limited (hereinafter referred to as 'the Company') had formulated and adopted this Code which is called "Hitech Corporation Limited- CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI)" (hereinafter referred to as "the Code of Fair Disclosure") on 29th May, 2015.

Pursuant to the amendments carried out in Regulations vide SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, the Code of Fair Disclosure is suitably amended with a view to bring them in line with the amended Regulations and such other changes as deemed to be necessary by the Board of Directors. "The Code of Fair Disclosure" as amended, was approved by the Board of Directors of the Company on 30th March, 2019 and shall be effective from 1st April, 2019.

Words, terms and expressions used and not defined in this Code but defined in either the Hitech Corporation Limited, Insider Trading-Code of Conduct or SEBI (Insider Trading Regulations) 2015, or in SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 or SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation, shall have the same meaning respectively assigned to them therein.

The Company will adhere to the following so as to ensure timely and adequate disclosures of Unpublished Price Sensitive Information with respect to it or its securities which is likely to affect price of the securities:

1. 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.

2. The Company will make uniform and universal dissemination of unpublished price sensitive

information in order to avoid selective disclosure.

3. The Chief Financial Officer is hereby designated as the Chief Investor Relations Officer (CIRO) to deal with dissemination of information and disclosure of unpublished price sensitive information.

4. The Company will ensure prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available, as it deems fit.

5. The Company will provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.

6. The Company will ensure that information shared with analysts and research personnel is not unpublished price sensitive information.

7. The Company will make transcripts or records of proceedings of meetings with analysts and other investor relations conferences related to quarterly and annual financial results hosted on the website of the Company, to ensure official confirmation and documentation of disclosures made.

8. The Company will handle all unpublished price sensitive information on need-to-know basis.

9. The Unpublished price sensitive information can be shared as an exception by an Insider for Legitimate purposes in the ordinary course of business and administration of the Company. The Company also has a Policy for determination of "Legitimate Purposes" for which the UPSI can be shared, which has been appended with this Code and marked as "Annexure-A.

Review of Code

This Code will be reviewed by the Board and may be amended from time to time in line with any amendments made to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and such other Guidelines or Regulations issued by SEBI or such other authority.

In the events of inconsistency of this Policy with SEBI Act or SEBI (Prohibition of Insider Trading) Regulations, 2015 or any Rules, Regulations or Circular prescribed thereunder, the relevant provisions of the applicable law shall override this Code.

Disclosure

This Code and every subsequent modification, alteration or amendment made thereto, shall also be intimated to the Stock Exchanges where the securities of the Company are listed and also published on the official website of the Company (www.hitechgroup.com).

HITECH

Annexure A

POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES

Introduction

This Policy, has been formulated as a part of "Hitech Corporation Limited - Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" under Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations 2015 (herein after referred as "the Regulation") and will be known as "Policy for Determination of Legitimate Purposes" hereinafter referred to as the "Policy".

The objective of this policy is to identify 'Legitimate Purposes' for the performance of duties or discharge of legal obligations, which will be considered as exception for the purpose of procuring/sharing unpublished price sensitive information (UPSI) relating to the Company or its listed securities or proposed to be listed securities, if any.

"Legitimate purpose" pursuant to the provisions of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, shall include sharing of unpublished price sensitive information in the ordinary course of business or otherwise in furtherance of such business activities as approved by the Board by an insider with the following persons mentioned below, where such communication is for performance of duties or discharge of legal obligations or for need-to-know basis etc., provided that such sharing has not been carried out to evade or circumvent the prohibitions of Insider Trading Regulations as amended from time to time.

1. Auditors (Statutory, Internal, Branch, Secretarial, GST and any other Auditor as applicable)
2. Staff Members of the Audit firm/team conducting the Audit
3. Collaborators
4. Lenders
5. Customers
6. Suppliers
7. Bankers
8. Merchant Bankers
9. Legal Advisors
10. Regulatory Authorities
11. Advertising Agencies
12. Institutional Investors/ Analysts
13. Insolvency Professionals
14. Consultants
15. Any other advisors/consultants/partners
16. Any other person as May decided by the Board of Directors or CIRO from time to time.

Persons in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of Insider Trading Regulations.

For the purpose of determining the 'legitimate purpose', following factors must be satisfied:

1. Sharing of information is in the Ordinary of Course of Business or otherwise in furtherance of such objectives as approved by the Board, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Insider Trading Regulations, this Code of Fair Disclosure or the Hitech Corporation Limited Insider Trading- Code of Conduct;
2. Whether the disclosure of such UPSI is mandatorily required to achieve the intended objective and is in the best interests of the Company. Further No UPSI shall be disclosed in the event, the intended purpose or objective can be achieved without disclosure of UPSI, and such disclosure is otherwise not required to be disclosed in ordinary course;
3. Required to be done in furtherance of fiduciary duties or in fulfillment of any statutory/legal obligation;
4. Sharing of information in accordance with the Company's Communication & Disclosure Policy;
5. Sharing of information for market sounding purposes to intermediaries and fiduciaries to obtain feedback from potential / existing investors about a transaction involving the Company;
6. Information shared is in the interest of other shareholders/stakeholders and the Company;
7. Sharing of information for any genuine or reasonable purpose as may be determined by the Chief Investor Relations Officer (CIRO);
8. Any disclosure of UPSI towards discharge of legal obligations and performance of duties shall be deemed to be Legitimate Purpose.

The Company shall execute an agreement with, or communicate to, all Insiders, who are in possession of UPSI, for Confidentiality/ non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, and shall not otherwise trade in securities of the company when in possession of unpublished price sensitive information. However, this will not be applicable to requisition of information by a statutory authority in exercise of their powers under any law.

Sharing of UPSI with a malafide intention, for personal gain, or unauthorized disclosure, or to evade or circumvent the provisions of the Regulations etc. will be prohibited.