



## Hindustan Copper Limited

**Code of Fair Disclosure and Code of Conduct to  
regulate, monitor and report Trading by Insiders**

***(w.e.f 15.5.2015)***

## Code of Fair Disclosure and Code of Conduct to regulate, monitor and report Trading by Insiders

### 1. Preliminary

- (a) This code shall be called "Code of Fair Disclosure and Code of Conduct to regulate, monitor and report Trading by Insiders", (herein after may be referred as 'the Code').
- (b) It shall come into force with effect from 15<sup>th</sup> May, 2015.

### 2. Definitions:

- 2.1. "Act" means the Securities and Exchange Board of India Act, 1992 (15 of 1992);
- 2.2. "Board" means the Securities and Exchange Board of India;
- 2.3. "Regulations" shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.
- 2.4. "Compliance Officer" means Company Secretary of Hindustan Copper Limited (HCL) unless any senior officer, designated so and reporting to the board of directors, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board of directors of HCL;
- 2.5. "Connected Person" means:
  - (i) any person who is or has during the six months prior to the concerned act been associated with HCL, 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 HCL or holds any position including a professional or business relationship between himself and HCL whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.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); 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 member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or

- 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
- h. an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
- i. a banker of HCL; or
- j. a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of HCL or his immediate relative or banker of HCL, has more than ten per cent of the holding or interest.

2.6. "Designated Persons" shall include -

- a. All members of the Board of Directors, Chief Vigilance Officer (CVO), all executives of HCL of the level of General Manager and Executive Director;
- b. All Unit Heads of HCL;
- c. All employees of the Offices of CMD and functional Directors;
- d. All employees of Finance & Accounts, Company Secretariat, Operations, Corporate Communications, Corporate Planning, Marketing at Corporate Office;
- e. Any other employee of HCL to be notified by the Compliance Officer, from time to time;
- f. Dependent family members of (a) to (e) above;
- g. Insiders having possession of unpublished price sensitive information.

2.7. "Generally available information" means information that is accessible to the public on a non-discriminatory basis;

2.8. "Immediate relative" means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities;

2.9. "Insider" means any person who is:

- (i) a connected person; or
- (ii) in possession of or having access to unpublished price sensitive information;

2.10. "Promoter" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof;

2.11. "Securities" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund;

2.12. "Specified" means specified by the Board in writing.

2.13. "Takeover regulations" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;

2.14. "Trading" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in securities of HCL, and "trade" shall be construed accordingly ;

2.15. "Trading day" means a day on which the recognized stock exchange are open for trading;

2.16. "Unpublished Price sensitive information" means any information, relating to HCL 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, delistings, 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.

2.17. Words and expressions used but not defined in this Code but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made there under shall have the meanings respectively assigned to them in those legislation.

### **3. Applicability**

This "Code of Fair Disclosure and Code of Conduct to regulate, monitor and report Trading by Insiders" of HCL shall apply to all "insiders" defined at 2.9, as above including Connected Person and Designated Persons.

### **4. Communication or procurement of unpublished price sensitive information**

- (i) Except as provided in the Regulations, no insider shall communicate, provide, or allow access to any unpublished price sensitive information, relating to HCL or securities of HCL (whether listed or proposed to be listed), to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- (ii) No person shall procure from or cause the communication by any insider of unpublished price sensitive information relating to HCL or securities of HCL or securities proposed to be listed by HCL, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- (iii) Notwithstanding anything contained in this Code, unpublished price sensitive information may be communicated, provided, allowed access to or procured, in terms of the provisions of Regulation 3(3) and 3(4) of the "Regulations".

5. Except as provided in the Regulations, no insider shall trade in securities of HCL when in possession of unpublished price sensitive.

### **6. Trading Plans**

6.1. 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 on his behalf in accordance with such plan. Format of trading plan is given at Annexure-I

6.2. The trading plan shall:-

- (i) not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
- (ii) not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by HCL and the second trading day after the disclosure of such financial results;
- (iii) entail trading for a period of not less than twelve months;
- (iv) not entail overlap of any period for which another trading plan is already in existence;
- (v) set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
- (vi) not entail trading in securities for market abuse.

6.3. The compliance officer shall review the trading plan to assess whether the plan would have any potential for violation of this Code and Regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.

6.4. 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.

*Provided that* the implementation of the trading plan shall not be commenced if any unpublished price sensitive information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such event the compliance officer shall confirm that the commencement ought to be deferred until such unpublished price sensitive information becomes generally available information so as to avoid a violation of this Code or Regulations.

6.5. Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities of HCL are listed.

**7. General provisions regarding disclosure of trading by insiders**

7.1. The disclosures to be made by any person under this Code shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions. The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this Code:

*Provided that* trading in derivatives of securities is permitted by any law for the time being in force.

7.2. The disclosures made under this Chapter shall be maintained by HCL for a minimum period of five years, in such form as may be specified.

**8. Disclosures by certain persons**

### 8.1. Initial Disclosures

- (i) Every promoter, key managerial personnel and director of HCL shall disclose his holding of securities in HCL within **thirty days** of these regulations taking effect, to the Company as per annexed **Form A**;
- (ii) Every person on appointment as a key managerial personnel or a director of HCL or upon becoming a promoter shall disclose his holding of securities of HCL as on the date of appointment or becoming a promoter, to the company within **seven days** of such appointment or becoming a promoter as per annexed **Form B**.

### 8.2. Continual Disclosures

- (i) Every promoter, employee and director of HCL shall disclose to the company the number of such securities acquired or disposed of within **two trading days** of such transaction 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 Rs.10 (ten) lakh or such values as may be specified by the Board, in the annexed **Form C**.
- (ii) Compliance Officer of HCL shall notify the particulars of such trading to the stock exchange on which the securities are listed within **two trading days** of receipt of the disclosure or from becoming aware of such information.

Explanation - It is clarified for the avoidance of doubts that the disclosure of the incremental transactions after any disclosure under this sub-regulation, shall be made when the transactions effected after the prior disclosure cross the threshold specified in 8.2 (i).

### 8.3. Disclosures by other connected persons

HCL may, at its discretion require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the company in the annexed **Form D** at such frequency as may be determined by the company in order to monitor compliance with these regulations.

## 9. Principles of fair disclosure of unpublished price sensitive information

HCL shall

- a. 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.
- b. ensure uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
- c. Compliance Officer / Chief Investor Relations Officer / any other officer designated in this regard shall deal with dissemination of information and disclosure of unpublished price sensitive information.

- d. ensure prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- e. ensure appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.
- f. ensure that the information shared with analysts and research personnel is not unpublished price sensitive information.
- g. 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.
- h. ensure that all unpublished price sensitive information are handled on a need-to-know basis.

#### **10. Minimum standards for code of conduct to regulate monitor and report trading by insiders**

- 10.1. The compliance officer shall report to the Board of directors and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or the Chairman of the Board, with regard to the implementation and operation of this code at least once in every quarter.
- 10.2. In HCL all information shall be handled on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations.
- 10.3. The Company will follow Chinese Wall Policy to prevent the misuse of confidential information. A "Chinese Wall" policy separates people into two groups, one, the Insiders (referred as the "Designated Persons") possessing the unpublished price sensitive information and second, the Outsiders (i.e. the Public or a person below designated person). As per "Chinese Wall" policy, the designated person (termed as person of Insider Area) is not allowed to communicate the unpublished price sensitive information to other person in organization (termed as person of Public Area). There will be a wall in all the departments of the company in sharing the price sensitive information.
- 10.4. If a designated person, having possession of the price sensitive information, intends to communicate the same in order to fulfill his legal obligations, then, he must ensure that any provisions of the applicable acts/laws/regulations or guidelines of the Government are not violated and the information is not used for trading purpose in securities of HCL.

#### **11. Trading window**

- 11.1. Designated persons may execute trades subject to compliance with the Code and the Regulations. The Board of Directors shall in consultation with the compliance officer specify the designated persons to be covered by the Code on the basis of their role and function in the organization. Due regard shall be had to the access that such role and function would provide to unpublished price sensitive information in addition to seniority and professional designation.

- 11.2. For enabling designated persons to execute trades subject to compliance with these regulations, a notional trading window shall be used as an instrument of monitoring trading by the Designated Persons. The trading window shall be closed when the compliance officer determines that a Designated Person of class of Designated Persons can reasonably be expected to have position of unpublished price sensitive information. Thus the trading window shall generally be closed after declaration of meeting of the Board for consideration of financial results, dividends and other major events and remain closed till such financial results, dividends are made public".
- 11.3. Designated persons and their immediate relatives shall not trade in securities when the trading window is closed.
- 11.4. The compliance officer shall confidentially maintain a list of securities as a "restricted list" which shall be used as the basis for approving or rejecting applications for pre-clearance of trades.
- 11.5. 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 any unpublished price sensitive information.
- 11.6. The timing for re-opening of the trading window shall be determined by the compliance officer taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available.
- 11.7. The trading window shall also be applicable to any person having contractual or fiduciary relation with HCL, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the company.
- 11.8. When the trading window is open, trading by designated persons shall be subject to pre-clearance by the compliance officer, if the value of the proposed trades is above Rupees two lakhs. 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 open.
- 11.9. Trades that have been pre-cleared have to be executed by the designated person within 7days of Pre-clearance, failing which fresh pre-clearance would be needed for the trades to be executed.
- 11.10. A designated person who is permitted to trade shall not execute a contra trade within 6 months. However, compliance officer may grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate the regulations.
- 11.11. If a contra trade is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.
- 11.12. Format for making application for pre-clearance Disclosure of transactions in respect of trades (sale/ purchase/ subscription) executed/ not executed are given at Annexure-II & III
- 11.13. In case it is observed that there has been a violation of the code/ regulations, the Board shall be informed promptly



## **12. Violation of provisions:**

- 12.1. Any designated person who contravenes the provisions of this Code may be penalized and appropriate action may be taken by the Competent Authority as per the Conduct, Discipline and Appeal Rules (CDA) of HCL.
- 12.2. Non-compliance of the provisions of this code by part time directors shall be informed and considered by the Board.
- 12.3. Any contravention of the Code or SEBI (Prohibition of Insider Trading) Regulations, 2015 shall be dealt with by SEBI in accordance with the Act.

## **13. Amendments**

- 13.1. Amendment notified by SEBI in the Regulations and any change in the Code will be incorporated with the approval of CMD, HCL and shall be informed to the Board and disclosed in the website of the Company.

**FORM A**

**SEBI (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 Relative to/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**

**SEBI (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: \_\_\_\_\_

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**FORM C**

**SEBI (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, & addresses with contact nos.	Category of Person (Promoters/ KMP / Directors/ immediate relative to/ 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 share holding	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 share holding	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 of 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 of options.*

Name & Signature:

Designation:

Date:

Place:

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**FORM D (Indicative format)**

**SEBI (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 as identified by the company**

Name, PAN, CIN/DIN, & addresses with contact nos. of 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 share holding	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 share holding	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 of options.

Name & Signature:

Designation:

Date:

Place:

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**Annexure-I**

***Trading Plan to be submitted for Public Disclosure and Approval and Submission to Stock Exchange  
(Under clause 6.1)***

**To  
The Compliance Officer  
Hindustan Copper limited.  
Kolkata.**

I ....., (Name, designation & dept.) residing at .....as required under the Code hereby submit the following information:-

1. Period of Trading plan:  
From..... To.....
2. Cool off Period of 6 months end on:
3. Number of Security seeking clearance:
4. Value of trades to be effected:
5. Nature of Trade:
6. Intervals (or Date) on which trade shall be effected:

I declare and undertake that:

- (1) Trading plan once approved shall be irrevocable.
- (2) I shall mandatorily implement the plan once approved.
- (3) Implementation of this plan shall not commence if any unpublished price sensitive information in my possession at the time of presenting this plan has not become generally available till the time of commencement of implementation.
- (4) Trading plan would not mean absolute immunity from bringing proceeding for market abuse.
- (5) I have no access to, nor do I have any information, that could be construed as "Price Sensitive Information" as defined in the code up to the time of signing this undertaking.
- (6) In the event that I have access to or received any information that could be construed as "Price Sensitive Information" as defined in the code after the signing of this Undertaking but before executing the transaction for which approval is sought, I shall inform the compliance officer of the same and shall completely refrain from dealing in securities of the company until such information becomes public.
- (7) I have not contravened the provisions of the code for prohibition of Insider Trading, as notified by the company from time to time.
- (8) I have made full and true disclosure in the matter.

Signature:

Name:

Designation:

Date:



**Annexure-II**

**Application for Pre Clearance of Trade**

Date:

**To  
The Compliance Officer  
Hindustan Copper limited  
Kolkata**

With reference to the "Code of Fair Disclosure and Code of Conduct to regulate, monitor and report Trading by Insiders" of HCL, I seek on behalf of myself / my immediate relatives, your approval for transactions involving sale / purchase/ subscription of.....(nos)/securities of the Company value of which is Rs.....on the basis of losing market price as on.....(BSE/NSE).

I do hereby confirm that I have no access to nor do I have any information that could be construed as "Price Sensitive Information" as defined in the Code up to the time of application and I have not contravened the provisions of the Code and the Regulations particularly the one related to the Price sensitive information. I undertake to submit the necessary report within two days of execution of transaction / a 'Nil' report if the transaction is not undertaken.

Details of shareholdings held as on the date of application for pre-clearance:

1. No. of securities held:
2. Approx Market Value Rs.:

Signature:

Name:

Designation:

Dept & Code No.

**Note: Pre - clearance will be required only if the value of the proposed trades is above two lakh rupees**

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**PRE- CLEARANCE ORDER**

This is to inform you that your request No..... dated..... for dealing by yourself / your immediate relatives in .....(Nos) securities of the Company, as mentioned in your above mentioned application, is approved. Please ensure that the said transaction must be completed in accordance with the Code on or before..... (date), i.e., within 7 days from today, failing which you are required to obtain the pre-clearance again. Further, you are required to file the details of the executed transactions in the attached format within two days from the date of transaction / deal. In case the transaction is not undertaken a 'Nil' report shall be necessary.

For Hindustan Copper Limited

Compliance Officer

Encl: Format for Disclosure of Transactions

**Annexure-III**

**Format for Disclosure of Transactions**

*(To be submitted within two days of transaction / dealing in securities of the Company)*

**To**  
**The Compliance Officer**  
**Hindustan Copper limited**  
**Kolkata**

I hereby inform that I

- have not bought / sold/ subscribed any securities of the Company for which pre-clearance was sought, due to..... ( indicate the reason )
- have bought/sold/subscribed to \_\_\_\_\_ securities as mentioned below on \_\_\_\_ (date)

Name of holder	No. of securities dealt with	Bought/sold/subscribed	DP ID/Client ID / Folio No	Price (Rs.)

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 5 years and produce to the Compliance officer / SEBI any of the following documents:

1. Broker's contract note.
2. Proof of payment to/from brokers.
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of Delivery instruction slip (applicable in case of sale transaction).

I agree to hold the above securities for a minimum period of six months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval (*applicable in case of purchase / subscription*).

I declare that the above information is correct and that no provisions of the Company's Code and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

Signature:

Name:

Designation:

Date: