

HB PORTFOLIO LIMITED**CODE OF PRACTICES & PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION****1. PREAMBLE**

In terms of Regulation 8(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 ('the Insider Trading Regulations'), it is mandatory for every listed Company to formulate and publish on its website a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information in adherence to the principles set out in Schedule A of the said Insider Trading Regulations.

The Board of Directors (the "Board") of HB Portfolio Limited (the "Company" or "HBPL") in their meeting held on 28th May, 2015 adopted the following Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information ('the Code of Fair Disclosure and Conduct') effective from 15th May, 2015.

SEBI vide its Notification dated 31st December, 2018 amended the said Insider Trading Regulations by issuing the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 effective from 01st April, 2019. Accordingly, this Code of Fair Disclosure and Conduct has been suitably modified with the approval of the Board of Directors vide Resolution by Circulation on 01st April, 2019.

The Code of Fair Disclosure and Conduct ensures timely and adequate disclosure of unpublished price sensitive information which would impact the price of Company's securities and to maintain uniformity, transparency and fairness in dealing with the stakeholders. The Company is committed to timely and accurate disclosure based upon applicable legal and regulatory requirements.

2. CODE OF FAIR DISCLOSURE

- (i) The Company will ensure prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being, in order to make such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- (ii) The Company will ensure Uniform and universal dissemination of unpublished price sensitive unpublished price sensitive information to avoid selective disclosure.
- (iii) The Company Secretary / Compliance Officer of the Company will act as the Chief Investor Relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.
- (iv) The Company will make prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.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 shared with analysts and research personnel, if any, is not unpublished price sensitive information.

(vii) The Company will develop and follow best practices to 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.

(viii) The Company will handle all unpublished price sensitive information on a need-to-know basis.

3. LEGITIMATE PURPOSES

The unpublished price sensitive information can be shared as an exception by an insider in the ordinary course of business as per “Policy for Determination of Legitimate Purposes” as given in **Annexure – A** attached herewith.

4. AMENDMENT

The Board of Directors of the Company will review and may amend this Code of Fair Disclosure and Conduct from time to time subject to applicable laws, rules & regulations.

5. DISCLOSURE

This Code of Fair Disclosure and Conduct shall be disclosed on the Company’s website, www.hbportfolio.com

HB PORTFOLIO LIMITED

POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES**1. PREAMBLE**

In terms of Regulation 3(2A) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended (‘the Insider Trading Regulations’), every listed Company is required to formulate a ‘Policy for Determination of Legitimate Purposes’ as a part of ‘Code of Fair Disclosure and Conduct’ formulated under Regulation 8 of the Insider Trading Regulations. Accordingly, the Board of Directors of HB Portfolio Limited (the ‘Company’ or ‘HBPL’) adopted this Policy for Determination of Legitimate Purposes effective from 01st April, 2019.

2. OBJECTIVE

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

3. DETERMINATION OF LEGITIMATE PURPOSE

- (i) **“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 the Insider Trading Regulations.
- (ii) Any person in receipt of UPSI pursuant to a "legitimate purpose" shall be considered as an "Insider" for purpose of these regulations and due notice shall be given to such persons (Insiders) to maintain confidentiality of such unpublished price sensitive information in compliance with Insider Trading Regulations.

4. RESTRICTIONS ON COMMUNICATION AND TRADING BY INSIDERS

The parties shall be required to execute agreements to contract confidentiality and 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.

5. DIGITAL DATABASE

It shall be ensured that a structured digital database is maintained containing the names of such persons or entities, as the case may be, with whom UPSI is shared under Regulation 3 along with the Permanent Account Number (PAN) or any other identifier authorized by law, where PAN is not available. Such database shall be maintained with adequate internal controls and checks, such as time stamping, audit trails, etc. to ensure non-tampering of the database.