HD FIRE PROTECT LIMITED

(Formerly known as HD Fire Protect Private Limited)

CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING

(Approved by the Board of Directors on 19th June 2025)

INTRODUCTION

With a view to govern the conduct of insiders on matters relating to insider trading, the Securities and Exchange Board of India (SEBI) had formulated Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as 'the Regulations').

Sub-regulation (1) of Regulation 9 inter alia, requires all listed companies to frame a Code of Conduct for Regulating, Monitoring and Reporting of trading by insiders by adopting the minimum standards as set out in Schedule B to the Regulations.

Accordingly, HD Fire Protect Limited ("**Company**") has formulated this Code of Conduct for prohibition of Insider Trading ("**Code**").

The Code has been formulated by the Board and shall be applicable with immediate effect.

This Code shall be applicable to Designated Persons and Immediate Relatives of Designated Persons as defined in this Code.

The Company endeavors to preserve the confidentiality of Unpublished Price Sensitive Information ("UPSI") and to prevent misuse of such information. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations.

Every Director, Officer, Designated Person (including immediate relatives) and connected person of the Company has a duty to safeguard the confidentiality of all such UPSI obtained in the course of his or her work at the Company. No Director, Officer, Designated Person and connected persons may use his or her position or knowledge of the Company to gain personal benefit or to provide benefit to any third party.

1. Definitions

1.1. "**Act**" means the Securities and Exchange Board of India Act, 1992;

1.2. "**Board**" means the Securities and Exchange Board of India;

1.3. "**Code**" or "**Code of Conduct**" shall mean the Code of Conduct for prohibition of Insider Trading of HD Fire Protect Limited, as amended from time to time;

1.4. "**Company**" means HD Fire Protect Limited;

1.5. **"Compliance Officer"** means any senior officer, designated so and reporting to the board of directors or head of the organization in case board is not there, 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 the listed company or the head of an organization, as the case may be.

Explanation – For the purpose of this code, "financially literate" shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows;

1.6. **"Company Secretary"** means a qualified person who has been designated by the Company as a Company Secretary of the Company;

1.7. "**Connected Person**" means –

(i) any person who is or has been, during the six months prior to the concerned act, associated with a company, in any capacity, directly or indirectly, 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, whether temporary or permanent, with the company, that allows such a 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) 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 the 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 recognized or authorized by the Board; or
(i) a banker of the company; or
(j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his relative or banker of the company, has more than ten per cent. Of the holding or interest; or

(k) a firm or its partner or its employee in which a connected person specified in sub-clause (i) of clause 1.7 of this Code is also a partner; or
(l) a person sharing a household or residence with a connected person specified in sub-clause (i) of clause 1.7 of this Code.

***NOTE**: It is intended that a connected person is one who has a connection with the company that is expected to put him in possession of unpublished price sensitive information. Immediate relatives and other categories of persons specified above are also presumed to be connected persons, but such a presumption is a deeming legal fiction and is rebuttable. This definition is also intended to bring into its ambit persons who may not seemingly occupy any position in a company but are in regular touch with the company and its officers and are involved in the know of the company's operations. It is intended to bring within its ambit those who would have access to or could access unpublished price sensitive information about any company or class of companies by virtue of any connection that would put them in possession of unpublished price sensitive information. In case of connected persons, the onus of establishing that they were not in possession of UPSI is on connected person*

1.8. **"Contra Trade"** means a Trade or transaction which involves buying or selling Securities of the Company and within six months trading or transacting in an opposite transaction involving sell or buy following the prior transaction.

1.9. **"Designated Person(s)"** shall include the following persons:

i. Every Promoter of the company;

ii. All Directors whether executive, non- executive or independent and Key Managerial Personnel of the Company;

iii. Chief Executive Officer (CEO) and employees up to two levels below the CEO of the listed company, intermediary, or fiduciary (including those in material subsidiaries and associate companies) are automatically considered designated persons, irrespective of their functional role or whether they actually have access to Unpublished Price Sensitive Information (UPSI).

iv. Any other employees of the company (and its material subsidiaries or associates) who are designated by the Board of Directors on the basis of their functional role or their access to UPSI.

v. Any support staff, such as IT staff or secretarial staff, who have access to UPSI.

vi. And such other persons as may be notified by the Compliance Officer considering the objectives of the Code;

1.10 "**Director**" means a member of the Board of Directors of the Company;

1.11 "**Employee**" means every employee of the Company including the Directors in the employment of the Company;

1.12 **"Generally available Information** means information that is accessible to the public on a non-discriminatory basis and shall not include unverified event or information reported in print or electronic media;

1.13 **"Immediate Relative"** means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, if they are either dependent financially on such person, or consults such person in taking decisions relating to Trading in Securities.

1.14 "**Insider**" means any person who is,

i. a connected person; or
ii. In possession of or having access to unpublished price sensitive information.

1.15 "**Key Managerial Person"** means person as defined in Section 2(51) of the Companies Act, 2013;

1.16 **"Promoter"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;

1.17 **"Relative"** shall mean the following:

i. spouse of the person;
ii. parent of the person and parent of its spouse;
iii. sibling of the person and sibling of its spouse;
iv. child of the person and child of its spouse;
v. spouse of the person listed at sub-clause (iii); and
vi. spouse of the person listed at sub-clause (iv)

1.18 **"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;

1.19 "**Senior management**" shall mean the officers and personnel of the listed entity who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called, and the persons identified and designated as key managerial personnel, other than the board of directors, by the listed entity.

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

1.21 "**Trading**" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly;

1.22 **"Trading Day"** means a day on which the recognized stock exchanges are open for trading;

1.23 "**Unpublished Price Sensitive Information**" means any information, relating to a 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:

a) financial results;
b) dividends;
c) change in capital structure;
d) mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business, award or termination of order/contracts not in the normal course of business and such other transactions;
e) Changes in key managerial personnel and senior management personnel, other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor
f) change in rating(s), other than ESG rating(s);
g) fund raising proposed to be undertaken;
h) agreements, by whatever name called, which may impact the management or control of the company;
i) fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;
j) resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
k) admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
l) initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
m) action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
n) outcome of any litigation(s) or dispute(s) which may have an impact on the company
o) giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;
p) granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.
q) such other information as may be deemed to be constituted as UPSI by the Board and the Compliance Officer from time to time.

Explanation 1 - For the purpose of sub-clause (i) of clause 1.22 of this code:

a) Fraud' shall have the same meaning as referred to in Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.
b) 'Default' shall have the same meaning as referred to in Clause 6 of paragraph A of Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Explanation 2- For identification of events enumerated in this clause as unpublished price sensitive information, the guidelines for materiality referred at paragraph A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be specified by the Board from time to time and materiality as referred at paragraph B of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be applicable.]

Note-1:
It is intended that information relating to a company or securities, that is not generally available would be unpublished price sensitive information if it is likely to materially affect the price upon coming into the public domain. The types of matters that would ordinarily give rise to unpublished price sensitive information have been listed above to give illustrative guidance of unpublished price sensitive information.

2. ROLE OF COMPLIANCE OFFICER

The Company Secretary has been designated as the Compliance officer of the Company and his duties and roles shall be as follows:

2.1 The Compliance Officer shall report to the board of directors and in particular, shall provide reports to the Chairman of the Audit Committee or to the Chairman of the board of directors at such frequency as may be stipulated by the board of directors, but not less than once in a year.

2.2 The Compliance Officer shall assist all employees in addressing any clarifications regarding the Regulations and shall administer the Company's Code of Conduct and other requirements under the SEBI Regulations.

2.3 The Compliance Officer shall maintain a record of Designated Persons and any changes made to the list of Designated Persons and all declarations / forms submitted by them.

2.4 The Compliance Officer shall be responsible for monitoring implementation of this code under the overall supervision of the Board.

2.5 He shall inform all Stock Exchanges on which the securities of the Company are listed, the information received under as required and disclose to the extent, as required under rules and regulations promulgated by SEBI or the Stock Exchanges;

2.6 He shall place details of the dealing in the securities by Designated Persons before the Audit Committee, as may be required and the accompanying documents that such persons had executed under the pre-dealing procedure as mentioned in this Policy.

2.7 Monitoring adherence to the regulations for the preservation of "Unpublished Price Sensitive Information" and the grant of pre-clearance approvals to the Designated Persons for dealings in the Company's Securities by them / their Dependents (Immediate Relatives) and monitoring of such dealings.

2.8 Seek declarations from the applicant towards possession of UPSI.

2.9 The Compliance Officer shall notify the trading plan to the stock exchanges on which the securities of the Company are listed.

2.10 The Compliance Officer shall maintain records of all the declarations in the appropriate form given by the directors/ officers / designated employees for a minimum period of five years.

2.11 The Compliance Officer shall do all such other things as provided in the Regulations and as may be prescribed by SEBI from time to time.

3. PRESERVATION OF UNPUBLISHED PRICE SENSITIVE INFORMATION

3.1 Communication or procurement of unpublished price sensitive information:

3.1.1 No Designated Person and their immediate relatives or any Insider shall communicate, provide, or allow access to any Unpublished Price Sensitive Information to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations or otherwise as provided under the Regulations. All information shall be handled within the organisation on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

3.1.2 No Designated Person and their immediate relatives or any Insider shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to the Company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

3.1.3 Subject to the provisions of the Regulations, no Designated Person and their immediate relative/Insider shall trade in the Securities when in possession of Unpublished Price Sensitive Information.

3.1.4 The Company has established policies, procedures and arrangements including earmarked areas (collectively "**Chinese Walls**") designed to manage confidential information and prevent the inadvertent spread and misuse of Unpublished Price Sensitive Information. In general, Chinese Walls separate areas that have access to Unpublished Price Sensitive Information ("**Sensitive Areas**") from those who do not have such access ("**General Areas**").

3.1.5 Employees within Sensitive Areas have a responsibility to ensure the Chinese Wall is not breached deliberately or inadvertently known or suspected breaches of the Chinese Wall must be referred to the Compliance Officer immediately. The establishment of Chinese Walls is not intended to suggest that within Sensitive Areas, Unpublished Price Sensitive Information can circulate freely. Within Sensitive Areas, the 'need-to-know' policy shall be fully in effect.

3.1.6 Any person may be brought inside on a sensitive transaction with prior written approval of the Compliance Officer. Such person shall be fully made aware of the duties and responsibilities attached to the receipt of inside information, and the liability that are attached to misuse or unwarranted us of such information.

3.2 Restrictions

3.2.1 Every person preparing and circulating any unpublished price sensitive information (UPSI) as defined under the Regulations shall ensure to notify the following notation "Privileged and Confidential" on each such document / statement

3.2.2 Need to know:

All information shall be handled within the Company on a need-to-know basis and no Unpublished Price Sensitive Information shall be communicated, provided or allowed access, to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

"Need to know" basis means that Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.

3.2.3 Trading Window

- All Designated Persons and their immediate relatives shall not be permitted to deal in the Securities of the Company during the period, to be called "**Trading Window Closure**". The trading window shall be closed when the compliance officer determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of Unpublished Price Sensitive Information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates. Designated persons and their immediate relatives shall not trade in securities when the trading window is closed.

- The Trading Window shall be closed from the end of every quarter, till 48 hours after the declaration of financial results of the Company. The gap between clearance of accounts by audit committee and board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.

- For other items, the Compliance Officer shall have the power to close the Trading Window for such purposes and for such period as he may deem fit in consultation with any whole-time director/Managing Director of the Company.

- 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.

- The trading window restrictions shall also apply to persons having contractual or fiduciary relationships with the Company, including but not limited to auditors, accountancy firms, law firms, analysts, consultants, and other professional advisors, who may have access to Unpublished Price Sensitive Information. Such persons shall be brought within the ambit of this Code based on their role, function, and access to UPSI, as determined by the Board of Directors in consultation with the Compliance Officer.

3.2.4 Non-applicability of trading Window Restrictions:

The Trading Window Restrictions shall not be applicable in the following scenarios:

- The transaction is an off-market inter-se transfer between insiders who were in possession of the same unpublished price sensitive information and both parties had made a conscious and informed trade decision as defined in Regulation 4 (1) (i) of the Regulations.
- The transaction was carried out through the block deal window mechanism between persons who were in possession of the unpublished price sensitive information and both parties had made a conscious and informed trade decision as per the guidelines of Regulation 4 (1) (ii) of the Regulations.
- The transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.
- The transaction in question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.
- The trades were pursuant to a trading plan set up in accordance with Regulation 5.
- The trade was in respect of a pledge of shares for a bonafide purpose such as raising of funds, subject to pre-clearance by the Compliance Officer and compliance with the respective regulations made by the Board.
- Transactions which are undertaken in accordance with respective regulations made by the Board such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy-back offer, open offer, delisting offer or transactions which are undertaken through such other mechanism as may be specified by the Board from time to time.

3.2.5 Restrictions for dealing in Securities of the Company

- No Designated persons and their Immediate Relatives shall enter into an opposite transaction i.e. sell or buy the Securities of the Company during a period of six months following a previous transaction. This restriction shall not be applicable for trades pursuant to exercise of stock options. However, once the shares acquired on exercise of the ESOPs are sold, the restriction on buying would become applicable for the next six months.

- The aforesaid restriction (contra trade) shall not apply in respect of buy back offers, open offers, rights issues, bonus, split, consolidation and other related corporate actions.

- ***For the purpose of determining a contra trade, transactions undertaken by the Designated Person and his/her Immediate Relatives shall be considered on a cumulative basis, and any opposite transaction executed by either the Designated Person or his/her Immediate Relatives within the said period shall be treated as a contra trade.***

- In case the sale of Securities is necessitated by personal emergency, the Compliance Officer is empowered to grant relaxation from strict application of such a restriction, after recording in writing the reasons for grant of such relaxations.

- The Designated Persons seeking relaxation of the contra period must make an application in **Annexure 5** citing the reasons thereof, to the Compliance Officer.

- Notwithstanding such relaxation, any profits arising from the contra trade shall be disgorged and remitted to the Investor Protection and Education Fund (IPEF) administered by SEBI, in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015.

3.2.6 All non-public information directly received by any employee should immediately be reported to the head of the department.

3.2.7 Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc.

4. Pre-Clearance of Trades

All Designated Persons who intend to deal in the securities of the Company in their own name or in the name of their Immediate Relatives, when the trading window is open and whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. 10 Lakhs (market value), shall obtain pre-clearance of the transactions from the Compliance Officer for each transaction.

For the purpose of determining the above threshold for pre-clearance, the value of trades undertaken by the Designated Person together with the trades undertaken by his/her Immediate Relatives shall be aggregated and considered on a cumulative basis.

In case the compliance officer proposes to trade in the securities of the Company, pre-clearance shall be obtained from the Chairman of the Audit Committee.

However, pre-clearance of trades shall not be required for a trade executed as per an approved trading plan. Further, no designated person shall be entitled to 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 and hence, he shall not be allowed to trade.

The pre-clearance procedure shall be hereunder:

4.1. An application may be made in the prescribed Form **Annexure 1** to the Compliance officer indicating the estimated number of securities that the Designated Person intends to deal in, the details as to the depository with which he has a security account, the details as to the securities in such depository mode and such other details as may be required by the Compliance Officer in that behalf.

4.2. A Declaration in Form **Annexure 2** shall be executed in favour of the Company by such Person.

4.3. Before granting pre-clearance in Form **Annexure 3**, the Compliance Officer shall have due regard to whether any such declaration is reasonably capable of being rendered inaccurate.

4.4. All Designated Persons shall execute their order in respect of securities of the Company within seven (7) trading days from the date of the approval of pre-clearance. The Designated persons shall file within two (2) trading days of the execution of the deal, the details of such deal and changes in the holdings, with the Compliance Officer in the prescribed form. In case the transaction is not undertaken, a report to that effect shall be filed **Annexure 4** within 2 trading days.

4.5. If the order is not executed within seven trading days from the date the approval is given, the employee/director must seek fresh pre-clearance of the transaction.

5. Reporting requirements

5.1 All Designated Persons of the Company shall be required to forward following details including the statements of their Immediate Relatives:

5.1.1 Disclosure of all holdings in the securities of the Company, as on the date of joining or upon becoming a Director, KMP, Promoter, Promoter Group member, or Designated Person, in **Annexure 6**, within seven (7) days of appointment or assuming such position, as applicable.

5.1.2 Every Promoter, member of the Promoter Group, Director, KMP and Designated Person shall disclose to the Company the details of securities acquired or disposed of within two (2) trading days, if the value of such trades, whether through a single transaction or in aggregate during a calendar quarter, exceeds ₹10,00,000 or such other threshold as may be prescribed by SEBI from time to time. The disclosure shall be made in the format prescribed in **Annexure 7.**

Note: In the case of Designated Persons, the value of trades executed by the Designated Person together with those undertaken by his/her Immediate Relatives shall be aggregated and considered on a cumulative basis.

5.1.3 An annual statement of holdings in securities as on 31st March of every financial year, along with other requisite details, shall be submitted in **Annexure 8** within twenty (20) days from the end of the financial year.

5.2 The Designated Persons shall be required to disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the Company on an annual basis and as and when the information changes:

- immediate relatives
- persons with whom such Designated Person(s) shares a material financial relationship
- Phone, mobile and cell numbers which are used by them

In addition, the names of educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a one time basis.

Note:

- The term "material financial relationship" shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a designated person during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such designated person but shall exclude relationships in which the payment is based on arm's length transactions.
- Any change in the details of the Designated Person and/or Immediate Relatives to be informed to the Company promptly but not later than seven (7) days of such change.

5.3 Notwithstanding anything contained in this Code, where no specific timeline has been prescribed for making any disclosure, intimation or submission under this Code, the same shall be made within seven (7) days from the occurrence of the event or from the date on which such information becomes applicable, as the case may be.

6. Penalty for contravention of the code of conduct

6.1. Every Designated Person shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof applicable to his/her immediate relatives).

6.2. Any Designated Person who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalised and appropriate action may be taken by the Board of Directors of the Company apart from the penalties prescribed under the Code.

6.3. Designated Person who violates the Code shall also be subject to disciplinary action by the Board of Directors of the Company, which may include wage freeze, suspension, recovery, clawback, ineligibility for future participation in employee stock option plans, etc.

6.4. The action by the Company shall be in addition to any action that may be taken by SEBI in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.

6.5. In case it is observed by the Board of Directors that there has been a violation of SEBI regulations, they shall inform all the Stock Exchanges where the securities of the Company are traded promptly.

7. Institutional mechanism for prevention of insider trading and overall monitoring

7.1 The Managing Director shall put in place adequate and effective systems of internal controls to ensure compliance with the Regulations and to prevent insider trading, including identification as Designated Persons of all employees having access to Unpublished Price Sensitive Information, identification of such information and maintenance of its confidentiality, restrictions on its communication and procurement, maintenance of lists of all persons with whom such information is shared together with confidentiality agreements executed or notices served on them, and periodic process reviews to evaluate the effectiveness of such internal controls. The Compliance Officer shall monitor the day-to-day implementation of this Code and of such internal controls under the overall supervision of the Board of Directors.

7.2 The Audit Committee shall review compliance with the provisions of the Regulations at least once in every financial year and shall verify that the systems of internal control are adequate and are operating effectively, and the annual report of the Compliance Officer placed before the Chairman of the Audit Committee under Clause 2 of this Code shall form the basis of such review. The Company shall maintain a policy and procedure approved by the Board of Directors for inquiry in case of leak or suspected leak of Unpublished Price Sensitive Information, shall initiate appropriate inquiries on becoming aware of any such leak or suspected leak, and shall promptly inform SEBI of such leaks, inquiries and the results thereof. The Whistle Blower Policy of the Company shall enable employees to report instances of leak of Unpublished Price Sensitive Information, and the Compliance Officer shall ensure that all Designated Persons are made aware of the said policy.

8. Miscellaneous

8.1 The provisions of this Code relating to Regulations 3 and 4 of the PIT Regulations shall come into force upon approval of this Code by the Board, and the remaining provisions shall become effective upon listing of the Company's securities.

8.2 This Code shall continue to apply to a Designated Person for six months from the date of cessation of employment or association with the Company, or until such person ceases to be in possession of UPSI, whichever is later.

8.3 This Code is hosted on the Company's website at https://www.hdfire.com/investor-relations/ and furnished to every Designated Person, who shall acknowledge receipt of the same and confirm compliance with this Code on an annual basis.

8.4 The Board shall review this Code periodically. The Compliance Officer may make consequential amendments arising from changes in applicable laws, subject to approval by the Board.

8.5 In the event of any inconsistency between this Code and the applicable laws, the latter shall prevail. Terms not defined herein shall have the meanings assigned to them under the applicable laws.

ANNEXURE 1

APPLICATION FOR PRE-CLEARANCE

To,
The Compliance Officer,
HD Fire Protect Limited

Subject: Application for Pre-clearance of trading in securities of the Company

Dear Sir,

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Internal Code of Conduct for Prohibition of Insider Trading, I seek approval to purchase / sell / subscribe / pledge equity shares of the Company as per details given below:

1.	Name of the applicant	
2.	Designation	
2A.	Relationship with the Applicant (Self/Immediate Relative)	
3.	Number of securities held as on date	
4.	The proposal is for	Purchase of securities ☐ Sale of securities ☐ Subscription to securities ☐ Pledge/Un-pledge ☐
5.	Proposed date of trading in securities	
6.	Estimated number of securities proposed to be purchased/subscribed/sold/pledge/un-pledge	
7.	Current market price (as on date of application)*	
8.	Whether the proposed transaction will be through stock exchange or off-market trade	
9	Folio No. / DP ID / Client ID No. where the securities will be credited / debited	

***Note:** For the purpose of determining the requirement of pre-clearance and monitoring of trading limits under the Company's Code of Conduct for Prevention of Insider Trading, the value of trades shall be computed on a cumulative basis, including transactions undertaken by the Designated Person and his/her Immediate Relatives, whether such transactions are executed individually or jointly.*

I enclose herewith the form of Declaration signed by me.

Yours faithfully,

_____
(Signature of Designated Person)
Name:
Designation
Employee Code:
Date:

continued……

ANNEXURE 2

DECLARATION TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE CLEARANCE

To,
The Compliance Officer,
HD Fire Protect Limited

I _____ being a designated person of the company as per the code for Trading in the securities of the Company residing at _____, am desirous of trading in equity shares of the Company as mentioned in my pre clearance application dated _____

I further declare that I am not in possession of any unpublished price sensitive information ("**UPSI**") up to the time of signing this undertaking. In the event that I have access to or receive any UPSI after 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 trading in the securities of the Company until such information becomes public.

I declare that I have not contravened the provisions of this code as notified by the Company from time to time.

In the event of this transaction being in violation of the code or the applicable laws, (a) I will, unconditionally, release, hold harmless and indemnify to the fullest extent, the Company and its directors and officers, (the 'indemnified persons') for all losses, damages, fines, expenses, suffered by the indemnified persons, (b) I will compensate the indemnified persons for all expenses incurred in any investigation, defense, crisis management or public relations activity in relation to this transaction and (c) I authorize the Company to recover from me, the profits arising from this transaction and remit the same to the Securities and Exchange Board of India ("**SEBI**") for credit of the Investor Protection and Education Fund administered by the SEBI.

I undertake to submit the necessary report within two trading days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

If approval is granted, I shall execute the trade within seven trading days of the receipt of approval failing which I shall seek pre-clearance afresh. I declare that I have made full and true disclosure in the matter.

Yours faithfully,

_____
(Signature of Designated Person)
Name:
Designation:
Date:

ANNEXURE 3

PRE- CLEARANCE APPROVAL

To,
Name:
Designation:
Place:

This is to inform you that your request for dealing in _____ (no's) of equity shares of the Company as mentioned in your application dated _____ is approved. Please note that the said transaction must be completed within seven(7) trading days from today.

In case the approved transaction/deal is not executed within the aforesaid period, fresh pre-clearance must be obtained before undertaking any transaction/deal in the securities of the Company.

Further, you are required to submit the details of the executed transaction in the prescribed format (Annexure 4) within two (2) trading days from the date of the transaction/deal. If the transaction is not undertaken, a 'Nil' report, along with the reasons for not executing the trade, shall be submitted in the prescribed format (Annexure 4) within two (2) trading days.

You shall also not execute any contra trade within six (6) months from the date of the execution of the trade.

Yours faithfully,
For HD Fire Protect Limited

_____
Compliance Officer

Date:

ANNEXURE 4

REPORT OF TRADES EXECUTED/DECISION NOT TO TRADE WITH REASONS

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

Date:

To,
The Compliance Officer,
HD Fire Protect Limited

In furtherance of your Pre-Clearance Order dated _____ for Purchase/Sale/ subscription of _____ Shares, I hereby inform you that:

- I have not bought / sold/ subscribed to any securities of the Company due to (state reason for inability to trade) _____

OR

- I have bought/sold/subscribed _____ securities as mentioned below on _____ (date)

Name of holder	**First/ Joint 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).

continued……

I submit the following details of change in holding of securities of the Company:

Name, PAN No. & address of shareholder with contact no.	No. of securities held before the transaction	Date of allotment advice/acquisition of/sale of securities	Nature of Transaction & Quantity			Trading Member through whom the trade was executed with SEBI Registration No. of TM	Exchange On which the trade was executed	Mode of acquisition /disposal (on market/ public/ rights/ preferential offer/ off market/ Inter-se transfer, ESOPs,
			Purchase	Sale	Others			

Details of change in securities held by immediate relatives:

Name, PAN No. & address of shareholder with contact no.	No. of securities held before the transaction	Date of allotment advice/acquisition of/sale of securities	Nature of Transaction & Quantity			Trading Member through whom the trade was executed with SEBI Registration No. of TM	Exchange On which the trade was executed	Mode of acquisition /disposal (on market/ public/ rights/ preferential offer/ off market/ Inter-se transfer, ESOPs,
			Purchase	Sale	Others			

Note:

(i) "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

(ii) Value of transaction excludes taxes/brokerage/any other charges

I declare that the above information is correct and that no provisions of the Company's Code of Conduct for Prohibition of Insider Trading and/or applicable laws/regulations have been contravened for effecting the above-mentioned transaction(s). I agree to hold the above Securities for a minimum period of six months and to not take positions in derivative transactions in the equity shares of the Company at any time. In case there is any urgent need to sell these Securities within the said period, I shall approach the Company (Compliance Officer) for necessary approval.

_____

Signature:

Name:

Designation:

ANNEXURE 5

APPLICATION FOR RELAXATION FROM STRICT APPLICATION OF CONTRA-TRADE RESTRICTIONS

To,
The Compliance Officer
HD Fire Protect Limited

Date:_____

Dear Sir,

I hereby request you to kindly grant me a relaxation from the contra-trade restrictions stipulated under the Code of conduct for prohibition of Insider Trading of the Company, in respect of _____ equity shares of the Company held by me / Mr./Ms. _____ (name of the Immediate Relative), held singly / jointly, which were acquired on _____ (date of acquisition).

I propose to deal in the aforesaid shares prior to the expiry of the prescribed period on account of _____ (please specify the reasons).

I further request that the above application be considered in accordance with the provisions of the Code and the applicable provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015, which empower the Compliance Officer to grant relaxation from the strict application of the contra-trade restrictions for reasons to be recorded in writing.

I confirm that:

- I am not in possession of any unpublished price-sensitive information (UPSI).
- The proposed transaction is bona fide in nature.
- I acknowledge that any profits arising from the aforesaid transaction shall be liable to be disgorged and remitted to the Investor Protection and Education Fund (IPEF), in accordance with the applicable provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

Thanking you,

Yours faithfully,

_____
(Signature of Designated Person)
Name:
Employee Code:
Designation:

ANNEXURE 6

SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a director/KMP/Promoter/Member of the promoter group/ Designated Persons]

Date of Declaration: _____

To,

The Compliance Officer

Company Name: HD Fire Protect Limited

ISIN: INE18AK01028

Type of Security: Equity Shares

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of the promoter group or Designated Person of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN / DIN & address with contact nos.	Category of Person (Promoters / KMP / Directors / member of the promoter group / Designated Person / immediate relatives to / others etc.)	Date of appointment of Director / KMP / OR Date of becoming Promoter / member of the promoter group / Designated Person	No. of securities held along with % holding at the time of becoming Director / KMP / OR Date of becoming Promoter / member of the promoter group / Designated Person #	DP ID & Client ID (if applicable) *

**DP ID / Client ID to be mentioned ONLY if shares of the Company are held, otherwise mention NA.*

#Holdings shall be disclosed as on the date of this declaration. In case no securities of the Company are held, kindly mention "NIL".

Details of open interest (oi) in derivatives of the company held at the date of appointment, including immediate relatives

Open Interest of the Future contracts held at the time of appointment			
Name (Self/ Immediate Relative)	**Contract Specifications**	**Number of units (contracts* lot size)**	**Notional value in Rupee terms**

Open Interest of the option contracts held at the time of appointment			
Name (Self/ Immediate Relative)	**Contract Specifications**	**Number of units (contracts* lot size)**	**Notional value in Rupee terms**

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

I confirm that the information provided by me is true, correct and complete in all respects.

_____

Name:

Designation:

Date:

Place:

NOTES:

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

2. Spouse in all cases, be deemed to be an Immediate Relative.

3. Please update all contact details used by you (both mobile and landline numbers).

4. Additional columns may be added, if required.

5. The disclosure shall be made within **7 days** of the occurrence of the relevant event.

DECLARATION

I, _____ (holding PAN: _____), being a Designated person under the Code of Conduct for prohibition of Insider Trading ("Code"), hereby confirm that I understand that the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("Regulations") and the Code shall be applicable to me from the date of my joining the Company and shall continue to apply till the expiry of six (6) months after cessation of my employment with the Company or till such time I remain in possession of Unpublished Price Sensitive Information, whichever is later.

A copy of the Code was furnished to me at the time of my joining and the same is also available on the website of the Company at https://www.hdfire.com/investor-relations/.

I confirm that I have read and understood the applicable provisions of the Regulations and the Code, and that the relevant provisions have also been explained to me.

Having read and understood the provisions of the Regulations and the Code, I acknowledge my duties and responsibilities thereunder and agree to abide by the same. I further undertake to keep myself updated with any amendments, re-enactments or modifications made to the Regulations and the Code from time to time.

In addition to the above, the requisite information/disclosures required pursuant to the provisions of the Regulations and the Code have been furnished by me in the foregoing sections of this declaration. I confirm that the information provided by me is true, correct and complete in all respects, and I undertake to promptly update the same in the event of any change.

_____

Name:
Designation:
Date:
Place:

ANNEXURE 7

SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (2) read with Regulation 6(2) – Continual disclosure]

Details of change in holding of Securities of Promoter, Member of the Promoter Group, Designated Person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN, & address with contact nos.	Category of Person (Promoter/ member of Promoter Group/ Designated Person/ Director s/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/ disposal 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.)	Exchange on which the trade was executed
		Type of security	No. and % of share holding	Type of security	No.	Value	Transaction Type (Buy/ Sale/ Pledge / Revoke/ Invoke / others)	Type of security	No. and % of shareholding	From	To			

Note: *"Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.*

Continued…….

Details of trading in derivatives on the securities of the company by Promoter, member of the promoter group, designated person or Director of a listed company and immediate relatives of such persons 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)	

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

_____

Name

Designation:

Date:

Place:

ANNEXURE 8

ANNUAL STATEMENT OF HOLDINGS IN SECURITIES

Date of Declaration: _____

To,
The Compliance Officer
Company Name: HD Fire Protect Limited
ISIN: INE18AK01028
Type of Security: Equity Shares

Dear Sir / Madam,

I _____ , having employee ID _____ hereby submit the following details as on March 31, <Insert year>:

PAN	
Highest Degree, Educational Institute & Year:	
Immediate Past Employer & Period of Employment	
No. of securities held	
DP Id/Client Id	

Continued……..

Please also note the following details with respect to my Immediate Relatives and the persons with whom I share a material financial relationship:

I. Immediate Relatives

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

Name of the Relative	PAN or any other unique identification number	Relation with the Relative	No. of securities held	Contact Number (Phone, Mobile or cell number)	DP Id/Client Id

II. Persons with whom I share Material Financial Relationship

("Material financial relationship" shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such designated person but shall exclude relationships in which the payment is based on arm's length transactions.)

Name of the person	PAN or any other unique identification number	Reasons for considering the person as a person with whom 'Material Financial Relationship' is shared	No. of securities held	Contact Number (Phone, Mobile or cell number)	DP Id/Client Id

I acknowledge that all information provided under this form is true and fair to the best of my knowledge.

Note: The disclosure shall be made within **20 days** of the end of the Financial year.

_____

Name:
Designation:
Date:
Place: