

## **HILLTONE SOFTWARE AND GASES LTD**

### **FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION AND CODE OF PRACTICE AND PROCEDURES**

#### **INTRODUCTION:**

The Securities and Exchange Board of India (“SEBI”) notified the SEBI (Prohibition of Insider Trading) Regulation, 2015 (“Regulations”) on January 15, 2015, as amended from time to time and as may be modified by the Board of Directors of the Company from time to time.

Pursuant to Regulation 8 of the Regulations, HILLTONE SOFTWARE AND GASES LTD is required to formulate a code of practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (“Fair Disclosure Code”) Accordingly the Board of Directors of HILLTONE SOFTWARE AND GASES LTD has formulated the Fair Disclosure Code.

#### **UNPUBLISHED PRICE SENSITIVE INFORMATION:**

It 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:

- financial results;
- dividends;
- change in capital structure(mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
- change in key managerial personnel; and
- material events in accordance with the listing agreement

#### **PRINCIPLES OF FAIR DISCLOSURE FOR PURPOSES OF CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION:**

- Prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such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.
- Uniform and universal dissemination of unpublished price sensitive unpublished price sensitive information to avoid selective disclosure.
- Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
- The information shared with analysts and research personnel is not unpublished price sensitive information.
- Developing best practices to make transcripts or records of proceeding of meeting with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosure made.
- Handling of all unpublished price sensitive information on a need-to-know basis.