

Ref:

Date :

To,

Independent Director

**Sub: Letter of Appointment as
an Independent Director on
the Board of HPCL.**

Dear Sir,

We write with reference to the Government of India, Ministry of Petroleum and Natural Gas Letter No. _____ dated _____ appointing you as Non-Official Independent Director on the Board of Hindustan Petroleum Corporation Limited (HPCL / the Company).

The Board of HPCL has accordingly considered and approved your appointment _____ as an Additional / Independent Director under Section 161 of the Companies Act, 2013 effective _____. We are pleased to welcome you on the Board of HPCL.

Your appointment would be governed by the following:

1. **Appointment:**

The Board of Directors have appointed you on the Board of HPCL as an Independent Director in terms of MOP&NG Letter Ref. _____ dated _____ for a period of three years or until further orders whichever is earlier. Your appointment is subject to the approval of the Shareholders at the ensuing Annual General Meeting as per the provisions of the Companies Act, 2013. The term "Independent Director" should be construed as defined under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations 2015").

As an Independent Director, you will not be liable to retire by rotation.

Your relationship with the Company is that of a Part Time Director and not one of contract for employment of the Company. Your appointment is also subject to the maximum permissible Directorship that one can hold as per the provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015.

2. **Board Sub-Committees:**

The Board of Directors (the "Board") may, if it deems fit, invite you for being appointed on one or more existing Board Committees or any such Committees that is set up in the future. Your appointment on such Committees will be subject to the applicable laws and regulations and terms of reference of the said Committee(s).

.../2

3. Role and Duties:

As a Member of the Board, your role, duties and responsibilities will be those as normally required of an Independent Director under the Companies Act, 2013, SEBI (LODR) Regulations, 2015 and the Department of Public Enterprises (DPE) Guidelines on Corporate Governance for Central Public Sector Enterprises (CPSEs). Copy of the Code for Independent Directors (Sch. IV, Section 149 (8) of the Companies Act, 2013 detailing the various provisions in this regard is enclosed as **Annexure A**.

4. Sitting Fees and Expenses:

Independent Directors are presently paid a Sitting Fees of Rs. _____/- for each of the Board Meetings attended and Rs. _____/- for each of the Board Sub-Committee Meetings attended subject to applicable taxes, if any. The Company will bear incidental expenses incurred for attending Board / Committee Meetings such as Travel expenses, stay arrangements etc. of the Independent Director. There will be no other remuneration, commission or fees or charges payable by the Corporation.

5. Time Commitment:

You will be expected to attend Board Meetings and Board Sub-Committee Meetings, if any, in which you will be Member / Chairman and to devote such time as appropriate to discharge your duties effectively.

6. Directors' Insurance:

The Company maintains Directors & Officers Liability Policy on behalf of the Directors and Officers of the Company.

7. Code of Conduct and Other Compliances:

As an Independent Director of the Company, you will be expected to act at all times in accordance with the provisions of the applicable Corporate Regulations and comply with the Company's policies and procedure that relate to your role as an Independent Director covering Corporate Governance for Independent Director, Code of Conduct for Independent Director, SEBI (Prohibition of Insider Trading) Regulations 2015, as amended from time to time etc.

To enable compliance with the same, you are required to make certain disclosures. These inter-alia, include:

- A General Notice of Interest in any firm, company etc. in which you or relatives are interested.
- Details of Directorships / Committee Memberships already held and changes therein from time to time.
- Disclosure and Compliance with the Code of Conduct for Board Members & Senior Management Personnel and The Code for prohibition of Insider Trading in the Securities of HPCL (Copy enclosed as **Annexure B (i) and (ii)**)

8. Familiarization Program for Independent Directors:

The Corporation would initiate steps to carry out presentation / program for ensuring your Familiarization with the Company, its operations, Oil Industry etc. and will also nominate / sponsor you to relevant programs / Conferences / Workshops etc. as may be conducted in India by various professional bodies, Chamber of Commerce or Industry or Govt. Agencies etc.

As a Member of the Board / Committee you would endeavor to participate in such program.

9. Confidentiality:

As an Independent Director of the Company you will come across certain confidential information about the company and its affairs from time to time. You shall maintain strict confidentiality and shall use the said information in the proper performance of your duties as an Independent Director of HPCL.

10. Independent Board evaluation:

Evaluation of performance of Independent Director on Board of HPCL would be in terms provisions of the Companies Act, 2013.

11. Resignation:

In the event you wish to resign from your position at any time during your tenure, you are requested to serve a written notice addressed to C & MD / MOP&NG stating the reason for resignation.

12. Governing Laws:

Your appointment as Independent Director shall be governed by the relevant provisions of the Indian Law and your engagement shall be subject to jurisdiction of the Indian Courts at Mumbai.

We once again take this opportunity to welcome you on the Board of HPCL as an Independent Director.

Kindly acknowledge receipt.

Thanking you,

Very truly yours

Director – HR

I hereby acknowledge receipt and accept the terms set out in this letter

Date:

Place:

Signature: _____
(Independent Director)

SCHEDULE IV
[See section 149(8)]

CODE FOR INDEPENDENT DIRECTORS

The Code is a guide to professional conduct for independent directors. Adherence to these standards by independent directors and fulfilment of their responsibilities in a professional and faithful manner will promote confidence of the investment community, particularly minority shareholders, regulators and companies in the institution of independent directors.

I. Guidelines of professional conduct:

An independent director shall:

- (1) uphold ethical standards of integrity and probity;
- (2) act objectively and constructively while exercising his duties;
- (3) exercise his responsibilities in a *bona fide* manner in the interest of the company;
- (4) devote sufficient time and attention to his professional obligations for informed and balanced decision making;
- (5) not allow any extraneous considerations that will vitiate his exercise of objective independent judgment in the paramount interest of the company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
- (6) not abuse his position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- (7) refrain from any action that would lead to loss of his independence;
- (8) where circumstances arise which make an independent director lose his independence, the independent director must immediately inform the Board accordingly;
- (9) assist the company in implementing the best corporate governance practices.

II. Role and functions:

The independent directors shall:

- (1) help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, risk management, resources, key appointments and standards of conduct;
- (2) bring an objective view in the evaluation of the performance of board and management;
- (3) scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
- (4) satisfy themselves on the integrity of financial information and that financial controls and the systems of risk management are robust and defensible;
- (5) safeguard the interests of all stakeholders, particularly the minority shareholders;
- (6) balance the conflicting interest of the stakeholders;
- (7) determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management and have a prime role in appointing and where necessary recommend removal of executive directors, key managerial personnel and senior management;
- (8) moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.

III. Duties :

The independent directors shall—

- (1) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- (2) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- (3) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- (4) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- (5) strive to attend the general meetings of the company;
- (6) where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- (7) keep themselves well informed about the company and the external environment in which it operates;
- (8) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- (9) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- (10) ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- (11) report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- (12) act within their authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- (13) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

IV. Manner of appointment:

- (1) Appointment process of independent directors shall be independent of the company management; while selecting independent directors the Board shall ensure that there is appropriate balance of skills, experience and knowledge in the Board so as to enable the Board to discharge its functions and duties effectively.
- (2) The appointment of independent director(s) of the company shall be approved at the meeting of the shareholders.
- (3) The explanatory statement attached to the notice of the meeting for approving the appointment of independent director shall include a statement that in the opinion of the Board, the independent director proposed to be appointed fulfils the conditions specified in the Act and the rules made thereunder and that the proposed director is independent of the management.
- (4) The appointment of independent directors shall be formalised through a letter of appointment, which shall set out :
 - (a) the term of appointment;
 - (b) the expectation of the Board from the appointed director; the Board-level committee(s) in which the director is expected to serve and its tasks;

- (c) the fiduciary duties that come with such an appointment along with accompanying liabilities;
 - (d) provision for Directors and Officers (D and O) insurance, if any;
 - (e) the Code of Business Ethics that the company expects its directors and employees to follow;
 - (f) the list of actions that a director should not do while functioning as such in the company; and
 - (g) the remuneration, mentioning periodic fees, reimbursement of expenses for participation in the Boards and other meetings and profit related commission, if any.
- (5) The terms and conditions of appointment of independent directors shall be open for inspection at the registered office of the company by any member during normal business hours.
- (6) The terms and conditions of appointment of independent directors shall also be posted on the company's website.

V. Re-appointment:

The re-appointment of independent director shall be on the basis of report of performance evaluation.

VI. Resignation or removal:

- (1) The resignation or removal of an independent director shall be in the same manner as is provided in sections 168 and 169 of the Act.
- (2) An independent director who resigns or is removed from the Board of the company shall be replaced by a new independent director within three months from the date of such resignation or removal, as the case may be.
- (3) Where the company fulfils the requirement of independent directors in its Board even without filling the vacancy created by such resignation or removal, as the case may be, the requirement of replacement by a new independent director shall not apply.

VII. Separate meetings:

- (1) The independent directors of the company shall hold at least one meeting in a Financial year, without the attendance of non-independent directors and members of management;
- (2) All the independent directors of the company shall strive to be present at such meeting;
- (3) The meeting shall:
 - (a) review the performance of non-independent directors and the Board as a whole;
 - (b) review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive directors;
 - (c) assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

VIII. Evaluation mechanism:

- (1) The performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated.
- (2) On the basis of the report of performance evaluation, it shall be determined whether to extend or continue the term of appointment of the independent director.

Note: vThe provisions of sub-paragraph (2) and (7) of paragraph II, paragraph IV, paragraph V, clauses (a) and (b) of sub-paragraph (3) of paragraph VII and paragraph VIII shall not apply in the case of Government Company as defined under clause (45) of Section 2 of the Companies Act, 2013, if the requirements in respect of matters specified in these paragraphs are specified by the concerned Ministries or Departments of the Central Government or as the case may be, the State Governments and such requirements are complied with by the Government Companies.

CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL.

1. Introduction

- 1.1 The Code of Conduct for Board Members and Senior Management Personnel" of Hindustan Petroleum Corporation Limited (hereinafter referred to as "the Company").
- 1.2 The purpose of this Code is to enhance further ethical and transparent process in managing the affairs of the Company.
- 1.3 The Company currently has Conduct, Discipline & Appeal Rules for Officers ("the CDA Rules"), which govern the conduct of all Officers of the Company including Whole-time Directors but excluding Non - whole time Directors. The Code of Conduct for Board Members and Senior Management Personnel has now been framed specifically in compliance with the provisions of Regulation 17 of (5a) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 with Stock Exchanges. In respect of Whole-time Directors and Senior Management Personnel this Code is to be read in conjunction with the CDA Rules.
- 1.4 It shall come into force with effect from 1st day of January, 2006.

2. Definitions & Interpretation

In this Code, unless repugnant to the meaning or context thereof, the following expressions shall have the meaning given to them below:

- 2.1 The term "Board Members" shall mean the Directors on the Board of Directors of the Company.
- 2.2 The term "Whole-time Directors" shall mean the Board Members who are in whole-time employment of the Company.
- 2.3 The term "Non-Whole-time Directors" shall mean the Board Members who are Part-time Directors and not in whole time employment of the Company.
- 2.4 The term "Relative" shall mean 'relative' as defined in Section 2(77) of the Companies Act, 2013 read with Rule 4 of Companies (Specification of Definitions Details) Rules, 2014.
- 2.5 The term "Senior Management Personnel" shall mean personnel of the Company who are members of its core management team excluding Board.
- 2.6 The term "the Company" shall mean HPCL.

In this Code words importing the masculine shall include feminine and words importing singular shall include the plural or vice versa.

3. Applicability

- 3.1 This Code shall be applicable to the following persons:
 - a. All Whole-time Directors

b. All Non-Whole Time Directors including Independent Directors under the provisions of law.

c. Senior Management Personnel

4. Key Requirements

The Board Members and the Senior Management Personnel shall act within the authority conferred upon them, keeping the best interests of the Company and observe the following:

- Shall act with care, skill, diligence and integrity.
- Shall act in good faith and fulfill the fiduciary obligations without allowing their independence of judgment to be compromised.
- Shall not involve in taking any decision on a subject matter in which a conflict of interest arises or which in his opinion is likely to arise.
- Shall avoid conducting business with (a) a relative or (b) a Private Limited Company in which he or his relative is a Member or a Director (c) a Public Limited Company in which he or his relative holds 2% or more shares or voting right and (d) with a firm in which the relative is a partner, except with the prior approval of the Board.
- Shall not have any personal and/or financial interest in any business dealings concerning the Company.
- Shall avoid any dealings with a Contractor or Supplier that compromises the ability to transact business on a professional, impartial and competitive basis or influence decision to be made by the Company.
- Shall not hold any positions or jobs or engage in outside businesses or other interests that are prejudicial to the interests of the Company.
- Shall not exploit for their own personal gain, opportunities that are discovered through use of corporate property, information or position, unless the opportunity is disclosed fully in writing to the Board of Directors of the Company and the Board declines to pursue such opportunity.
- Shall not make any statement which has the effect of embarrassing the relations between the Company and the public including the stakeholders.
- Shall not commit any offence involving moral turpitude or any act contrary to law or opposed to public policy resulting in a conviction.
- Shall comply with the Insider Trading Code of the Company.
- Shall keep in confidence all sensitive information concerning the Company's business, its customers, suppliers, etc
- Shall not provide any confidential information either formally or informally, to the press or any other publicity media, unless specifically authorized.
- Shall protect the Company's assets including physical assets, information and intellectual rights and shall not use the same for personal gain.
- Shall be held accountable for fully complying with this Code.

5. Duties of Independent Directors:

4 Duties:

The independent directors shall—

- 4.1 undertake appropriate Induction and regularly update and refresh their skills, knowledge and familiarity with the company.
- 4.2 seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company.
- 4.3 strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member.
- 4.4 participate constructively and actively in the committees of the Board in which they are chairpersons or members.
- 4.5 strive to attend the general meetings of the company.
- 4.6 where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting.
- 4.7 keep themselves well informed about the company and the external environment in which it operates.
- 4.8 not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board.
- 4.9 pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company.
- 4.10 ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use.
- 4.11 report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy.
- 4.12 acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees.
- 4.13 not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

6. Compliance Of Law

Board Members and Senior Management Personnel shall comply with all applicable laws, rules and regulations.

7. Other Directorships

Unless specifically permitted, the whole-time Directors, and Senior Management Personnel shall not serve as Director or in any other position of any other Company or as Partner of a Firm that is engaged in a competing business with the Company.

8. Related Party Disclosures

The Board Members shall make disclosure to the Board of Directors and Senior Management Personnel shall make disclosure to the Chairman and Managing Director/Competent Authority under the provisions of Accounting Standard 18 governing related party transactions.

9. Amendments To The Code

The provisions of this Code can be amended/ modified by the Board of Directors of the Company from time to time and all such amendments/ modifications shall take effect from the date stated therein.

10. Placement Of The Code On Website

Pursuant to Regulation 46 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, this Code and any amendments thereto shall be posted on the website of the Company.

11. Annual Compliance Reporting

It terms of Regulation 26 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, all Board Members and Senior Management Personnel shall affirm compliance of this Code on Annual Basis. A proforma of Annual Compliance Report is annexed to this Code as **Appendix-I**. The Annual Compliance Report shall be forwarded to the Company Secretary.

12. Consequences Of Non- Compliance Of this Code

- 5.1 In case of breach of this Code by the Non Whole time Directors, the same shall be considered by the Board of Directors for initiating appropriate action, as deemed necessary.
- 5.2 In case of breach of this Code by the Whole time Directors and Senior Management Personnel, the same shall be dealt with in accordance with the CDA Rules of the Company.

13. Acknowledgement of Receipt Of the Code

All Board Members and Senior Management Personnel shall acknowledge the receipt of this Code or any modification(s) thereto, in the prescribed acknowledgement form annexed to this Code vide **Appendix-II** and forward the same to the Company Secretary.

HINDUSTAN PETROLEUM CORPORATION LIMITED
REGD OFFICE: PETROLEUM HOUSE, 17, JAMSHEDJI TATA ROAD, CHURCHGATE,
MUMBAI - 400 020
CIN : L23201MH1952GOI008858
Ph: (022) 22863900 Fax: (022) 22872992 e-mail : corphqo@hpcl.co.in

THE CODE FOR PROHIBITION OF INSIDER TRADING IN THE SECURITIES OF HPCL

1.0 BACKGROUND:

- In line with SEBI (Prohibition of Insider Trading) Regulations, 1992, as amended, the Board of Hindustan Petroleum Corporation Limited (HPCL) had approved the "The Code of Internal Procedure and Conduct for Prevention of Insider Trading in dealing with the securities of HPCL".
- 1.2 SEBI vide notification dated 15.01.2015 repealed the SEBI (Prohibition of Insider Trading) Regulations, 1992 and replaced the same with SEBI (Prohibition of Insider Trading) Regulations, 2015 to put in place a framework for fair Disclosure of Unpublished Price Sensitive Information and for prohibition of Insider Trading in securities and to strengthen the legal framework thereof. Accordingly, the Board of HPCL had approved and adopted the "The Code for prevention of insider trading in the securities of HPCL" (Insider Trading Code).
 - 1.3 SEBI vide notifications dated 31.12.2018 and January 21, 2019 notified SEBI (Prohibition of Insider Trading) (Amendment Regulations), 2018 & 2019, which amended the SEBI (Prohibition of Insider Trading) Regulations, 2015 and would become effective from April 01, 2019.
 - 1.4 Accordingly, HPCL Board at its Meeting held on March 29, 2019 accorded approval for amendment to "The Code for Prevention of Insider Trading in the Securities of HPCL" in line with SEBI (Prohibition of Insider Trading) (Amendment Regulations), 2018 and shall become effective from 01.04.2019.
 - 1.5 SEBI vide notification dated 17.09.2019 notified "SEBI (Prohibition of Insider Trading) (Third Amendment) Regulations, 2019, which has come into effect from December 26, 2019, to facilitate communication of alleged violation of Insider Trading Laws by any informant(s) and protection of such informant(s) from retaliation & victimization and also to provide reward to eligible informant(s). Copy of the notification is also hosted on the website of the Corporation.

2.0 OBJECTIVE OF THE CODE:

- 2.1 The Code aims to ensure confidentiality of Unpublished Price Sensitive Information (UPSI) and prevent misuse of such information. The Code encourages timely reporting and adequate disclosure of price sensitive information by the Promoter(s), Director(s), Key Managerial Personnel, Designated Persons and other Connected Persons. Further, the Code also endeavors to put in place an adequate and effective system of Internal controls

to ensure compliance with the requirements given in these Regulations to prevent insider trading.

3.0 STATUTORY REFERENCES:

- 3.1 "Act" means Securities and Exchange Board of India Act, 1992
- 3.2 "Board" means Securities and Exchange Board of India ("SEBI")
- 3.3 "Regulations" means SEBI (Prohibition of Insider Trading) Regulations, 2015 and amendment thereto.

4.0 POLICY FRAMEWORK AS PER SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS:

As per SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended, the Board of every Listed Company shall formulate the following Codes:

4.1 CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION (UPS I):

In line with Regulation 8 of "Regulations", the Board of Directors of HPCL has formulated the Code called "CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UPS I".

This Code is formulated with a view to ensure fair disclosure of events and occurrences that could impact price discovery for securities issued by HPCL in the market by adhering to the Principles such as equality of access to information, publication of policies such as those on dividend, inorganic growth pursuits, calls and meetings with analysts, publication of transcripts of such calls and meetings, etc.

The Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPS I) is provided as Annexure I.

4.2 POLICY FOR DETERMINATION OF "LEGITIMATE PURPOSE":

Further, in line with Regulation 3 (2A) of "Regulations", the Board of Directors of HPCL has made a Policy for Determination of "Legitimate Purposes" as a part of Code of Practices and Procedures for Fair Disclosure of UPS I given in Annexure II.

4.3 CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY INSIDERS:

In line with Regulation 9 of "Regulations", HPCL has formulated the Code called "CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING" by Insiders.

5.0 DEFINITIONS AND EXPLANATIONS:

- 5.1 "Company" / "HPCL" means Hindustan Petroleum Corporation Limited

5.2 Compliance Officer:

The Company Secretary of Hindustan Petroleum Corporation Limited (HPCL) shall act as the Compliance Officer for the purpose of this Code and in the absence of the Company Secretary, Deputy Company Secretary or such other officer of HPCL authorized by Chairman in this regard, who shall be Financially Literate as defined in the Regulations.

5.3 Connected person:

“Connected Person” means:

- (i) any person who is or has during the six months prior to the concerned act been associated with HPCL, 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 HPCL (i.e. Designated Persons) or holds any position including a professional or business relationship between himself and HPCL 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 SEBI Act, 1992 or any 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 Trustee of a mutual fund or 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 HPCL; or
 - (j) A concern, firm, trust, Hindu Undivided Family, Company or Association of Persons wherein a Director of HPCL or his immediate relative or banker of the company, has more than ten percent of the holding or interest.

5.4 “Designated Persons” shall include:

- Promoters and the Member of the Promoter Group.
- All Directors, their Executive Assistants and their Executive/ Confidential Secretaries.
- Executive Directors including CVO
- Identified Executive/Confidential Secretaries.

- Identified Chief General Managers
- Identified General Managers
 - Identified positions of employees from departments of Company Secretary, Corporate / Marketing Finance, Corporate Planning and Strategy, Delhi Coordination Office, PR & CC, Corporate Affairs, Tax etc.,
- Any other employee of the Corporation as may be notified from time to time with the approval of the Compliance Officer (Company Secretary) & Executive Director – Corporate Finance.
- Immediate Relatives of the above.
- Designated Persons as specified above of Material Subsidiaries of HPCL
 - The Term “Material Subsidiary” shall mean a subsidiary of HPCL as defined in point No. 5.16 below.
- Designated Persons as specified above of “Proposed to be Listed” Company.
 - The Term “Proposed to be Listed” shall include securities of an unlisted company:
 - if such unlisted company has filed offer documents or other documents, as the case may be, with the Board, Stock Exchange (s) or Registrar of Companies in connection with the Listing or
 - if such unlisted company is getting listed pursuant to any merger or amalgamation and has filed a copy of such scheme of merger or amalgamation under the Companies Act, 2013.

In case any designated person, who is an Employee, leaves the services of the Company for any reason whatsoever, he will continue to be considered as such for a further period of six months subsequent to the date of leaving the Company as envisaged under SEBI (Prohibition of Insider Trading) Regulations, 2015.

In the event the Designated Person who is an Employee is transferred/promoted to other position not covered above, he shall inform to the Compliance Officer for deletion of his name from the list of Designated Employees. The Compliance Officer in coordination with Executive Director -Corporate Finance (ED-CF) shall consider the request and advise the employee suitably.

The Compliance Officer in coordination with ED-CF modify the list of employees under the “Designated Person” to be covered in the code from time to time on the basis of likely possession of Unpublished Price Sensitive Information.

5.5 “Generally available Information” means:

Information that is accessible to the public on a non-discriminatory basis.

5.6 “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 decision relating to trading in securities.

5.7 “Insider” means any person who is:

- i) A connected person; or

- ii) In possession of or having access to Unpublished Price Sensitive Information including receipt of UPSI pursuant to a "Legitimate Purpose".
- 5.8 "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 modifications thereof;
- 5.9 "Promoter Group" 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 modifications thereof.
- 5.10 "Trading" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly
- 5.11 "Trading day" means a day on which the recognized stock exchanges are open for trading.
- 5.12 "Securities" would mean the securities of HPCL from time to time viz. Equity Shares, Debentures etc. which are listed on Stock Exchange and the derivatives thereof.
- 5.13 "Key Managerial Personnel" means
- i. the Chief Executive Officer (CEO) or the Managing Director or the Manager;
 - ii. the Whole Time Director
 - iii. Chief Financial Officer (CFO)
 - iv. Company Secretary.
- 5.14 "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 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-merger, acquisitions, delistings, disposal and expansion of business and such other transactions.
 - e) Changes in the Key Managerial Personnel
- 5.15 "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 these regulations.
- 5.16 "Material Subsidiary" shall mean a subsidiary of HPCL if the investment of HPCL in the subsidiary exceeds 20% of its consolidated net worth as per the Audited Balance Sheet of the previous financial year or if the subsidiary has generated 20% of the consolidated income of HPCL during previous financial year. Further, **Material Non-Listed Indian Subsidiary** means an unlisted Subsidiary which is incorporated in India and whose income or net worth (i.e. paid up capital and free reserves) exceeds 20% of the

consolidated income or net worth respectively, of HPCL and its subsidiaries in the immediately preceding accounting year.

- 5.17 **“Takeover Regulations”** means the SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 and any amendments thereto.
- 5.18 **“Investor Protection and Education Fund”** means the Investor Protection and Education Fund created by the Board under Section 11 of the Act.
- 5.19 **“Informant”** means an individual(s) who voluntarily submits to the Board a Voluntary Information Disclosure Form (“VIDF”) relating to alleged violation of insider trading laws that has occurred, is occurring or has a reasonable belief that it is about to occur, in a manner provided under these Regulations, regardless of whether such individual (s) satisfies the requirements, procedures and conditions to qualify for a reward.
- 5.20 **“Informant Incentive Committee”** means the High Powered Advisory Committee constituted by SEBI.
- 5.21 **“Insider Trading Laws”** means the following provisions of Securities Law-
 i. Section 15 G of the Act
 ii. Regulation 3,4,5 of the Regulations.
 iii. Regulation 9 or Regulation 9A of the Regulations, in so far as they pertain to trading or communication of UPSI.
- 5.22 **‘irrelevant, vexatious and frivolous information’** includes, reporting of information which in the opinion of the Board, -
 (i) Does not constitute a violation of insider trading laws; or
 (ii) Is rendered solely for the purposes of malicious prosecution; or
 (iii) Is rendered intentionally in an effort to waste the time and resource of the Board.
- 5.23 **‘Legal Representative’** means a duly authorised individual who is admitted to the practice of law in India;
- 5.24 **‘Monetary Sanctions’** shall mean any non-monetary settlement terms or any direction of the Board, in the nature of disgorgement under securities laws aggregating to at least Rupees one crore arising from the same operative facts contained in the original information.
- 5.25 **‘Original Information’** means any relevant information submitted in accordance with these regulations pertaining to any violation of insider trading laws that is:-
 (i) derived from the independent knowledge and analysis of the Informant;
 (ii) not known to the Board from any other source, except where the Informant is the original source of the information;
 (iii) is sufficiently specific, credible and timely to - (1) commence an examination or inquiry or audit, (2) assist in an ongoing examination or investigation or inquiry or audit, (3) open

or re-open an investigation or inquiry, or (4) inquire into a different conduct as part of an ongoing examination or investigation or inquiry or audit directed by the Board;

(iv) not exclusively derived from an allegation made in a judicial or administrative hearing, in a Governmental report, hearing, audit, or investigation, or from the news media, except where the Informant is the original source of the information; and

(v) not irrelevant or frivolous or vexatious.

Explanation. –Information which does not in the opinion of the Board add to the information already possessed by the Board is not original information. 4

5.26 'own analysis' means the examination and evaluation of the relevant information by the Informant that may be publicly available, but which reveals analysis that is not known to SEBI:

Provided that such analysis is not derived from professional or confidential communication protected under the Indian Evidence Act, 1872 (1 of 1872);

5.27 'own knowledge' means relevant information in the possession of the Informant not derived from publicly available sources:

Provided that such knowledge is not derived from professional or confidential communications protected under the Indian Evidence Act, 1872 (1 of 1872);

5.28 'Reward' means any gratuitous monetary amount for which an Informant is declared eligible as per the provisions of these regulations;

5.29 'securities laws' means the Act, the Securities Contract (Regulations) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996), the relevant provisions of any other law to the extent it is administered by the Board and the relevant rules and regulations made thereunder;

5.30 'voluntarily providing information' means providing the Board with information before receiving any request, inquiry, or demand from the Board, any other Central or State authorities or other statutory authority about a matter, to which the information is relevant;

6.0 RESTRICTIONS ON COMMUNICATION AND TRADING BY INSIDERS

6.1 **Communication or procurement of Unpublished Price Sensitive Information.**

- i. All information shall be handled within the organization on a need to know basis and no UPSI shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge of his legal obligations.
- ii. No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to a company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

For this Purpose, the term "Legitimate purpose" shall include sharing of unpublished price sensitive information in the ordinary course of business by an "Insider with outside agencies / parties for carrying out their duties, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations. Please refer to Policy for determination of "Legitimate Purpose" as provided at Annexure II.

- iii. The Board of Directors of the Company through the Compliance Officer shall ensure that a structured digital database is maintained containing the names of persons or entities, as the case may be, with whom information is shared under this Code along with the Permanent Account Number (PAN) or any other identifier authorized by law, where PAN is not available. Adequate internal controls and checks such as time stamping and audit trails should be maintained.
- iv. All Designated Persons need to ensure that the details of the Persons/Entities with whom UPSI is shared, is submitted to the Compliance Officer within 2 days to enable maintenance of the structured database.

6.2 Trading when in possession of Unpublished Price Sensitive Information:

- i. No insider shall either on his own behalf or on behalf of any other person trade in securities of HPCL when in possession of Unpublished Price Sensitive Information.
- ii. When an insider trades in securities while in possession of unpublished price sensitive information, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession unless proved otherwise as detailed under proviso to Regulation 4 (1) of the Regulations.

7.0 Trading Window

- 7.1 The Trading period is the period when the Trading Window is not closed during which period the Insider can trade in the Securities of HPCL.
- 7.2 Unless otherwise specified by the Compliance Officer, the Trading Window shall remain closed for the following events and shall remain open after 48 hours after the information is generally available / intimated to the Stock Exchanges.
- 7.3 When the Trading Window is closed, Insider shall not trade in HPCL's Securities.
- 7.4 The Trading Window shall be closed from time to time as follows:

Sr. No.	Event/s	Date of Commencement & Date of Closure
1	Board Meeting to consider Quarterly Unaudited Financial Results and its announcement to stock exchanges	Closing Period shall be: From the end of relevant Quarter till 48 hours after the date of Board Meeting for consideration of Quarterly Financial Results and announcement to the Stock Exchanges.
2.	Board Meeting to consider Audited Financial Results and declaration of dividend if any.	Closing Period shall be: From the end of relevant Financial Year till 48 hours after the date of Board Meeting for

		consideration of Audited Financial Results and announcement to the Stock Exchanges..
3.	Declaration of Dividends	From the date of Notice of Board Meeting to the Stock Exchanges for considering dividend till 48 hours after the declaration is conveyed to the Stock Exchanges.
4.	Issue of Securities by way of Public/Rights/Bonus	From the date of Notice of Board Meeting to the Stock Exchanges for considering Issue of Securities by way of Public/Rights/Bonus till 48 hours after the declaration is conveyed to the Stock Exchanges.
5.	Mergers, de-mergers, acquisitions, delistings, disposal and expansion of business and such other transactions.	Will be notified by the Company from time to time.
6.	Any buy back of securities	
7.	Disposal of the Whole or substantially the whole of undertaking. Any changes in policies, plan or operations of the Company	

7.5 All Insiders shall conduct all their dealings in the securities of the Company only in a valid Trading Window after meeting the Trading Plans requirements. Further, they should not enter into "Contra Trade" i.e. opposite or reverse transactions during the next six months following the prior transactions.

7.6 Procedure for trading by Insiders:

All Insiders should adhere to the Trading Plans as follows, if they desire to trade in the shares / securities of HPCL.

- i. The Company shall specify trading period called 'Trading Window' for trading in the Company's securities. When the Trading Window is closed, Insiders as specified from time to time shall not trade in the HPCL's Securities.
- ii. Trading Window will be opened 48 hours after the Price Sensitive information is made Public.

7.7 In the case of Insiders, the onus of establishing, that they were not in possession of unpublished price sensitive information, shall be on such Insiders and in other cases, the onus would be on SEBI.

7.8 The Company shall specify such procedures and requirements, from time to time, as may deem necessary for the purpose of these regulations. All Insiders of the Company are required to adhere to the Trading Restriction as follows, if they desire to trade in the shares / securities of HPCL. In this regard, following procedures are specified:

- (i) The Company shall specify the Trading period called 'Trading Window' for trading in the Company's securities.
- (ii) When the Trading Window is closed, the Insiders shall not trade in the Company's Securities.

- (iii) Trading Window will be opened 48 hours after the Price Sensitive information is made Public.
- (iv) To pre-clear the transaction as per the pre-clearing procedure for trading of shares beyond the specified number during the period when the trading window is not closed.
- (v) To give an undertaking executed in favour of the Company in the specified format along with application for pre-clearance of trading. (Annexure IV).
- (vi) To execute the orders in respect of securities of the Company within one week after the approval of the pre-clearance is given, failing which, the deal should be pre-cleared again.
- (vii) Inform the Compliance Officer within 7 days of completion of the transactions, with requisite details.
- (viii) All Insiders who trade in the shares of the Company shall not enter into an opposite transaction i.e. Sell or buy any number of shares during the next six months following the prior transaction.
In case of subscription in the primary market (initial public offers), the above mentioned Persons/Entities shall hold their investments for a minimum period of 30 days. The holding period would commence when the securities are actually allotted.
- (ix) In case the sale of securities is necessitated by personal emergency, the holding period of 6 months may be waived by the Compliance Officer after recording in writing the reasons in this regard.

8.0 Trading Plans:

8.1 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.

8.2 Such Trading Plan shall:

- Not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan
- Not entail trading for the period between the 20th trading day prior to the last day of any financial year for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results.
- Entail trading for a period of not less 12 months.
- Not entail overlap of any period for which another trading plan is already in existence.
- 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
- Not entail trading in securities for market abuse.

8.3 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 undertaking as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.

Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.

Provided further that trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.

- 8.4 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 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 and in any such similar event in future during the trading plan period, 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 sub-regulation (1) of regulation 4.

Upon approval of the trading plan, the Compliance Officer shall notify the plan to the stock exchanges on which securities are listed.

9.0 Pre-clearance of Trades:

- 9.1 All Insiders who intend to deal in the securities of the Company (above the minimum threshold limit as specified) in a valid Trading Window should pre-clear the transactions as per the pre-clearing procedure described below:

(a) An application should be made in duplicate in specified form indicating number of securities intended to be dealt in, the details of the Depository Account, the details as to the securities in such Depository mode etc. (Refer Annexure IV for Application for Pre-Clearance)

(b) Application should be submitted at least 15 days before next proposed closure date of trading window, if any.

(c) An undertaking shall be executed in favour of the Company by Insiders who are under this code designated as Designated Persons, in the specified format

(d) Application along with Undertaking should be forwarded by the Insiders for clearance as follows:

- (i) to the Compliance Officer
- (ii) For trades by Compliance Officer to C & MD.

(e) C&MD / Compliance Officer will consider the application and grant approval within 2 working days of receipt of application in the form of Approval for Pre-Clearance Deal only if the application is fully complete with all details.

(f) To execute the orders in respect of securities of the HPCL within one week after the approval of the pre-clearance is given failing which the transactions should be pre-cleared again.

(g) The details of the transactions in Securities of the HPCL should be informed by the Insiders to the Compliance Officers within 7 days of completion of the transactions as mentioned in para given below.

(h) Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.

9.2 Minimum Threshold Limit for Pre-clearance:

When the Trading Window is not closed, the pre-clearance of transactions by Insiders is not necessary for trading of equity shares of the Company upto 1500 Shares.

10.0 DISCLOSURE OF TRADING BY INSIDERS

10.1 To meet the Reporting requirements:

General Provisions:

a) Every disclosure under this Chapter shall be made within two days. The disclosure to be made by any Insider under this chapter and by any other person for whom such Insider 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 Chapter.

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

b) The disclosure made under this Chapter shall be maintained by HPCL, for a minimum period of five years, in such form as may be specified.

10.2 Disclosure of Interest by Promoter, Key Managerial Personnel and Directors:

Initial Disclosure:

i) Every person on appointment as a Key Managerial Personnel or a Director of HPCL or upon becoming a promoter shall disclose his holding of securities of HPCL as on the date of appointment or becoming a promoter, to the company within seven days of such appointment or becoming a promoter or Member of the Promoter Group. (Form B).

Continual Disclosure:

i) All 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 Secretary on Annual Basis and as and when the information changes:

a. Immediate Relatives.

- b. Persons with whom such Designated Person(s) shares a material financial relationship.
- c. 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 one to one basis.

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 during the immediately preceding twelve months, equivalent to at least 25% of such payer's annual income but shall exclude relationships in which the payment is based on arm's length transactions.

- ii. All Designated Persons of HPCL shall disclose to the company the number of such securities acquired or disposed of within two trading days of such transactions if the value of the securities traded, whether in one transactions or a series of transactions over any calendar quarter, aggregates to a trade value in excess of ten lakh rupees or such other value as may be specified. (Form C).
- iii) Compliance Officer of HPCL shall notify the particulars of such trading to the stock exchanges on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.

10.3 Reporting Requirements for transactions in securities:

All Designated Persons of HPCL are required to forward following details of their securities, transactions including that of their immediate relatives to the Compliance Officer:

- i. All holdings in securities of the Company at a time of joining the Company or on the Code becoming applicable as the case may be. (Form B).
- ii. Inform the details viz. number of securities purchased or sold, the date and rate of the transaction, the total amount net of brokerage etc. of the transaction in securities of the Company to the Compliance Officer within 7 days of completion of the Transactions as indicated in para above. (Form E).
- iii. Annual statement of all holdings in the securities of the Company as of 31st March each year within 30 days of end of each financial year. (Form F).

10.4 Disclosure by other connected persons:

HPCL 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 such form and at such frequency as may be determined by the company in order to monitor compliance with these regulations. Executive Director-CF & Company Secretary shall take necessary steps in this regard. Currently, it is to be given on once on Financial Year Basis i.e. Period from April to March of each Financial Year. (Form D).

11.0 Whistle Blower Policy:

- 11.1 Any HPCL employee may report any instances of leak of UPSI in conformity with the Whistle Blower Policy of the Corporation. The Whistle Blower Policy is hosted on the website of the Company www.hindustanpetroleum.com

12.0 Mechanism for Communication & Protection for Informants:**12.1 Submission of Information by Informant:**

An Informant shall submit Original Information by furnishing the Voluntary Information Disclosure Form (VIDF) to the Office of Informant Protection of the Board (Refer Annexure V of the Code) either on his own or through legal representative in the manner prescribed under SEBI Notification dated 17.09.2019.

12.2 Receipt of Original Information by the Board:

On receipt of the Voluntary Information Disclosure Form, the Office of Informant Protection shall communicate the substance of the information along with the evidence submitted by the informant to the relevant department or division of the Board for examination and initiation of necessary action, if any.

The Office of Information Protection shall maintain confidentiality of the identity of the informant or his legal representative and act as an interface between the informant and the officers of the Board and also interact with the Informant Incentive Committee.

12.3 Informant Reward:

- i. The amount of the Reward, if payable, shall be determined by the Board.
- ii. Upon collection or substantial recovery of the monetary sanctions amounting to at least twice the Reward, the Board may at its sole discretion, declare an Informant eligible for Reward of ten percent of such monetary sanctions so collected or recovered which shall not exceed Rupees One Crore or such higher amount as the Board may specify and intimate the Informant/legal representative to file the Informant Reward Claim Form provided in SEBI Notification dated 17.09.2019 for claiming such Reward.
- iii. The Reward under these regulations shall be paid from the Investor Protection and Education Fund.
- iv. Circumstances for rejection of claim for Reward includes the following:
 - i. Non-submission of "Original Information".
 - ii. Where Original Information acquired through or as a member, officer, or an employee of any regulatory agency
 - iii. knowingly makes any false, fictitious, or fraudulent statement or representation.

12.4 Informant Confidentiality and Protection against Retaliation and Victimization:

- i. The confidentiality in respect of the identity and existence of the Informant shall be maintained throughout the process of investigation, inquiry and examination as well as during any proceedings before the Board.

- ii. This Code provides for suitable protection against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination against any Informant who files a Voluntary Information Disclosure Form, irrespective of whether the information is considered or rejected by the Board or he or she is eligible for a Reward under these regulations.
- iii. Nothing in these regulations shall be deemed to provide any amnesty or immunity to an Informant for violation of securities law.

13.0 **DUTIES OF COMPLIANCE OFFICER:**

13.1 The Compliance Officer shall be responsible for

- (a) Compliance of Policies, Procedure, maintenance of Records, Monitoring of Adherence of the Rules for the preservation of UPSI, monitoring of trades and the implementation of the Code specified in the Regulations under the overall supervision of Board of Directors of HPCL.
- (b) Submitting to the Audit Committee, the details of the following, if any, at the end of the Financial Year.
 - i. Information about the Window Closure Period
 - ii. Trading Plan Intimation, if any,
 - iii. Pre-clearance Applications, if any.
 - iv. Disclosure to the Stock Exchanges any intimation received under the Code.
 - v. Review of compliance with the provisions of Prohibition of Insider Trading Regulations, and verification of the system for internal control for their adequacy and operating efficiency.
- (c) Maintenance of records of Disclosures made by the Connected Persons for a period of 5 Years.

14.0 **Penalty for Contravention of Insider Trading Code:**

- 14.1 In case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information, appropriate inquiries would be taken by the Competent Authority as per the process provided under Conduct, Discipline and Appeal Rules (CDA) of HPCL and shall be informed to the Board.
- 14.2 Any Designated Person who trades in securities of the HPCL or communicates any UPSI in contravention of this Code may be penalized and appropriate disciplinary action would be taken by the Competent Authority as per the process provided under Conduct, Discipline and Appeal Rules (CDA) of HPCL.
- 14.3 In case the trading in securities / communication of UPSI in contravention of this Code is done by the Outsider i.e. other than the Designated Person of the Company, then the Compliance Officer shall report such case to the SEBI for taking appropriate action. The action would be in addition to the action envisaged as per the terms of the contract / agreement for the breach of Contract.

14.4 In case the Designated Person executes a contra trade, inadvertently or otherwise, in violation of restrictions as mentioned in the Insider Trading Code, the profits from such trade shall be liable to be disgorged and transferred to the Investors Education and Protection Fund of SEBI.

15.0 Power of Securities and Exchange Board of India:

15.1 The action by HPCL shall not preclude SEBI or any other Authorities from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulation, 2015 and SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

16.0 Information to SEBI in case

16.1 The Compliance Officer shall be under obligation to report any instance of violation of SEBI (Prohibition of Insider Trading) Regulations to SEBI and also inform to the Audit Committee.

17.0 Amendment to the Code:

17.1 Any amendments in the Code, consequent upon amendment to the SEBI (Prohibition of Insider Trading) Regulations, 2015 & SEBI (Prohibition of Insider Trading) (Amendment Regulations), 2018 shall be done with the approval of Board of Directors of HPCL. However, Compliance Officer of HPCL is authorized to amend any changes in the format of disclosures due to amendments in the SEBI Regulations.

18.0 Details of the Compliance Officer:

18.1 Any clarification with regard to the Code may be addressed to the Compliance Officer at the address given below:

The Company Secretary,
Hindustan Petroleum Corporation Limited,
Petroleum House, 17, Jamshedji Tata Road,
Churchgate,
Mumbai – 400 020

E-mail ID: hpclinvestors@mail.hpcl.co.in

ANNEXURE I

CODE OF PRACTICES AND PROCEDURE FOR FAIR DISCLOSURES ON UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI).

The Designated Persons of HPCL shall abide by the following principles of fair disclosures of UPSI for fair disclosure of events and occurrences that could impact the price discovery for its securities in the market.

- i. **Ensure that all unpublished price sensitive information that may impact the market price of HPCL Securities shall be promptly made available in Public domain.**
- ii. **Avoid selective disclosure of Unpublished Price Sensitive Information and ensure that all UPSI is disclosed uniformly and universally.**
- iii. **Ensure that appropriate and fair response is provided to queries on news reports and requests for verification of market rumors by regulatory authorities.**
- iv. **Ensure that the information shared with analysts and research personnel is not UPSI.**
- v. **Best practices be followed 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 disclosure made.**
- vi. **All UPSI shall be handled on need-to-know basis i.e. no UPSI shall be communicated to any person except in furtherance of the legitimate purpose, performance of duties or discharge of their legal obligations.**
- vii. **Company Secretary of HPCL is designated as the Compliance Officer to deal with all matters relating to dissemination of information and disclosure of UPSI.**

ANNEXURE II

POLICY FOR DETERMINATION OF LEGITIMATE PURPOSE:

The sharing of UPSI shall be deemed to be for "Legitimate Purpose" if it satisfies the following criteria:

- (i) The UPSI shall be shared with any person on 'need to know' basis
- (ii) The '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 Regulations.
- (iii) Insiders shall share the UPSI with the external agencies only in the interest of the Company and/or in compliance with the requirements of the law.
- (iv) Any person in receipt of UPSI pursuant to a legitimate purpose shall be considered an "Insider" and due notice shall be given to such person to maintain confidentiality of UPSI in compliance with the Regulations.
- (vi) The Insider sharing UPSI shall ensure that such third party with whom the UPSI is shared, is also bound by non-disclosure or confidentiality agreements and the liabilities involved which shall mention the duties and responsibilities of such person with respect to such UPSI and the liabilities involved if such person misuses or uses such UPSI in breach of the Code or Regulations.

ANNEXURE III

HINDUSTAN PETROLEUM CORPORATION LIMITED

APPLICATION FOR PRE-CLEARANCE OF TRADING IN SECURITIES

(In term of Clause of Pre-clearance of Trading in Securities of the Code of Internal Procedure and Conduct for Prohibition of Insider Trading in Dealing with Securities of HPCL).

To,
The Compliance Officer Hindustan Petroleum Corporation Limited,
17, Jamshedji Tata Road,
Churchgate,
Mumbai – 400 020.

Dear Sir,

I, Shri/Smt. _____ a Director/KMP/Connected Person/Designated Person of HPCL, intend to carry out transaction(s) in the shares of HPCL as per the details given below:

Name and Designation of the Director/KMP/Connected Person/Designated Person:	
Department:	
Date of Joining / becoming Director/KMP/Connected Person/ Designated Person	

Sr. No.	No. of Shares held (including by dependent members) as on the date of application	Folio No/ DP ID – Client ID	Nature of new transactions for which approval is sought	Estimated No. of securities to be dealt	Estimated consideration value	Whether proposed transactions is in the name of self or in the name of dependent family members	Name of the dependent / relationships if the transaction is in the name of the dependents

Note: The concerned shall also include particulars with regard to trading which he proposed to take up in derivatives in the aforesaid application.

ANNEXURE IV

UNDERTAKING

In this connection I solemnly confirm and declare:

- a) That I do not have access and/or have not received any "Unpublished Price Sensitive Information" upto the time of signing the undertaking.
- b) That in case I have access to or receive "Unpublished Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction, I shall inform the Compliance Officer of any change in my position and that I shall completely refrain from dealing in the securities of HPCL till the time such information becomes public.
- c) That I have not contravened the Code of Conduct for prohibition of insider trading as notified by the HPCL from time to time.
- d) That I hereby confirm that I abide by the provisions of various clauses of the Code with regard to time norms for holding/buying/selling securities.

I hereby solemnly declare that I have made a full and true disclosure in this regard to the best of my knowledge and belief.

Pre-clearance may kindly be accorded in term of clause ____ of the Code of Conduct for prohibition of insider trading in dealing with the securities of the HPCL.

Signature:

Date:

Name :

Place :

Designation:

OFFICE USE

Serial Number of the Application Received:

Date and Time of receipt of the Application:

Date & Time of communication of the pre-clearance or otherwise:

Reasons for not giving pre-clearance:

Signature of the Compliance Officer

VOLUNTARY INFORMATION DISCLOSURE FORM

Note: For submission of information through a legal representative, the redacted copy of the Form expunging information that may identify the Informant shall be submitted by the legal representative without expunging any information relating to the legal representative and the details relating to the violation of securities laws.

*Indicates that the required field is non-mandatorily, remaining fields are mandatory

I. PERSONAL INFORMATION OF THE INFORMANT		
A. INDIVIDUAL 1:		
Last Name:.....	First Name:.....	Title:.....
Address:	City / State:	PIN:
Telephone (with State Code):	Mobile:	E-Mail address:
Employment Details*:	Permanent Account Number, if available:	
II. LEGAL REPRESENTATIVE (where applicable)		
Last Name:.....	First Name:.....	Title:.....
Firm Name (if not self-employed):		
Contact address :	City / State:	PIN:
Residence address:	City / State:	PIN:
Telephone (with State Code):	Mobile:	E-Mail address:

Bar Council Enrolment Number:		
III SUBMISSION OF ORIGINAL INFORMATION		
1. Is it a violation of securities laws? Yes / No		
2. If yes to question (1), please describe the type of violation:		
3. Has the violation: Occurred / Occurring / Potential to occur in future		
4. If the violation has occurred, date of occurrence: dd/mm/yy <i>(in case exact date is not known, an approximate period may be entered)</i>		
5. Have the individual(s) or their representatives had any prior communication(s) or representations with the Board concerning this matter? Yes (Details thereof) / No		
6. Does this violation relate to an entity of which the individual is or was an officer, director, counsel, employee, consultant or contractor? Yes (Details thereof) / No		
7. If yes to question (6), was the original information submitted first to your Head or internal legal and compliance office? Yes / No		
8. If yes question (7), then please provide, Date of submission of original information: dd/mm/yy		
9. Please describe in detail why you think the information submitted is a violation?		
10. What facts or supporting material is your allegation based on? Please attach any additional documents to this form, if necessary.		
11. Identify any documents or other information in your submission that you believe could reasonably be expected to reveal your identity and explain the basis for your belief that your identity would be revealed if the documents were disclosed to a third party.		

12. Provide details of connection amongst the Informant, the company whose securities are involved and the person against whom information is being provided:

IV. DECLARATION

I/we hereby declare that,-

- A. I/we have read and understood the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- B. I/we accept that mere furnishing of information by me/us does not by itself confer on me/us right to get reward and that I/we may not get any Reward at all. I/we would be bound by the decisions that the authority competent to grant reward may take;
- C. I/we accept that the Securities and Exchange Board of India is under no obligation to enter into any correspondence regarding action or inaction taken as a result of my/our information.
- D. I/we accept that the reward would be an ex-gratia payment which, subject to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, shall be granted at the absolute discretion of the competent authority. The decision of the authority shall be acceptable to me/us and I/we shall not challenge it in any litigation, appeal, adjudication, etc.
- E. In the event of my/our death before the reward us paid to me/us, it may be paid to (Details of nominee)
- F. I/we declare that the information contained herein is true, correct and complete to the best of my/our knowledge and belief and not obtained from the categories of persons indicated in sub-regulation (2) and sub-regulation (6) of regulation 7G of the Securities and Exchange Board

of India (Prohibition of Insider Trading) Regulations, 2015 and agree to indemnify the Board in case it is not so found. I/we fully understand that I/we may be subject to action under securities laws as well as Section 182 of the Indian Penal Code, 1860 (45 of 1860) and ineligible for Reward if, in my/our submission of information or in any other dealings with the Board, I/we knowingly and wilfully make any false, fictitious, or fraudulent statements or representations, or use any false writing or document knowing that the writing or document contains any false, fictitious, or fraudulent statement.

Signature:.....

Date: dd/mm/yy

Place:

V. CERTIFICATE BY LEGAL REPRESENTATIVE (where the information is submitted through legal representative)

I hereby certify as follows,-

- (a) I have reviewed the completed and signed Voluntary Information Disclosure Form for completeness and accuracy and the information contained therein is true, correct and complete to the best of my knowledge;
- (b) I have irrevocable consent from the Declarant, to provide to the Securities and Exchange Board of India, the original Voluntary Information Disclosure Form in the event of a request for it from the Securities and Exchange Board of India due to concerns that the Informant has not complied with these regulations or where the Securities and Exchange Board of India requires the said information for the purpose of verification for declaring any gratuitous reward to the Informant or where the Securities and Exchange Board of India determines that it is necessary to seek such information

to accomplish the purpose of the Securities and Exchange Board of India Act including for the protection of investors, sharing with foreign securities regulators and foreign and Indian law enforcement agencies, etc.;

(c) I am and shall continue to be legally obligated to provide the original Voluntary Information Disclosure Form without demur within seven (7) calendar days of receiving such request from the Securities and Exchange Board of India.

Signature:.....

Date: dd/mm/yy

Place:

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