



## HERO FINCORP LIMITED

### Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Designated Persons

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<b>Approved By</b>	Board of Director		

### Version Control

<b>Version No.</b>	<b>Reviewed By</b>	<b>Approved By</b>
2.0	Shivendra Suman	Board of Directors
1.0	Shivendra Suman	Board of Directors



## HERO FINCORP LIMITED

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The Board of Directors of the Hero FinCorp Limited ("**Board**") has adopted this Code of conduct to regulate, monitor and report trading by Designated Persons ("**Code**") pursuant to Regulation 9 read with Schedule B of the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("**SEBI PIT Regulation**").

The SEBI regulates an insider from trading in the securities of a company listed on any stock exchange on the basis of any unpublished price sensitive information.

### 1) References

This Code should be referred to in conjunction, amongst others, with the following:

- SEBI PIT Regulations, as amended from time to time;
- Applicable provisions of Companies Act, 2013 as amended from time to time;

### 2) Scope & Applicability

This Code is applicable to all Insiders. Every Insider must review this code. Questions regarding this Code should be directed to the Compliance Officer at his email Id [compliance@herofincorp.com](mailto:compliance@herofincorp.com)

### 3) Definitions

- a) "**Act**" means the Securities and Exchange Board of India Act, 1992.
- b) "**Board**" means the Board of Directors of the NBFC.
- c) "**Code**" or "**Code of Conduct**" shall mean the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by Designated Persons of Hero FinCorp Limited, as amended from time to time.
- d) "**NBFC**" means Hero FinCorp Limited.
- e) "**Companies Act**" means the Companies Act, 2013, as amended, as amended from time to time.
- f) "**Compliance Officer**" means Company Secretary of the NBFC.

- g) **“Connected Person”** means any person who is or has during the six months prior to the concerned act been associated with the NBFC, 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 the NBFC or holds any position including a professional or business relationship between himself and the NBFC whether temporary or permanent, that allows such person, directly or indirectly, access to UPSI or is reasonably expected to allow such access.

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:

- i. an Immediate Relative of connected persons specified above ;
  - ii. a holding company or associate company or subsidiary company;
  - iii. an official of a stock exchange or of clearing house or corporation;
  - iv. a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof;
  - v. 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;
  - vi. an official or an employee of a self-regulatory organization recognised or authorized by the Board;
  - vii. a banker of the NBFC; or
  - viii. a concern, firm, trust, hindu undivided family, company or association of persons wherein a director of the NBFC or his Immediate Relative or banker of the NBFC has more than ten per cent of the holding or interest.
- h) **“Dealing in Securities”** means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the securities of the NBFC either as principal or agent.
- i) **“Designated Persons”** shall mean and include the following:
- i. Promoters and members of Promoter group of the NBFC;
  - ii. Directors of the NBFC and its subsidiaries;
  - iii. Key Managerial Personnel
  - iv. Employees of the following departments who are deemed to be privy to UPSI:
    - Compliance & Secretarial Department
    - Finance Department
    - Treasury Department
    - Internal Audit Department
    - Legal Department
    - CEO Department
    - IT Department
  - v. Chief Executive Officer and employees up to two levels below Chief Executive Officer of the NBFC and its material subsidiaries irrespective of their functional role in the NBFC or ability to have access to unpublished price sensitive information;
  - vi. Executive Secretaries of Directors and Executive Officers of the NBFC;

- vii. Any other Connected Person designated by the Board of Directors from time to time on the basis of their functional role;
- viii. Immediate Relatives of (i) to (vii) above.

j) **"Director"** shall have the same meaning assigned to it under Companies Act, 2013.

k) **"Employee"** means every employee of the NBFC including the Directors in the employment of the NBFC.

l) **"Generally available Information"** means information that is accessible to the public on a non-discriminatory basis.

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

**Note:** If spouse is financially independent and doesn't consult an Insider while taking trading decisions, the spouse won't be exempted from the definition of immediate relative. A spouse is presumed to be an "Immediate Relative", unless rebutted so.

n) **"Insider"** means any person who;

- i. is a Connected Person; or
- ii. in possession of or having access to UPSI

o) **"Key Managerial Person"** or **"KMP"** means person as defined in Section 2(51) of the Companies Act, 2013.

p) **"Legitimate Purposes"** means and includes, *inter alia*, 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 SEBI PIT Regulations.

q) **"Officer"** shall mean and include;

- i. Statutory, Secretarial and Internal Auditor.
- ii. Person occupying the position as an officer or an employee of the NBFC or holds a position involving a professional or business relationship between himself and the NBFC whether temporary or permanent and who may reasonably be expected to have access to UPSI in relation to the NBFC.
- iii. Any other person as decided by the Board of Directors of the NBFC.

r) **"SEBI"** means the Security and Exchange Board of India.

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

- t) **"Trading Day"** means a day on which the recognized stock exchanges are open for trading.
- u) **"Unpublished Price Sensitive Information"** or **"UPSI"** means any information, relating to the NBFC or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:
- i. Financial results;
  - ii. Dividends;
  - iii. Change in capital structure;
  - iv. Mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
  - v. Changes in key managerial personnel
- v) **"SEBI PIT Regulations"** shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.

#### **4) Role of Compliance Officer**

- a) The NBFC has appointed the Company Secretary as the Compliance Officer who shall report on insider trading to the Audit Committee on Yearly Basis.
- b) Prior to approving any trades, the compliance officer shall seek declarations to the effect that the applicant for pre-clearance is not in possession of any unpublished price sensitive information. He shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.
- c) The Compliance Officer shall be responsible for setting policies, procedures, monitoring mechanisms for preserving the UPSI, "Pre-Clearing Trades" of Directors, Designated Persons, and Connected Persons and implementation of the Code of Conduct under the overall supervision for the Board and assist all employees in addressing any clarifications regarding the SEBI PIT Regulations

#### **5) Preservation of Unpublished Price Sensitive Information**

- a) Directors, Officers, Connected Persons and such other Designated Persons, shall maintain the confidentiality of all UPSI. Directors, Officers and Connected Persons shall not pass on such information to any person directly or indirectly in any manner, except as allowed under this Code.
- b) Unpublished Price Sensitive Information is to be handled on a "need to know" basis, i.e., UPSI should be disclosed only to those persons within the NBFC who need this information in furtherance of a Legitimate Purpose and to discharge their duties and legal obligations.
- c) All Directors, Officers, Connected Persons and such Designated Persons shall be subject to trading restrictions as enumerated below:

- i. When the trading window is closed, the Directors, Officers, Connected Persons and all such Designated Persons, shall not trade in the NBFC's securities;
- ii. The trading window shall be re-opened 48 hours after the information referred hereinabove, is made public;
- iii. All directors/officers/Connected Persons and such other Designated Persons, shall conduct all their dealings in the securities only when the trading window is open; and
- iv. All Directors, Officers and such other Designated Persons, shall not engage in dealing in securities, whether on their own account or on behalf of dependent and shall ensure that their dependent shall also not engage in dealing in Securities on their own account, if such Director, Officer or such other Designated Persons, is in possession of any UPSI.

d) Need to know basis includes:

- i. "Need to know" basis means that UPSI should be disclosed only to those within the NBFC who need the information to discharge their duties and legal obligations and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.
- ii. All non-public information directly received by any employee should immediately be reported to the head of the department.
- iii. Limited access to confidential information: Files containing confidential information shall be kept secure at all times. Computer files must have adequate security.
- iv. Prevention of misuse of UPSI: Employees and other Designated Persons in the NBFC shall be governed by an internal code of conduct governing dealing in securities.

## **6) Prohibition on communicating or procuring UPSI**

a) An Insider shall not –

- i. communicate, provide, or allow access to any UPSI, relating to the NBFC or its securities listed or proposed to be listed, to any person including other insiders, except to the extent allowed by this Code; or
- ii. procure from or cause the communication by an Insider of UPSI, relating to the NBFC or its securities listed or proposed to be listed.

Provided that nothing contained above shall be applicable when an UPSI is communicated, provided, allowed access to or procured:

- i. in furtherance of a Legitimate Purpose, performance of duties or discharge of legal obligations pursuant to appropriate confidentiality and non-disclosure agreements being executed.

## **7) Prohibition on Insider Trading**

a) An Insider shall not, directly or indirectly, –

- i. Trade in securities that are listed or proposed to be listed when in possession of UPSI;

Explanation: When a person who has traded in securities has been 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.

- ii. Trade in securities of the NBFC except when the Trading Window is open and the Insider is not in possession of UPSI.

Provided the restriction in (i) above shall not apply to:

- i. A transaction that is an off-market inter-se transfer between Insiders who were in possession of the same UPSI without being in breach of Clause 6 of this Code and both parties had made a conscious and informed trade decision. Provided that such UPSI was not obtained under sub-regulation (3) of regulation 3 of the SEBI PIT Regulations, and provided further that such off-market trades should be reported by the Insider to the NBFC within 2 working days
- ii. Trades pursuant to a Trading Plan set up in accordance with this Code;
- iii. The transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction; or
- iv. 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 the applicable regulations.

Further, the restriction posed by 7(a)(i) above, does not apply to non-individual Insiders in the following cases:

- i. the individuals who were in possession of UPSI were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such UPSI when they took the decision to trade; and
- ii. appropriate and adequate arrangements were in place to ensure that this Code is not violated and no UPSI was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached

## **8) Policy for Determination of Legitimate Purposes**

Legitimate purpose shall have the same meaning as prescribed in Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information of the NBFC.

## **9) Trading Plan**

- a) An insider shall be entitled to formulate a Trading Plan that complies with the SEBI PIT Regulations for dealing in securities of the NBFC and present it to the Compliance Officer for approval..

b) Trading Plan shall:

- i. not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;
  - ii. not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;
  - iii. entail trading for a period of not less than twelve months;
  - iv. entail overlap of any period for which another trading plan is already in existence;
  - v. set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
  - vi. not entail trading in securities for market abuse.
- c) The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of the SEBI PIT Regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan, provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan, and provided further that the trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved Trading Plan.
- d) 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. The commencement of the Plan shall be deferred until such UPSI becomes generally available information. Further, the Insider shall also not be allowed to deal in securities of the NBFC, if the date of trading in securities of the NBFC, as per the approved Trading Plan, coincides with the date of closure of trading window announced by the Compliance Officer.
- e) Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

**10) Trading Window and Window Closure**

- a) The trading period of the stock exchanges, called trading window, is available to Officers/Directors, Designated Persons and their Immediate Relatives to trade in the NBFC's securities.
- b) The trading window shall be, inter alia, closed immediately from the end of quarter or such other period as may be determined and notified by the Compliance Officer and during the time the UPSI is published.

- c) When the trading window is closed, the Designated Persons and their Immediate Relatives shall not trade in the NBFC's securities.
- d) The Compliance Officer shall intimate the closure of trading window to all the Designated Persons of the NBFC when it is determined that a Designated Person or class of Designated Persons and their Immediate Relatives can reasonably be expected to have possession of UPSI. Such closure shall be imposed in relation to such securities to which such UPSI relates.
- e) The Compliance Officer after taking into account various factors including the UPSI in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the trading window, which in any event shall not be earlier than forty-eight hours after the information becomes generally available.
- f) It is the duty of the Designated Persons to inform all Immediate Relatives of the closure of trading window and ensure that they do not deal in the securities of the NBFC.
- g) The trading window shall also apply be applicable to any person having contractual or fiduciary relation with the NBFC such as auditors, law firms, analysts, consultants etc., assisting or advising the NBFC.
- h) The trading window shall be, inter alia, closed at the time of:
  - i. Declaration of financial results (quarterly, half-yearly and annual);
  - ii. Declaration of dividends (interim and final);
  - iii. Issue of securities by way of public/ rights/bonus, etc;
  - iv. Any major acquisition/ expansion plans or execution of new projects;
  - v. Amalgamation, mergers, takeovers and buy-back; and
  - vi. The trading window shall be closed by the Compliance Officer when he is of the firm belief that a Designated Person or class of Designated Persons can reasonably be expected to have possession of UPSI.
- i) The trading restriction period can be made applicable from the end of every quarter till forty-eight hours after the declaration of financial results. The gap between clearance of accounts by the Audit Committee and the Board meeting shall be as narrow as possible, and preferably on the same day, to avoid leakage of material information.

## **11) Pre-clearance of trades**

Trading by designated persons, when Trading Window is open, shall be subject to pre-clearance by the Compliance Officer, if the value of the proposed trades is in the excess of Ten Lakh Rupees Only. Pre Clearance of trades by Designated Person is not required for a trade executed as per the approved Trading Plan.

The pre-clearance procedure shall be hereunder:

- a) An application may be made in the prescribed form provided under **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/she has a security account, the details as to the securities in such depository mode and such other details as may be required by any rule made by the company in this behalf.

b) An undertaking in the prescribed form provided under **Annexure 2** shall be executed in favour of the NBFC by such Designated Person incorporating, inter alia, the following clauses, as may be applicable:

- i. That the Designated Person does not have any access or has not received any UPSI up to the time of signing of the undertaking;
- ii. That in case the Designated Person has access to or receives any UPSI after the signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance Officer of the change in his position and that he/she would completely refrain from dealing in the securities of the NBFC till the time such information becomes public;
- iii. That he/she has not contravened the code of conduct for prevention of insider trading as notified by the NBFC from time to time; and
- iv. That he/she has made a full and true disclosure in the matter.

c) All Designated Persons and their Immediate Relatives shall execute their order in respect of securities of the NBFC within one week after the approval of pre-clearance is given. The Designated Persons shall file within 2 (two) days of the execution of the deal, the details of such deal with the Compliance Officer in the prescribed form as per **Annexure - 3**. In case the transaction is not undertaken, a report to that effect shall be filed.

- i. If the order is not executed within seven days after the approval is given, the employee/director must pre-clear the transaction again;
- ii. All Designated Persons who buy or sell any number of shares of the NBFC 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.
- iii. The Compliance Officer may waive off the holding period in case of sale of securities in personal emergency after recording reasons for the same. However, no such sale will be permitted when the trading window is closed.

d) Other Restrictions

- i. The disclosures to be made by any person under this Code shall include those relating to trading by such person's Immediate Relatives, and by any other person for whom such person takes trading decisions;

## **12) Reporting requirements for transactions in securities initial disclosure**

Every person on appointment as a Key Managerial Personnel or a Director of the NBFC or upon becoming a Promoter or member of the Promoter Group shall disclose his holding of securities of the NBFC as on the date of appointment or becoming a Promoter, to the NBFC within seven days of such appointment or becoming a Promoter, in the prescribed Form B set out in **Annexure 4**.

### **13) Continual Disclosure**

- a) Every Promoter, member of the Promoter Group, Key Managerial Personnel, Director, Officers or such other Designated Persons of the NBFC shall disclose to the NBFC as per Form C set out in **Annexure 5** the number of such securities acquired or disposed of within two trading days of such transaction, if the transaction over any calendar quarter, aggregates to a traded value in excess of the value prescribed by SEBI from time to time.
- b) Designated Persons shall be required to disclose in the form as per **Annexure - 6** names and PAN or any other identifier authorized by law and the following to be disclosed to the NBFC on an annual basis and as and when the information changes:
  - i. Immediate Relatives;
  - ii. Persons with whom such Designated Person shares a material financial relationship;
  - iii. Phone, mobile and cell numbers which are used by them; and
  - iv. 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.

“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 immediate preceding 12 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.

### **14) Disclosures by other Connected Persons**

The Compliance Officer may require any other Connected Person to disclose the holdings and trading in securities of the NBFC as per Form D set out in **Annexure 7** at such frequency as he may determine.

### **15) Dissemination of Unpublished Price Sensitive Information**

- a) No information shall be passed by Designated Persons by way of making a recommendation for the purchase or sale of securities of the NBFC.
- b) Disclosure/dissemination of Unpublished Price Sensitive Information with special reference to analysts, media persons and institutional investors.

### **16) Protection of employees against retaliation and victimization**

- i. Any suspected violation of leak of UPSI or violation of this Code can be reported under whistle blower mechanism.
- ii. All the cases pertaining to the leak of UPSI shall be dealt with in accordance with the Policy and Procedure for Enquiry in Case of Leak/ Suspected Leak of Unpublished Price Sensitive Information.
- iii. Retaliation for reporting suspected violation is strictly prohibited under this Policy.

- iv. Employees who reports any alleged violation of insider trading laws in accordance with the Informant Mechanism introduced vide SEBI (Prohibition of Insider Trading) (Third Amendment) Regulations, 2019 dated September 17, 2019, will be protected against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination.

#### **17) Penalty for contravention of the Code of Conduct**

- a) Designated Persons shall be individually responsible for complying with the provisions of this Code (including to the extent the provisions hereof are applicable to his/her immediate relatives or dependents). A Designated Person who acts in contravention of this Code may be liable to have his services or relationship with the NBFC, as the case may be, terminated;
- b) 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 NBFC;
- c) Designated Person who violate the Code shall also be subject to disciplinary action by the NBFC, which may include wage freeze, suspension, recovery, clawback, ineligibility for future participation in employee stock option plans, etc;

#### **18) Miscellaneous**

- a) The Board of Directors shall be empowered to amend, modify, interpret the rules in this Code and such rules shall be effective from such date that the Board may notify in this behalf;
- b) The Compliance Officer shall provide the Audit Committee of the Board, on yearly basis, all the details of Trading in securities by the Designated Persons including any violations of this Code;
- c) The NBFC shall require all Connected Persons to formulate and adhere to a code of conduct to achieve compliance with the rules of this Code. In case such persons observe that there has been a violation of the rules of this Code, then they shall inform the Board of Directors of the NBFC promptly; and

#### **19) Review of The Policy**

The Audit Committee and the Board of Directors shall be empowered to amend, modify, interpret these Rules and such Rules shall be effective from such date that the Board may notify in this behalf.

#### **20) Amendments in Law**

Any subsequent amendment/modification in the SEBI Regulations and US Securities Laws, Companies Act, 2013 and/or the Listing Regulations and/or other applicable laws in this regard shall automatically apply to this Policy

**ANNEXURE 1**  
**APPLICATION FOR PRE-CLEARANCE APPROVAL**

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To,  
The Compliance Officer,  
Hero FinCorp Limited

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

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

I enclose herewith the Undertaking signed by me.

Name & Signature:

Designation:

Place:

Date:

**ANNEXURE 2**  
**UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE- CLEARANCE**

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To,  
The Compliance Officer,  
Hero FinCorp Limited

I, \_\_\_\_\_ of the NBFC residing at \_\_\_\_\_, am desirous of trading in \_\_\_\_\_ shares of the NBFC as mentioned in my application dated \_\_\_\_\_ for pre-clearance of the transaction.

I further declare that I am not in possession of any unpublished price sensitive information up to the time of signing this Undertaking.

In the event that I have access to or receive any unpublished price sensitive information after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from trading in the securities of the NBFC until such information becomes public.

I declare that I have not contravened the provisions of the Code as notified by the NBFC 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 NBFC 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 NBFC to recover from me, the profits arising from this transaction and remit the same to the SEBI for credit of the Investor Protection and Education Fund administered by the SEBI.

I undertake to submit the necessary report within two 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 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.

Name & Signature:

Designation:

Place:

Date:

**ANNEXURE 3**  
**DISCLOSURE OF TRANSACTIONS**  
**(To be submitted within 2 days of transaction / trading in securities of the NBFC)**

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To,  
The Compliance Officer,  
Hero FinCorp Limited

I hereby inform that I

- have not bought / sold/ subscribed any securities of the NBFC
- have bought/sold/subscribed to \_\_\_\_\_ securities as mentioned below on   (date)

(strike out whichever is not applicable)

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

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

Name & Signature:

Designation:

Place:

Date:

**ANNEXURE 4  
FORM B**

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

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Name of the company: \_\_\_\_\_

ISIN of the company: \_\_\_\_\_

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (Promoters/ KMP / Directors/ immediate relative to/others etc.)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of Becoming Promoter/appointment of Director/KMP		% of Shareholding
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	Security No.	

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

Details of Open Interest (OI) in derivatives of the company held on appointment of Key Managerial personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of becoming Promoter/appointment of Director/KMP			Open Interest of the Option Contracts held at the time of becoming Promoter/appointment of Director/KMP		
Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms

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

Name & Signature:

Designation:

Date:

Place:

## ANNEXURE 5

### FORM C

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

Name of the company: \_\_\_\_\_

ISIN of the company: \_\_\_\_\_

Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN, & address with contact nos.	Category of Person (Promoters/ KMP / Directors /immediate relative to/others etc.)	Securities held prior to acquisition/ disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment/ advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition/disposal (on market/public / rights/ preferential offer/off market/ Inter- se transfer, ESOPs etc.)
		Type of security, For eg. Shares, Warrants, Convertible Debentures etc.)	No. and % of share holding	Type of security, For eg. Shares, Warrants, Convertible Debentures etc.)	Securit No.	Value	Transaction Type (Buy/ Sale/ Pledge / Revoke/ Invoke)	Type of security of sharehold ing	No. and %	From	To		

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

Details of trading in derivatives of the company by Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Trading in derivatives (Specify type of contract, Futures 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 & Signature:

Designation:

Date:

Place:

**ANNEXURE 6**  
**FORM of ANNUAL DISCLOSURE**

<b>1.</b>	Name		
<b>2.</b>	PAN (in case of PAN is not available, any other identifier authorized by law)		
<b>3.</b>	Designation		
<b>4.</b>	Location		
<b>5.</b>	Contact Nos.		
<b>6.</b>	Email Id		
<b>7.</b>	Educational Institution of Graduation		
<b>8.</b>	Details of Past Employment (Name of the past employer/ organization)		
<b>9.</b>	Date of declaration		
<b>10.</b>	Details of Securities held in the Company (Please specify Yes or No)		
<b>a.</b>	Equity Shares		
	Unsecured/Secured Redeemable Non-Convertible Debentures		
	Unsecured/Secured Commercial Paper		
<b>b.</b>	Held by the Designated Person		
	No. of Securities	Type of Security	Folio No(s), if held in physical form:
			If held in demat form DP ID/Client ID
<b>c.</b>	Held by the Immediate Relative / person with whom Designated Person shares Material Financial Relationship		
	Name of Immediate Relative		

	Relationship			
	PAN (in case of PAN is not available, any other identifier authorized by law)			
	No. of Securities	Type of Security	Folio No(s), if held in physical form:	If held in demat form
				DP ID/Client ID

**Notes:**

- ***“immediate relative”*** means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities;
- ***“Material Financial Relationship”*** means 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 12 months, equivalent to at least 25% of the annual income of such designated person but shall exclude relationships in which payment is based on arm’s length transactions.

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**Signature**

**FORM D****Annexure-7**

**SEBI (Prohibition of Insider Trading) Regulations, 2015**  
**Regulation 7(3) – Transactions by Other connected persons as identified by the company**

of trading in securities by other connected persons as identified by the company

Name, PAN, CIN/DIN, & address with contact nos. of other connected persons as identified by the company	Connect ion with company	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 securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of shareholding	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No.	Value	Transaction Type (Purchase/Sale / Pledge/ Revocation / Invocation/ Others-please specify)	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of share holding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

*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*

Details of trading in derivatives on the securities of the company by other connected persons as identified by the company

Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which the trade was executed
Type of Contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts* lot size)	Notional Value	Number of units (contracts* lot size)	
16	17	18	19	20	21	22

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

**Name:**

**Signature:**

**Place:**

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