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**POLICIES AND PROCEDURES FOR INQUIRY IN CASE OF**  
**LEAK OF UNPUBLISHED PRICE SENSITIVE**  
**INFORMATION OR SUSPECTED LEAK OF UNPUBLISHED**  
**PRICE SENSITIVE INFORMATION**

**Background:**

Pursuant to the Regulation 9A (5) of SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended (“SEBI PIT Regulations”), all listed companies are required to formulate policies and procedures for inquiry in case of leak of unpublished price sensitive information (“UPSI”) or suspected leak of unpublished price sensitive information.

**Scope:**

This Policy deals with

- a) Formulating procedures for inquiry such as initiating inquiry, reporting, etc. in case of leak or suspected leak of UPSI.
- b) Strengthening the internal control system to prevent leak of UPSI.
- c) Penalizing any insider who is found guilty of violating this policy.
- d) Reporting the leak or suspected leak to the stock exchange/SEBI.

**Disclosure of actual or suspected leak of UPSI to Stock Exchanges:** On becoming aware of actual or suspected leak of UPSI, the Company shall ensure that the same shall be promptly intimated to the Stock Exchanges on which the securities of the Company are listed.

**Report of actual or suspected leak of UPSI to SEBI:** On becoming aware of actual or suspected leak of UPSI, the Company shall ensure that a report on such actual or suspect leak of UPSI, preliminary enquiry thereon and results thereof shall be promptly made to the SEBI.

**Constitution of Enquiry Committee:** The Board of Directors or any Committee authorized by them in this behalf, shall constitute a committee to be called as “Enquiry Committee”. The Enquiry Committee shall consist of Chairman, Managing Director, Chief Investor Relation Officer (CIRO), person heading the HR function and any other officer of the Company as may be decided by the Managing Director of the Company.

The Board of Directors designates the Compliance Officer of the Company as the Chief Investor Relations Officer for this purpose.

**Duties of Enquiry Committee:** The Enquiry Committee shall be responsible for the following-

- (a) To conduct a preliminary enquiry to ascertain the prima facie truth contained in the information or complaint
- (b) To authorize any person to conduct full-fledged enquiry and to collect and submit necessary supporting material;
- (c) To evaluate the material so collected and investigation report, if any
- (d) To give opportunity to the defendant to present his side of the case in line with principles of natural justice and
- (e) To dismiss the charge/decide disciplinary action based on the evaluation so made.

### **Procedure for enquiry in case of leak of UPSI:**

On becoming aware of, *suo moto* or otherwise, actual or suspected leak or misuse of UPSI by any insider/designated employee, the CIRO after informing the same to the Managing Director of the Company, shall follow the below mentioned procedure in order to enquire and/or investigate the matter to ensure-

- a) Preliminary Enquiry: Preliminary enquiry is to ascertain the prima facie truth or otherwise of the allegations contained in the information or complaint. If there is prima facie truth in the information/complaint, the Enquiry Committee shall appoint and / or authorize any person(s), as it may deem fit, to conduct full-fledged enquiry and collect relevant facts and material. If there is no prima facie material, the information/complaint will be dismissed.
- b) Report of Enquiry to the Enquiry Committee: The Person(s) appointed/authorized to enquire the matter of actual or suspected leak of UPSI submit his/her report to the Enquiry Committee within 7 days from the date of his appointment on this behalf.
- c) Disciplinary Action: In case the complaint is proved, the Committee may take disciplinary action(s) commensurate with the charge. Disciplinary action shall include reprimand, wage freeze, suspension, recovery, claw back, termination etc., as may be decided by the Members of the Committee.
- d) Discharge: In case the complaint is not proved, the charge shall be dismissed.

### **MISCELLANEOUS:**

1. Employees of the Company can report instances of leak of Unpublished Price Sensitive Information as per whistle blower policy of the Company.
2. The Board of Directors of the Company shall have power to modify or replace this Code in part or full as may be thought fit from time to time in their absolute discretion in accordance with law for the time being in force.
3. Words or phrases not defined here will have their respective meanings as per the SEBI Act and Regulations made thereunder.