

# SWAGRUHA INFRASTRUCTURE LIMITED

## POLICY AND PROCEDURES FOR INQUIRY IN CASE OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI)

[Framed under Regulation 9A (5) of SEBI (Prohibition of Insider Trading) Regulations, 2015]

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### 1. BACKGROUND

The SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 has mandated every listed company to formulate a written policy and procedures for inquiry in case of leak of Unpublished Price Sensitive Information (UPSI) and initiate appropriate inquiries on becoming aware of leak of UPSI and inform the Board of Directors promptly of such leaks, inquiries and results of such inquiries. In this regard, Board of Directors of the Company has adopted this policy for procedure of inquiry in case of leak of UPSI ('the policy') which shall be effective from 1<sup>st</sup> April, 2019.

### 2. OBJECTIVE

- (i) To strengthen the internal control system to prevent leak of UPSI.
- (ii) To restrict and prohibit the practice of sharing of UPSI, with any un-authorized person, which originates from within the company and which affects the market price of the Company as well as loss of reputation and investors'/financers' confidence in the Company.
- (iii) To have a uniform code to curb the un-ethical practices of sharing UPSI by Insiders, Employee & Designated Persons with any person, firm, Company or Body Corporate.
- (iv) To initiate inquiry in case of leak of UPSI or suspected leak of UPSI and inform the same to the Board of Directors of the Company and the Securities and Exchange Board of India ("SEBI") promptly.
- (v) To penalize any Insider, Employee & Designated Persons who appears to have found guilty of violating this policy.

### 3. SCOPE OF THE POLICY

The Company endeavors to preserve the confidentiality of un-published price sensitive information (UPSI) and to prevent misuse of such information. The Company strives to

restrict and prohibit the practice of sharing of UPSI which originates from within the Company by any promoter, director, key managerial person, Insider, employee, designated person, support staff or any other known or unknown person(s) with any unauthorized person which affects the market price of the Company as well as causes loss of reputation and investors' / financiers' confidence in the company.

#### 4. APPLICABILITY

This Code shall be applicable with effect from 01<sup>st</sup> April, 2019.

#### 5. DEFINITIONS:

**"Leak of UPSI"** shall mean communication of information which is/shall be UPSI by any Insider, Employee & Designated Persons or any other known or unknown person to any person other than a person(s) authorized by the Board, Managing/Whole-time Director, CEO or Chief Investor Relation Officer (CIO) of the Company after following the due process prescribed in this behalf in the Company's Code of Practices and Procedures for Fair Disclosure of UPSI and /or under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment, re-amendment or re-enactment thereto.

**"Support Staff"** shall include IT staff or secretarial staff who have access to unpublished price sensitive information.

*Note: Words and expressions used and not defined in this policy but defined in the Company's Code of Conduct for Prevention of Insider Trading, SEBI (Prohibition of Insider Trading) Regulations, 2015, the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and the Rules and Regulations made there under shall have the meanings respectively assigned to them in those legislation.*

#### 6. DUTIES OF CHIEF INVESTOR RELATIONS OFFICER:

- 1.1 The Company secretary of the Company shall act as Chief Investor Relations Officer of the Company and in the absence of Company Secretary, the Board of Directors may authorise either Chief Financial Officer (CFO) or such other officer of company to discharge the duties of the Compliance officer under the regulations who shall be responsible to;
- 1.2
  - (i) Oversee the Compliance of this policy.
  - (ii) Report the incident of actual or suspected leak of UPSI to the Board of Directors and the Securities and Exchange Board of India.
  - (iii) Intimate the incident of actual or suspected leak of UPSI to the Stock Exchanges.
  - (iv) To co-ordinate with and disclose the relevant facts of the incident of actual or suspected leak of UPSI to the Enquiry committee.

**7. DISCLOSURE OF ACTUAL OR SUSPECTED LEAK OF UPSI TO STOCK EXCHANGES:**

On becoming aware of actual or suspected leak of Unpublished Price Sensitive Information of the Company, the Company secretary shall ensure that the same shall be promptly intimated to the Stock Exchanges on which the securities of the Company are listed in the format as set out in “**Annexure A**” to this policy.

**8. REPORT OF ACTUAL OR SUSPECTED LEAK OF UPSI TO SEBI:**

On becoming aware of actual or suspected leak of Unpublished Price Sensitive Information of the Company, the Company secretary 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 in the format as set out in “**Annexure B**” to this policy.

**9. CONSTITUTION OF ENQUIRY COMMITTEE:**

The Board of Directors or any Committee authorized by them in this behalf, shall be based on the requirement to constitute a committee to be called as “Enquiry Committee”.

The Enquiry Committee shall consist of minimum 3 (three) Members which shall include Managing/Whole-time Director, Chief Financial Officer and Chief Investor Relation Officer and any other officer of the Company as may be mutually decided by Managing/Whole-time Director, Chief Financial Officer and Chief Investor Relation Officer of the Company.

**10. DUTIES OF ENQUIRY COMMITTEE:**

The Enquiry Committee shall be responsible to:

- (i) To conduct a preliminary enquiry to ascertain the truth contained in the information or complaint pertaining to actual or suspected leak of UPSI, if any; and
- (ii) To authorize any person to collect necessary support material; and
- (iii) To decide disciplinary action thereon.

**11. PROCEDURE FOR ENQUIRY IN CASE OF LEAK OF UPSI:**

On becoming aware of suo-moto or otherwise, of actual or suspected leak of Unpublished Price Sensitive Information of the Company by any promoter, director, key managerial person, insider, employee, designated person, support staff or any other known or unknown person, the Company Secretary after informing the same to the Managing/Whole-time Director or Chief Financial Officer of the Company, shall follow the below mentioned procedure in order to enquire and/or investigate the matter.

**(a) Preliminary Enquiry:**

Preliminary enquiry is a fact-finding exercise. The object of preliminary enquiry is to ascertain the truth or otherwise of the allegations contained in the information or complaint, if any, and to collect necessary available material in support of the allegations, and thereafter to decide whether there is justification to embark any disciplinary action.

The Complaint under this Policy shall be addressed to the Managing/Whole-time Director or the Company Secretary stating therein particulars of the person against whom the complaint is made and full details of the complaint accompanied by the documentary evidence, if any, as deemed reasonable by the complainant for the purpose of substantiating the complaint.

Upon receipt of the complaint, the Managing/Whole-time Director or the Company Secretary will prima-facie determine the authenticity of the complaint and in case he feels that the complaint has been lodged to secure needless publicity for defamatory matter which is detrimental to the interest of the Company then he may discard the complaint with reasons recorded in writing otherwise he will refer the complaint to the Enquiry Committee within 7 days of the receipt of such a complaint.

Upon receipt of the complaint from the Managing/Whole-time Director or the Company Secretary, the Enquiry Committee shall write to the person against whom complaint has been filed intimating the details of the complaint received and requesting him to give a written representation with 7 working days of the receipt of the letter from the Enquiry Committee.

Upon receipt of representation, the Enquiry Committee shall proceed to investigate in the matter, itself or through any of the officers of the Company as it may deem fit, and for such purpose it may consult such persons, whether internal or otherwise or obtain such external assistance or opinion, as it may deem expedient in this regard. During the course of such investigation, the Enquiry Committee may call for such additional documents, material substances, relevant facts or representations etc. as it may deem fit.

If no representation is received within the aforesaid stipulated time, the Enquiry Committee shall issue notice to the person complained of asking him to show cause as to why the appropriate disciplinary action should not be initiated against him.

**(b) Report of the Enquiry Committee:**

On completion of the preliminary enquiry, receipt of reply to the show cause notice or non-receipt thereof, the Enquiry Committee shall refer the matter to the Board of Directors for its consideration and decision, along with the recommendation of the Enquiry Committee.

The matter shall be considered by the Board of Directors along with the recommendations made by the Enquiry Committee. The Board, on receipt of such recommendations and after due review, if forms and opinion that the person complained of is guilty of leak or suspected leak of UPSI, it will order for necessary disciplinary proceedings by the Company, which will be in addition to the penal provisions stated under the SEBI (Prohibition of Insider Trading), Regulations, as amended, and any other statutory enactments, as applicable.

**(c) Disciplinary Action:**

The Disciplinary action(s) may include any or all actions i.e. wage freeze, suspension, recovery, claw back, termination etc., as may be decided by the Board of Directors after considering the recommendations made by the Enquiry Committee.

**12. AMENDMENT**

The Board of Directors of the Company, subject to applicable laws, rules & regulations, may amend / substitute any provision(s) with a new provision(s) or replace this entire Policy with a new Policy.

In any circumstance where the terms of this Policy differ from any law, rule, regulation etc. for the time being in force, the law, rule, regulation etc. shall take precedence over this Policy.

This Policy and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchanges, if required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment, re-amendment or re-enactment thereto.

**Annexure A**

**Format for Intimation of Actual or Suspected leak of UPSI to the Stock Exchanges  
(Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation,  
2015)**

To,  
**BSE Limited**  
P. J. Towers, Dalal Street, Fort,  
Mumbai - 400 001.

**Ref.:** BSE Scrip Code No. 531909

**Ref:** "SWAGRUHA"

Dear Sir / Madam,

**Sub: Intimation of actual or suspected leak of UPSI pursuant to Regulation 30 of SEBI  
(Listing Obligations and Disclosure Requirements) Regulation, 2015.**

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are reporting actual or suspected leak of Unpublished Price Sensitive Information (UPSI) of the Company, as follows;

Name of Offender, if known.	
Name of Organization	
Designation (Employee, Insider, Designated Person or any other)	
Nature of Information	
Whether any action initiated by the Company. If yes, narration of the same	Yes/No

Request you to kindly take the aforementioned on your records.

Thanking you.

Yours faithfully,

For Swagruha Infrastructure Limited

Company Secretary

**Annexure B**

**Format for Reporting Actual or Suspected leak of UPSI to the SEBI  
(Pursuant to Regulation 9A (5) of SEBI (Prohibition of Insider Trading) Regulation, 2015)**

To,

**Securities and Exchange Board of India**

Plot No. C 4-A, G Block,

Near Bank of India, Bandra Kurla Complex,

Bandra East, Mumbai - 400 051, Maharashtra

**Ref.:** BSE Scrip Code No. 531909

**Ref:** "SWAGRUHA"

Dear Sir / Madam,

**Sub: Report of actual or suspected leak of UPSI pursuant to regulation 9A (5) of SEBI (Prohibition of Insider Trading) Regulation, 2015.**

Pursuant to Regulation 9A (5) of SEBI (Prohibition of Insider Trading) Regulation, 2015, we are reporting actual or suspected leak of Unpublished Price Sensitive Information (UPSI) of the Company, as follows;

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Nature of Information	
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Request you to kindly take the aforementioned on your records.

Thanking you.

Yours faithfully,

For Swagruha Infrastructure Limited

Company Secretary