

POLICY AND PROCEDURE FOR INQUIRY IN CASE OF LEAK OR SUSPECTED LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION

1. INTRODUCTION

This Policy and Procedure for Inquiry in case of Leak or Suspected Leak of Unpublished Price Sensitive Information (“**Policy**”) has been formulated by Zuari Agro Chemicals Limited (“**Company**”) in pursuance of regulation 9A(5) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended (“**Regulations**”) and shall be effective from April 1, 2019.

2. PURPOSE

The Policy aims to provide a framework for inquiry in case of leak or suspected leak of Unpublished Price Sensitive Information. However, any instances of leak or suspected leak of Unpublished Price Sensitive Information reported under the Whistle Blower Policy of the Company shall be dealt with as per and under the Whistle Blower Policy of the Company.

3. DEFINITIONS

In this Policy, the following words and expressions, unless inconsistent with the context, shall bear the meanings assigned hereto:

This Policy is applicable to all the persons referred in Company’s Code Of Conduct To Regulate, Monitor And Report Trading In Securities Of The Company, who are under an obligation to maintain the confidentiality and secrecy of the Unpublished Price Sensitive Information (UPSI).

“**Enquiry Committee**” means:

- a. The Company Secretary & Chief Financial Officer, in case of actual or suspected leak of unpublished price sensitive information by any Insider, employee, designated personnel and their immediate relatives

- b. The Managing Director, in case of actual or suspected leak of unpublished price sensitive information by any key managerial person and their immediate relatives
- c. The Audit Committee, in case of actual or suspected leak of unpublished price sensitive information by any promoter, director (other than the members of the Audit Committee) and their immediate relatives
- d. The Board, in case of actual or suspected leak of unpublished price sensitive information by any member of the Audit Committee and their immediate relatives

‘Immediate relative’ shall include persons defined under SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended.

“Unpublished Price Sensitive Information” or **“UPSI”** means any information, relating to the Company or its Securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the Securities and shall, ordinarily including but not restricted to, information relating to the following:-

- (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; and
- (v) Changes in key managerial personnel.

‘Leak of UPSI’ shall refer to such act / circumstance(s) by virtue of which an UPSI is made available or becomes available, by any means or mode to any person, association, body, firm, agency, society, entity or to a group thereof, whether registered or otherwise before its official publication or announcement or formal circulation in public domain and which shall also include any purported attempt thereof

The words and expressions used but not defined herein shall have the meanings as ascribed to them in the Regulations.

4. Inquiry Procedure

On becoming aware, on suo motu or on written complaint 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 personnel and their immediate relatives, the appropriate Enquiry Committee shall undertake the Preliminary Enquiry to ascertain the veracity of the allegations contained in the information or complaint, if any and to collect necessary available material in support of the allegations.

If, after preliminary enquiry, it is found that the allegation is frivolous, not maintainable or outside the scope, the same may be dismissed and if it is found that the issue requires further investigation, the appropriate Enquiry Committee shall, further investigate the matter.

For the purpose of investigation, the Enquiry Committee, shall (i) collect necessary material and (ii) consider the facts and circumstances and conclude the investigation within 30 days of becoming aware of actual or suspected leak of unpublished price sensitive information;

Thereafter, the Enquiry Committee shall decide and recommend disciplinary action as below;

- a. Where the Enquiry Committee is Company Secretary & Chief Financial officer, to recommend the disciplinary action to the Managing Director for his consideration and decision.
- b. Where the Enquiry Committee is the Managing Director, Audit Committee or the Board, to recommend the disciplinary action to the Board for its consideration and decision.

DISCLOSURE AND REPORTING

After preliminary enquiry, when it is found that the issue requires further investigation, the Company Secretary shall promptly intimate to the SEBI / stock exchanges.

On completion of the investigation, the Company Secretary shall submit the report of such investigation of actual or suspected leak of UPSI and the results thereof to the SEBI / stock exchanges.

AMENDMENT

The Board of Directors of the Company reserves the right to amend or modify this Policy in whole or in part, as it may deem appropriate