



V2 RETAIL LIMITED

POLICY AND PROCEDURE FOR INQUIRY IN CASE OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION (“UPSI”) OR SUSPECTED LEAK OF UPSI

Effective from 01.04.2019

Objective:

In terms of **Regulation 9A** of SEBI (Prohibition of Insider Trading) Regulations, 2018, it is necessary for the Board of Directors of a Listed Company to make a Policy and Procedure for Inquiry In Case Of Leak of Unpublished Price Sensitive Information (“UPSI”) Or Suspected Leak of UPSI. The objective of the policy is to 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 and it should be treated as part of the company’s Code of Conduct for Prevention of Insider Trading and Code of Practices and fair disclosure of unpublished price sensitive information formulated under the insider Regulations.

Definition:

(i) “Leak of UPSI shall mean communication of information by any Insider, Employee, Designated Persons, fiduciaries or any other known or unknown person to any person other than a person(s) authorized by the Board after following the due process prescribed in this behalf in the company’s Code of Conduct for Prevention of Insider Trading and Code of Practices and fair disclosure of unpublished price sensitive information and /or under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or SEBI (Prohibition of Insider Trading)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, which is / shall be UPSI.

Policy:

1. Disclosure of actual or suspected leak of UPSI to stock exchanges:

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

2. Report of Actual or Suspected Leak Of UPSI to SEBI

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

3. Constitution Of Enquiry Committee



As and when required, the stakeholder relationship committee of the board of the company shall also act as “Enquiry Committee”.

4. Duties of Enquiry Committee:

The Enquiry Committee shall be responsible-:

- (a) 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;
- (b) To authorize any person to collect necessary support material; and
- (c) To decide disciplinary action thereon.
- (d) To intimate the result of enquiry to the board of the company

5. Procedure for enquiry in case of leak of UPSI:

On becoming aware or suo motu or otherwise, of actual or suspected leak of UPSI of the Company by any promoter, director, key managerial person, Insider, employee, designated personnel, support staff, fiduciaries or any other known or unknown person, the authorized person after informing the same to the Managing Director or Chief Financial Officer or Enquiry Committee 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 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 on any disciplinary action.

The Enquiry Committee shall appoint and/or authorize any person(s), as it may deem fit, to initiate/conduct an enquiry to collect the relevant fact, material substances on actual or suspected leak of UPSI.

(b) Report of Preliminary Enquiry to the Enquiry Committee:

The Person(s) appointed/authorized to enquire the matter of actual or suspected leak of UPSI shall submit his report to the Enquiry Committee within 30 days from the date of his appointment on this behalf. However, the period of 30 days can be extended by the Committee, if deemed necessary.

(c) Disciplinary Action:

The Disciplinary action(s) shall include salary / wage freeze, suspension, recovery, termination of employment, contract/agreement etc., as may be decided by the Members of the Committee.



Authority:

The Policy and Procedure for Inquiry In Case Of Leak of Unpublished Price Sensitive Information (“UPSI”) Or Suspected Leak of UPSI has been approved by the board of directors of the company”