

Policy for Procedure for Inquiry in Case of Leak of Unpublished Price Sensitive Information/ Breach of The Code

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Contents

1. Introduction	3
2. Objective	3
3. Applicability.....	3
4. Definitions.....	3
5. Disclosure Of Actual Or Suspected Leak Of Upsi To The Stock Exchanges And SEBI	5
6. Report Of Actual Or Suspected Leak Of Upsi To SEBI.....	5
7. Constitution Of Inquiry Committee	6
8. Procedure For Inquiry In Case Of Leak Or Suspected Leak Of Upsi.....	6
9. Amendment	7
10. Annexure Z: Revision History	8
a. Document Approval Information	8
b. Revision Summary	8

1. INTRODUCTION

Regulation 9A of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended (the “**PIT Regulations**”) mandates every listed company to formulate a written policy and procedures for inquiry in case of leak of unpublished price sensitive information (“**UPSI**”) and initiate appropriate inquiries on becoming aware of leak of unpublished price sensitive information and inform SEBI promptly of such leaks, inquiries and results of such inquiries.

In this regard, the Board of Directors of Indegene Limited (the “**Company**”), at its meeting held on 25th March 2024, has formulated and adopted this Policy for procedure of inquiry in case of leak of UPSI.

2. OBJECTIVE:

- a. To strengthen the internal control system to prevent leak of UPSI. All UPSI shall be shared strictly on a need-to-know basis and preferably a record be maintained of persons with whom such information is shared. Information shared through e-mail and preservation of such e-mail shall be sufficient compliance in this regard.
- b. To restrict and prohibit the practice of sharing of UPSI, with any unauthorized person(s), which originates from within the Company and affects the market price of the Company as well as loss of reputation and investors / financier’s confidence in the Company.
- c. To initiate inquiry in case of leak of UPSI or suspected leak of UPSI and inform the same to SEBI promptly.
- d. To take disciplinary actions, if deemed fit against any Insider, Employee & Designated Persons who is found to have violated this policy and/or the PIT Regulations, apart from any action that SEBI may initiate/take against the Insider, Employee & Designated Persons.

3. APPLICABILITY:

This Policy shall apply to all Connected Persons and Immediate relatives of Connected Persons and persons in possession of or having access to UPSI.

4. DEFINITIONS:

The definitions of some of the key terms used in the Policy are given below:

- a. “**Audit Committee**” means the Audit Committee constituted by the Board of Directors of the Companies in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“**the Listing Regulations**”).
- b. “**Board**” means the Board of Directors of the Company.

- c. **“Code” or “Code of Conduct”** shall mean the Code of Conduct of Indegene Limited Code for Code of Conduct for Prevention of Insider Trading and Code of practices and procedures for fair disclosure of unpublished price sensitive information.
- d. **“Company”** means Indegene Limited.
- e. **“Compliance Officer”** means the person as defined in Code.
- f. **“Connected Person”** means any person who is or has during the six months prior to the concerned act been associated with the Company, 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 company or holds any position including a professional or business relationship between himself and the Company 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 in the Act;
 - ii. a holding company or associate company or subsidiary company;
 - iii. an intermediary as specified in Section 12 of the Act or an employee or director thereof;
 - iv. an investment company, trustee company, asset management company or an employee or director thereof;
 - v. an official of a stock exchange or of clearing house or corporation;
 - vi. 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;
 - vii. 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;
 - viii. an official or an employee of a self-regulatory organization recognised or authorized by SEBI;
 - ix. a banker of the Company; or
 - x. a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of the Company or his Immediate Relative or banker of the Company, has more than ten per cent, of the holding or interest.
- g. **“Leak of UPSI”** means communication of information which is/deemed to be UPSI by any person, who is in possession of UPSI, to any other person, directly or indirectly, overtly or covertly or in any manner whatsoever, except for legitimate purposes, performance of duties or discharge of legal obligations.
 - h. **“Delinquent”** means the person or persons against or in relation to whom an inquiry is initiated in case of leak or suspected leak of UPSI.

- i. **“Stock Exchanges”** means the Bombay Stock Exchange Limited and the National Stock Exchange of India Limited.
- j. **“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, delisting, disposals and expansion of business and such other transactions;
 - v. changes in key managerial personnel (KMP); and
 - vi. Material Events as specified in the Policy on Determining Materiality and Archival of Disclosures pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 as amended from time to time.
- k. **“Whistle Blower”** means an employee making a disclosure under the Whistle Blower Policy.

Capitalized terms are not defined herein shall have the meaning assigned to them under the Code/the PIT Regulations.

5. DISCLOSURE OF ACTUAL OR SUSPECTED LEAK OF UPSI TO THE STOCK EXCHANGES AND SEBI:

On becoming aware of actual or suspected leak of UPSI in respect of the Company, the Compliance Officer shall ensure that the same is promptly intimated to the Stock Exchanges on which the securities of the Company are listed.

6. REPORT OF ACTUAL OR SUSPECTED LEAK OF UPSI TO SEBI:

On becoming aware of actual or suspected leak of UPSI of the Company, and promptly pursuant to the intimation to the Stock Exchanges as per Clause 5 hereto, 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 informed to SEBI.

7. CONSTITUTION OF INQUIRY COMMITTEE:

The Board of Directors may empower the Audit Committee as the Inquiry Committee or may constitute a separate committee to be called as “Inquiry Committee”.

8. PROCEDURE FOR INQUIRY IN CASE OF LEAK OR SUSPECTED LEAK OF UPSI:

- a. Inquiry under this policy shall commence upon receipt of a written complaint from any employee, department of the Company, Registrar and Share Transfer Agent, Designated Person, depository, Stock Exchange, regional director or any official thereof, registrar of companies or any official thereof, regulatory or statutory authority or any other department of Central or State Government.
- b. In case of actual or suspected leak of UPSI, the Inquiry Committee shall be required to undertake the process of inquiry.
- c. The complaint shall, *inter alia*, state particulars of the Delinquent and details of the complaint. The Complainant has the option of annexing such documentary evidence, as deemed reasonable for the purpose of substantiating the complaint lodged. The complaint shall be addressed to the Compliance Officer at the registered office of the Company or by marking an email to whistleblower@indegene.com.
- d. The Inquiry Committee shall meet within a period of 5 (five) working days after receipt of the written complaint as per sub-clause (a) of Clause 7 hereto, of actual or suspected leak of UPSI and take cognizance of the matter. If it is found that the allegation is frivolous, not maintainable or outside the scope of the Inquiry Committee, the same may be dismissed for reasons to be recorded in writing. If it is found that the issue requires further investigation, preliminary inquiry may be initiated.
- e. Within 5 (five) working days of receipt of the written complaint, a copy of the same shall be served upon the person against whom a leak has been alleged advising or directing him to give a written representation within 7 (seven) working days of receipt of letter.
- f. Within 7 (seven) working days of receipt of representation from such Delinquent, the Inquiry Committee shall proceed to investigate the matter and for such purpose 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 Inquiry Committee may call for such additional documents, representations, etc. as it may deem fit.
- g. If no representation is received within the aforesaid stipulated time limit(s), the Inquiry Committee shall issue a notice to the Delinquent asking him to show cause as to why the Company should not initiate disciplinary proceedings, as applicable, against him.
- h. On completion of the preliminary investigation, receipt of reply to the show cause notice or on non-receipt thereof, the Inquiry Committee shall refer the matter to the Chairperson of the Audit Committee, along with its recommendation.

- i. Chairperson of the Audit Committee on receipt of such opinion shall proceed to convene a meeting of the Audit Committee and after due review, if it is of the opinion that the Delinquent is guilty of leak of UPSI or suspected leak of UPSI, then the Audit Committee shall recommend necessary disciplinary actions, which will be in addition to the penal provisions stated under applicable PIT Regulations and any other statutory enactments, as applicable.
- j. The disciplinary action(s) shall, *inter alia*, include, wage freeze, suspension, recovery, claw back, termination etc., as may be decided by the members of the Inquiry Committee, in addition to the action which may be initiated by SEBI, if any.
- k. The findings/report/recommendations of the Audit Committee shall be communicated to the Board.
- l. The Company *suo moto* reserves the right of initiating an inquiry under this policy against any Insider if it has reasons to believe that such person has leaked UPSI or is suspected to leak UPSI.

9. AMENDMENT:

The Company reserves its right to amend or modify this policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on any person unless the same is notified appropriately viz., publishing on the website of the Company or intimating the Stock Exchanges/ SEBI.

10. Annexure Z: Revision History

a. Document Approval Information

Document Owner		Legal and Finance	
Author(s) Name & Designation(s)	10 th April 2025	Srishti Kaushik Company Secretary & Compliance Officer	Reviewed and approved at the meeting of the Board of Directors held on 28th April 2025
Reviewer(s) Name & Designation(s)	28th April 2025	Karthik Kannappan Vice President	
Approver Name & Designation(s)	28th April 2025	Board of Directors	
Final Reviewer Name & Designation(s)	28th April 2025	Harsha Haridas Business Process Lead	

b. Revision Summary

Ver. No.	Ver. Date	Revised By	Description	Filename
4.0	28th April 2025	Srishti Kaushik	Annual review by Board of Directors. No changes incorporated.	Policy for inquiry for leakage of UPSI V4.0
3.0	25th March 2024	Srishti Kaushik	Connected Person defined under the definition section	Policy for inquiry for leakage of UPSI V3.0
2.0	25th January 2024	Srishti Kaushik	Annual review by Board of Directors. No changes incorporated.	Policy for inquiry for leakage of UPSI V2.0
1.0	9 th December 2022	Srishti Kaushik	This is a base line document	Policy for inquiry for leakage of UPSI V1.0