



**<sup>1</sup>TRUCAP FINANCE LIMITED**

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LEAK OF UNPUBLISHED PRICE SENSITIVE  
INFORMATION OR SUSPECTED LEAK OF UNPUBLISHED  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

**VERSION NO. 2**

**AUGUST 03, 2022**

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<sup>1</sup> Logo and Name of the Company changed pursuant to Change in name of the Company w.e.f. August 03, 2022.

Sr. No.	Details of Changes	Date of Creation/Change	Department	Version No	Approved By
1.	Original Document	April 01, 2019	Corporate Secretarial and Compliance	V.1	Board of Directors
2.	Logo and Change in Name of the Company	August 03, 2022	Corporate Secretarial and Compliance	V.2	---

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## **Policy and procedure for inquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information**

[Under Regulation 9(A) of Securities and Exchange Board India (Prohibition of Insider Trading) Regulations, 2015 as amended]

### **Background**

The Securities and Exchange Board India (Prohibition of Insider Trading) (Amendment) Regulations, 2018 (“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mandates every listed company to formulate a written policy and procedures for inquiry in case of leak of Unpublished Price Sensitive Information (“UPSI”) and initiate appropriate action on becoming aware of leak of UPSI and inform the Board promptly of such leaks, inquiries and results of such inquiries.

In this regard, Board of Directors of <sup>1</sup>TruCap Finance Limited (“the Company”) has laid down this policy and procedure of Inquiry in case of leak of Unpublished Price Sensitive Information or suspected leak of Unpublished Price Sensitive Information (“the Policy”), for adoption.

### **Date of coming into force of the Policy**

This policy shall come in to force from April 1, 2019.

### **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 the 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’ / financiers’ 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 Securities and Exchange Board of India promptly.
- (v) To take disciplinary actions, if deemed fit against any Insider, Employee & Designated Persons who appears to have found guilty of violating this policy, apart from any action that Securities and Exchange Board India may initiate/take against the Insider, Employee & Designated Persons.

### **Scope**

To lay procedures for inquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information and inform the Board promptly of such leaks, inquiries and results of such inquiries.

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This policy shall not in any way preclude any referrals, complaints, measures, actions etc. which can be instituted, or which are available under the existing Whistle Blower Policy of the Company.

## **Definitions**

- a. **Audit Committee** shall mean Committee of the Board of the Company constituted pursuant to Section 177 of the Companies Act, 2013 read with Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- b. **Board** shall mean the Board of Directors of the Company.
- c. **Chief Investor Relations Officer (“CIO”)** shall mean the Compliance Officer of the Company appointed by the Board of Director under Securities and Exchange Board India (Listing Obligation and Disclosure Requirements) Regulations, 2015.
- d. **Company** means <sup>1</sup>TruCap Finance Limited.
- e. **Designated Person** shall cover all employees whether contractual or otherwise, persons / entities stated under Regulation 9(4) of the Regulations and other connected persons as defined under Regulation 2(d) of the Regulations.
- f. **Immediate relative** shall include persons defined under Regulation 2(f) of the Regulations.
- g. **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 or CIO of the Company after following the due process prescribed in this behalf in the Code of Practices for Fair Disclosure of the Company and /or under Securities and Exchange Board India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or Regulations and any amendment, re-amendment or re-enactment thereto.
- h. **Support Staff** shall include IT Staff, Secretarial Staff, Legal Staff, Finance Staff, Strategy Staff who have access to unpublished price sensitive information.
- i. **Un-published Price Sensitive Information (“UPSI”)** shall mean any information, relating to a company or its securities, directly or indirectly, that is not generally

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available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily include but not restricted to, information relating to the following;

- (i) Periodical Financial Results of the Company;
- (ii) Intended declaration of dividends (Interim and Final);
- (iii) Change in capital structure i.e. Issue of securities, buy - back of securities or any forfeiture of shares or change in market lot of the Company's shares;
- (iv) Mergers, De-mergers, Amalgamation, Acquisitions, De-listing of Securities, Scheme of Arrangement or Takeover, Disposals, Spin Off or Selling Division of Whole or Substantially Whole of the Undertaking and Expansion of Business and such other transactions;
- (v) Any major expansion plans or execution of new projects or any significant changes in policies, plans or operations of the Company;
- (vi) Changes in Key Managerial Personnel;
- (vii) Any other matter as may be prescribed under Corporate Law to be price sensitive, from time to time.

**j. Regulations** shall mean any SEBI (Prohibition of Insider Trading) Regulations, 2015 read with SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

Any words used in this Policy but not defined herein shall have the same meaning as described to it in the Companies Act, 2013 or Rules made thereunder, Securities & Exchange Board of India Act or Rules and Regulations made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Regulations or any other relevant legislation/law applicable to the Company, as amended from time to time.

### **Duties of Chief Investor Relations Officer**

The Chief Investor Relations Officer shall be responsible to:

- a) Oversee the Compliance of this policy.
- b) Report the incident of actual or suspected leak of UPSI to the Securities and Exchange Board of India with approval of Board/Managing Director.
- c) Intimate the incident of actual or suspected leak of UPSI to the Stock Exchanges.
- d) To co-ordinate with and disclose the relevant facts of the incident of actual or suspected leak of UPSI to the Enquiry committee.

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## **Disclosure of actual of suspected leak of UPSI to Stock Exchanges**

On becoming aware of actual or suspected leak of UPSI of the Company, the CIO 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.

## **Report of actual of suspected leak of UPSI to Securities and Exchange Board India**

On becoming aware of actual or suspected leak of UPSI of the Company, the CIO shall ensure that a report on such actual or suspect leak of UPSI, preliminary enquiry thereon and results thereof shall be promptly informed to Securities and Exchange Board India in the format as set out in **Annexure B** to this policy.

## **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 minimum 2 (two) Members which shall include Managing Director, Chief Financial Officer and CIO and any other officer of the Company. The Managing Director may change/alter/re-constitute the Enquiry Committee as may be required from time to time.

## **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, if required, to collect necessary support material;
- c. To consider the facts and circumstances and decide / direct on the matter;
- d. To decide disciplinary action thereon;
- e. To submit summary of the matters handled under the policy to the Audit Committee.

## **Procedure for inquiry in case of leak of UPSI or suspected leak of UPSI**

Inquiry under this policy shall commence based on a written complaint received 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 / statutory authority or any

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other department of Central or State Government. The Company may suo motu on becoming aware or otherwise, of actual or suspected leak of UPSI of the Company by any Promoter, Director, Key Managerial Person, Insider, Employee, Designated Person, Support Staff or any other known or un-known person, the below mentioned procedure be followed in order to enquire and/or otherwise investigate the matter.

#### **A. Complaint**

The Complaint shall be in writing and inter alia state particulars of the complaine 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 Company or Board or Audit Committee or Chairman or Managing Director or Compliance Office, by whatever name called.

#### **B. To take Cognizance of the matter**

The Enquiry Committee shall meet immediately as possible after receipt of the information of actual or suspected leak of UPSI and take cognizance of the matter and decide as follows.

- i) If it is found that the allegation is frivolous, not maintainable or outside the scope, the same may be dismissed;
- ii) If it is found that the issue requires further investigation, Preliminary Enquiry may be initiated.

#### **C. Preliminary Enquiry**

Preliminary enquiry is a fact-finding exercise which shall be conducted by the CIO. Within 5 (five) working days of receipt of the complaint the CIO, shall write to the complaine intimating the details of the complaint received and requesting him to give a written representation within 7 (seven) working days of receipt of letter. If CIO is of the opinion that the complaint has been lodged to secure needless publicity for defamatory matter which is detrimental to the interest of the Company, then he/she may discard the complaint with reasons recorded in writing.

Within 7 (seven) working days of receipt of representation, CIO shall proceed to investigate in the matter and for such purpose may consult such persons, whether

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internal or otherwise or obtain such external assistance or opinion, as he/she may deem expedient in this regard. During the course of such investigation, CIO may call for such additional documents, representations, etc. as he may deem fit.

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 Enquiry Committee, if required and in addition to CIO may also 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.

#### **D. Report of Preliminary Enquiry to the Enquiry Committee**

On completion of the preliminary enquiry or on receipt of reply to the show cause notice issued or on non-receipt thereof, the CIO or 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.

#### **E. Disciplinary Action**

If no representation is received within the stipulated time from the complaine, CIO shall issue notice to the complaine asking him to show cause as to why the Company should not initiate disciplinary proceedings, as applicable, against him.

The Disciplinary Action(s) shall include, wage freeze, suspension, recovery, claw back, termination etc., as may be decided by the Members of the Enquiry Committee.

#### **F. Report to Audit Committee**

The Enquiry Committee shall submit details of matters handled to the Audit Committee on quarterly basis if there are any matters reported in the relevant quarter. The Enquiry Committee shall in any case shall submit compliance with the Regulations at least once in a financial year.

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## **Amendment**

This Policy would be subject to revision/amendment in accordance with the guidelines as may be issued by Securities and Exchange Board India or such other regulatory authority as may be authorized, from time to time, on the subject matter. The Managing Director & CEO of the Company shall be authorized to amend/modify the Policy to be in line with the applicable Regulations or such other statutory authority's requirements / updates / amendments from time to time. Such amended Policy shall be placed before the Board at its meeting subsequent to amendments to the Policy, for noting and necessary ratification immediately after such changes.

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## 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.

Dear Sir / Madam,

**Subject: Intimation of actual or suspected leak of UPSI pursuant to Regulation 30 of Securities and Exchange Board India (Listing Obligations and Disclosure Requirements) Regulation, 2015.**

Pursuant to Regulation 30 of Securities and Exchange Board India (Listing Obligations and Disclosure Requirements) Regulation, 2015, we are reporting actual or suspected leak of Unpublished Price Sensitive Information (UPSI) of the Company, as follows:

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

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## 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.

Dear Sir / Madam,

**Subject: Report of actual or suspected leak of UPSI pursuant to Regulation 9A (5) of Securities and Exchange Board India (Prohibition of Insider Trading) Regulation, 2015.**

Pursuant to Regulation 9A (5) of Securities and Exchange Board India (Prohibition of Insider Trading) Regulation, 2015, we are reporting actual or suspected leak of Unpublished Price Sensitive Information (UPSI) of the Company, as follows:

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

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