

POLICY AND PROCEDURE FOR INQUIRY IN CASE OF LEAK OR SUSPECTED LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION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This Policy and Procedure for Inquiry in case of Leak or Suspected Leak of Unpublished Price Sensitive Information (“**Policy**”) has been formulated by SIL Investments Limited (“**Company**”) in pursuance of regulation 9A(5) of the Securities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 01st April, 2019.

2. PURPOSE

The Policy aims to provide a framework for inquiry in case of leak or suspected leak of Unpublished Price Sensitive Information (UPSI).

3. DEFINITION

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

“**Competent Authority**” means:

- (i) the Director-In-Charge, in consultation with the Managing Director and Compliance Officer wherever required, in case of leak or suspected leak of UPSI involving any person other than the Directors of the Company;
- (ii) the Chairperson of the Audit Committee of the Company, in case of leak or suspected leak of UPSI involving any Director of the Company other than the Chairperson of the Audit Committee of the Company; and
- (iii) Chairperson/Co-chairperson, as the case may be, of the Board of Directors of the Company, in case of leak or suspected leak of UPSI involving Chairperson of the Audit Committee of the Company.

“**Unpublished Price Sensitive Information**” or “**UPSI**” means any information, relating to the Company or its Securities, directly or indirectly, that is not generally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;
- v) Changes in key managerial personnel.

The capitalized terms used but not defined herein shall have the meanings as ascribed to such terms in the Regulations.

4. INQUIRY PROCEDURE

- i) The information / complaint(s) regarding leak or suspected leak of UPSI will be reviewed by the Competent Authority. If an initial review by the Competent Authority indicates that the said information/complaint has no basis or it is not a matter to be investigated under this Policy, it may be dismissed at initial stage and the decision shall be documented. All such cases should be reported to the Audit Committee in its next meeting.
- ii) The Competent Authority may *suo-moto* initiate an inquiry under this Policy.
- iii) Where initial review indicates that further investigation is necessary, the Competent Authority shall make further investigation in such matter, where necessary, provide an update to the Board of Directors in this regard. The Competent Authority may collect documents, evidence and record statements of personnel within or outside the Company, as part of the investigation. The Competent Authority may appoint one or more persons/entities (including external consultant(s)) to investigate or assist in the investigation of any instance of leak or suspected leak of UPSI and such person(s) / entities shall submit his / her / their report to the Competent Authority. During the course of investigation, the persons / entities so appointed by the Competent Authority may collect documents, evidence and record statements of personnel within or outside the Company.
- iv) The investigation shall be a neutral fact-finding process. The Competent Authority shall endeavor to complete the investigation within 45 days of the receipt of the information / complaint of leak or suspected of UPSI or such instance coming to the knowledge of Competent Authority, as the case may be.
- v) Where the Competent Authority requires additional time to complete the inquiry, it may, wherever necessary, provide an update about ongoing investigations to the Board of Directors / Audit Committee members, as the case may be.
For reporting purpose the Director-In-Charge shall report to the Audit Committee whereas the Chairman of Audit Committee shall report to the Board of Directors.

5. DOCUMENTATION AND REPORTING

The Competent Authority will make a detailed written record of investigation of each instance of leak or suspected leak of UPSI. The record will include:

- a) Facts of the matter.
- b) Findings of the investigation.
- c) Disciplinary / other action(s) to be taken against any person.
- d) Any corrective actions required to be taken.

The details of inquiries made in these cases and results of such inquiries shall be informed to the Audit Committee and Board of Directors of the Company.

Further, the Company shall inform the Securities and Exchange Board of India promptly of such leaks, inquiries and results of such inquiries.

6. AMENDMENT

The Company reserves the right to amend / modify the Policy, at any point in time, in whole or in part, as it deems appropriate. Any amendment / modification to the Policy shall take effect from the date when it is approved by the Board of Directors of the Company.

This policy is approved by the Board of Directors on 01st April, 2019