



MYSORE PETRO CHEMICALS LIMITED

POLICY AND PROCEDURE FOR ENQUIRY IN CASE OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION OR SUSPECTED LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION (“UPSI”)

[Under Regulation 9A of SEBI (Prohibition of Insider Trading) Regulations, 2015]

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BACKGROUND

The SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 (“PIT Amendment Regulations”) mandates every listed company to formulate a written policy and procedures for inquiry in case of leak of unpublished price sensitive information and initiate appropriate action on becoming aware of leak of unpublished price sensitive information and inform the SEBI promptly of such leaks, inquiries and results of such inquiries.

In this regard, Board of Directors of Mysore Petro Chemicals Limited (“the Company”) has laid down this “Policy and procedure for inquiry in case of leak of Unpublished Price Sensitive Information” (the ‘Policy’).

SCOPE

- a. To lay procedures for inquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information.
- b. Strengthening the internal control system to prevent leak of UPSI.
- c. Penalizing any insider who appears to have found guilty of violating this policy.

APPLICABILITY

This policy shall apply to all Insiders, Employees, Designated Persons, immediate relative of Designated Persons and any other persons connected with the Company in possession of or having access to unpublished price sensitive information with effect from April 1, 2019.

DEFINITIONS

“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.

“Board” shall mean the Board of Directors of Mysore Petro Chemicals Limited.

“Code” means the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

“Designated Persons” shall cover all employees whether contractual or otherwise, persons / entities stated under Regulation 9(4) of SEBI (Prohibition of Insider Trading) Regulations, 2015 and other connected persons as defined under Regulation 2(d) of the SEBI (Prohibition of Insider Trading) Regulations, 2015.



“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.

“Suspect” means the person or persons against or in relation to whom an inquiry is initiated in case of leak or suspected leak of UPSI.

"Unpublished price sensitive information or UPSI" means any information, relating to a 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.

DUTIES OF COMPLIANCE OFFICER

The Compliance Officer shall be responsible to –

- a. Oversee the compliance of this policy.
- b. On becoming aware about the incident of actual or suspected leak of UPSI, promptly intimate the Enquiry Committee as appointed by the Board of Directors from time to time along with the relevant facts for initiating appropriate inquiries.
- c. Intimate to the Board of Directors of such leaks, inquiries and results of such inquiries.
- d. Intimate to the SEBI and Stock Exchanges of such actual or suspected leaks, inquiries and results of such inquiries.

DISCLOSURE OF ACTUAL OR SUSPECTED LEAK OF UPSI TO STOCK EXCHANGES & SEBI

On becoming aware of actual or suspected leak of Unpublished Price Sensitive Information of the Company, the Compliance Officer shall ensure that the same shall be promptly intimated to the Stock Exchanges on which the securities of the Company are listed and to the SEBI.

CONSTITUTION OF ENQUIRY COMMITTEE

In case of actual or suspected leak of UPSI, an ‘Enquiry Committee’ shall be constituted by the Managing Director or any officer authorized by the Board in this behalf. The Enquiry Committee shall consist of minimum 3 (three) Members which shall include Managing Director, Chief Financial Officer and Compliance Officer or any other Officer(s) of the Company as the Managing Director may deem fit.

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.

PROCEDURE FOR ENQUIRY IN CASE OF LEAK OF UPSI

The Enquiry Committee shall suo-motu on becoming aware or otherwise, of actual or suspected leak of Unpublished Price Sensitive Information of the Company by any Insider, Employee or Designated Person shall follow the below mentioned procedure to enquire and/or otherwise investigate the matter:

a. To take Cognizance of the matter:

The Enquiry Committee shall meet immediately as soon as possible after receipt of the information of actual or suspected leak of Unpublished Price Sensitive Information 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 shall be initiated.

b. Preliminary Enquiry:

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

c. 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/her report to the Enquiry Committee within 7 days from the date of the appointment.

d. Report of Enquiry Committee:

The report of the Enquiry Committee shall be submitted to the Board.

e. Disciplinary Action:

The Disciplinary Action(s) may be decided by the Members of the Committee based on the facts.

AMENDMENT

The Board of Directors of the Company, in sync with applicable laws, rules & regulations, may amend / substitute any provision(s) with a new provision(s) or replace this entire Policy with a new Policy. In any circumstance where the terms of this Policy differ from any law, rule, regulation etc. for the time being in force, the law, rule, regulation etc. shall take precedence over this Policy. This Code shall be published on the official website of the Company. Subsequent modification(s)/amendment(s) to SEBI (Prevention of Insider Trading) Regulations, 2015 and any amendment thereto shall automatically apply to this Code.

**The above policy was adopted by the Board of Directors at their meeting held on
14th November, 2019.**