POLICY ON PROCEDURE OF INQUIRY IN CASE OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION

1. Background

The SEBI (Prohibition of Insider Trading) Regulations, 2015 (the '**Regulations**') mandates every listed company to formulate a written policy and procedure for inquiry in case of leak of Unpublished Price Sensitive Information ('**UPSI**') or suspected leak of UPSI (the '**Policy**') and initiate appropriate inquiries on becoming aware of leak or suspected leak of UPSI and inform the Securities Exchange Board of India (SEBI) and the Stock Exchanges promptly of such leaks, inquiries and results of such inquiries.

In this regard, the Board of Directors of AMIT SECURITIES LIMITED has laid down this policy for conducting an inquiry in the event of a leak or suspected leak of UPSI.

2. Objectives

(i) To strengthen the internal control systems to prevent the leak of UPSI.

(ii) To formulate procedures for inquiry such as initiating inquiry, reporting etc. in case of leak orsuspected leak of UPSI.

(iii) To restrict and prohibit the practice of un-authorized sharing of UPSI.

(iv) To curb the un-ethical practices of sharing UPSI by the Insiders including the employees, designated persons, or any other persons as may be determined on a case-to-case basis by theCommittee with any person, firm, company or body corporate.

(v) To penalize and / or take disciplinary actions, over and above the actions as may be initiated by SEBI, against any Insider who has been in breach of this Policy.

3. Scope

The Policy shall be applicable to all the Insiders.
The Committee shall implement the procedures under this Policy for initiating inquiry in case of leak or suspected leak of UPSI and inform SEBI and the Stock Exchanges promptly of such leaks,inquiries and outcome of such inquiries.

4. Definitions

(i) "**Code**" means Code of Conduct for Prevention of Abusive Insider Trading of the Company.

(ii) "**Company**" means AMIT SECURITIES LIMITED.

(iii) "**Compliance Officer**" as defined in Clause 4 of the Code means the Company Secretary of the Company or any other senior officer, designated so and reporting to the Board of Directors, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the Regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of UPSI, monitoring of trades and the implementation of the Code as required under the Regulations under the overall supervision of the board of directors of the Company;

Explanation – "financially literate" shall mean a person who has the ability to read and understand basic financial statements, i.e., the balance sheet, the profit and loss account, and the statement of cash flows.

(iv) "**Insider**" shall mean Insider as defined under the Code.

(v) "**Inquiry Committee**" means the committee set up in terms hereof to conduct inquiry againstany case of leak or suspected leak of UPSI.

(vi) "**Leak of UPSI**" means the communication of information, which is/deemed to be UPSI, by any person(s) who is in possession of UPSI, to any other person, directly or indirectly, overtly or covertly or in any manner whatsoever, other than to a person for legitimate purposes, performance of duties or discharge of legal or statutory obligations.

(vii) "**Suspect**" means the person(s) against or in relation to whom an inquiry is initiated in case of a leak or suspected leak of UPSI.

(viii) "**Structured Digital Database**" shall mean the database maintained by the Company in accordance with clause 3(5) of the Regulations.

(ix) "**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's, disposals and expansion of business and such other transactions; (v) changes in key managerial personnel; and (vi) Such other information as may be specified by the Compliance Officer for this purpose.

(x) "**Regulations**" shall mean SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.

(xi) "**Working days**" means working days of the Company.

Words and expressions used and not defined in this Policy but defined under the Code, Regulations, Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation, as amended from time to time.

5. Applicability

This Policy will apply to the Insider as defined under the Code.

6. Sharing of UPSI

(i) A person who is covered under the Code and who is in possession of or having access to theUPSI, shall share the UPSI only for legitimate purposes, performance of duties or discharge of legal or statutory obligations, in adherence to the Code.

(ii) When any UPSI is shared, it must be recorded in the Digital Database of the Company in the manner as prescribed in the Code.

(iii) Any non-compliance with sub clauses above will be construed as leakage of UPSI.

7. Procedure for inquiry in case of Leak or suspected Leak of UPSI

(i) Source of information relating to the leak of UPSI

Any member of the Inquiry Committee shall, on becoming aware suo moto or on receipt of an intimation of a leak or suspected leak of UPSI from:

- the Suspect; or
- Any other person(s), including employees of the Company; or
- Regulators

follow the below-mentioned procedure in order to inquire the matter.

(ii) Preliminary Inquiry

The object of preliminary inquiry is to establish prima facie case based on the information or complaint about leak or suspected leak of UPSI. The Inquiry Committee shall ascertain the truth or otherwise of the allegations contained in the information or complaint, if any, and collect necessary available material in support of the allegations and thereafter decide whether there is justification to initiate further inquiry. In the event, the Inquiry Committee considers the complaint or information baseless or frivolous, it shall dismiss the Inquiry. The Compliance Officer shall intimate SEBI and the Stock Exchanges about such Leak or suspected Leak of UPSI.

(iii) Detailed Inquiry

If the prima facie is established, the Inquiry Committee shall proceed to conduct a detailed inquiry. The Inquiry Committee shall appoint and/ or authorise the Compliance Officer or any other person(s) as it may deem fit, to collect the relevant facts, materials and documents substantiating actual or suspected leak of UPSI. The Inquiry Committee shall complete the inquiry within 15 (fifteen) Working days or period of time as reasonably deemed fit by the Inquiry Committee from the date of receipt of such intimation. The Inquiry Committee shall submit its decision thereof along with its recommendation of any disciplinary or other actions as may be necessary.

The Compliance Officer shall simultaneously intimate SEBI and the Stock Exchanges aboutsuch Leak or suspected Leak of UPSI.

(iv) Inquiry Committee

Inquiry Committee shall consist of the following person(s):

- Chairman of the Board;
- Executive Director, Chief Executive Officer & Chief Financial Officer;
- Compliance Officer;
- Any other person(s) nominated by the Committee.
- Inquiry Committee may seek advice of any other person as it may deem fit for completion of any inquiry. If any member of the Inquiry Committee has a conflict of interest in any given case, then he/she should recuse himself/herself, and other members of the Inquiry Committee shall deal with the matter.

8. Duties of a Compliance Officer

The Compliance Officer shall be responsible for:

(i) overseeing the Compliance of this Policy;

(ii) informing the Board of Directors about any incident of the actual or suspected leak of UPSI; and

(iii) reporting the incident of the actual or suspected leak of UPSI to SEBI and Stock Exchanges and outcome of the preliminary and detailed inquiry.

9. Duties of the Inquiry Committee

The Inquiry Committee shall be responsible:

(i) to conduct inquiry to ascertain the truth or otherwise, contained in the information or complaint pertaining to the actual or suspected leak of UPSI;

(ii) to authorise any person(s) to collect necessary evidence;

(iii) to keep the identity of the Suspect confidential till the completion of inquiry unless it is essentially required for the purpose of investigation;

(iv) to provide opportunity of being heard to the Suspect, during the inquiry proceedings; and

(v) to notify the Suspect of the allegations at the outset of an internal investigation and provide him with the opportunity to represent his case himself and submit evidence.

10. Powers of the Inquiry Committee

For the purpose of conducting an inquiry, the Inquiry Committee may:

(i) call upon:

- persons to seek clarification or information pertaining to the leak;
- person(s) involved in originating, processing and dissemination of relevant information;
- person(s) who had access to the information;
- any market intermediaries, fiduciaries and other person(s)/ entity(ies) who have access toUPSI.

(ii) At its discretion, invite external investigators / experts.

(iii) Take interim actions including sending the Suspect on leave, restrict physical access to any records or premises, freeze access to computer systems, electronic devices or emails, etc. during the pendency of the Inquiry.

(iv) To take disciplinary action thereon including the wage freeze, suspension, recovery, claw back, termination etc.

(v) take necessary actions including sending the Suspect on leave, restrict physical access to the office premise, freeze access to systems, electronic devices, emails, etc., during the pendency of the investigations for fair conduct of the proceedings

(vi) Do all such acts, deeds, matters and things as are necessary for the purpose of the conduct of the Inquiry.

11. Rights and Obligations of the Suspect

(i) The Suspect shall:

- Co-operate with the Inquiry Committee during the inquiry process.
- Provide necessary clarification and material in his defence.
- Have a right to consult with a person or persons of their choice, other than members ofthe Inquiry Committee.

(ii) The Suspect has the responsibility to keep the inquiry proceedings confidential and not to interfere with the inquiry. Evidence shall not be withheld, destroyed or tampered with and witnesses shall not be influenced, coached, threatened or intimidated by the Suspect.

(iii) Unless there are compelling reasons not to do so, Suspects will be given the opportunity to respond to material findings contained in investigation report. No allegation of wrongdoing against a Suspect shall be considered as maintainable unless there is evidence in support of the allegation as may be determined by the Inquiry Committee.

(iv) Be informed of the outcome of the Inquiry.

12. Consequences of non-compliance

(i) On receipt of report of Inquiry Committee, the Compliance Officer shall forthwith forward such report to Audit Committee of the Board.

(ii) The disciplinary action against Suspect may be taken within 15 Working days from receipt of investigation report by the Audit Committee of the Board in consultation with the Board of Directors or any other person authorised by the Board.

(iii) The disciplinary action may include wage freeze, suspension, recovery, claw back, ineligibility for future participation in the Company's stock option plans or termination, as may be decided by the Audit Committee of the Board or the Board of Directors or any other person authorised by the Board.

(iv) SEBI or any other appropriate regulatory authority would also be informed of such violationwho may take appropriate action against the Suspect.

13. Amendment

The Committee, subject to applicable laws, rules and regulations, may amend / the Policy from time to time.