



NITTA GELATIN INDIA LIMITED

POLICY FOR INQUIRY IN CASE OF LEAK OR SUSPECTED LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION

1. PREAMBLE

Regulation 9A of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (hereinafter called “**SEBI PIT Regulations**”) issued by the Securities and Exchange Board of India (SEBI) has mandated the formulation of a written policy for inquiry in case of leak/ suspected leak of unpublished price sensitive information which has to be approved by the Board and to initiate appropriate action on becoming aware of leak of unpublished price sensitive information and inform the Board promptly of such leaks, inquiries and results of such inquiries.

2. OBJECTIVE

It is a major requisite that a policy for inquiry in case of leak/ suspected leak of unpublished price sensitive information shall be framed by the Company to serve as a guideline for the Directors and Designated persons while dealing with securities of the Company during the trading window closure period.

3. SCOPE

This Policy deals with-

- a) Formulating procedures for inquiry such as initiating inquiry, reporting, etc. in case of leak or suspected leak of UPSI.
- b) Penalizing any insider who appears to have found guilty of violating this policy.

4. DEFINITIONS

4.1 “Board” means The Board of Directors of Nitta Gelatin India Limited

4.2 “Company” means Nitta Gelatin India Limited





- 4.3 “Compliance Officer” means Company Secretary or such person as the Board may appoint from time to time, to be the Compliance Officer in relation to this code.
- 4.4 “Designated Persons” shall cover all intermediaries/ fiduciary of such listed company/material subsidiaries of such listed company, all promoters , CEO and employees upto two levels below CEO or any support staff on the basis of their functional role/ access to UPSI as stated under Regulation 9(4) of SEBI (Prohibition of Insider Trading) Regulations, 2015.
- 4.5 “Immediate relative “means spouse of a person and includes parent, sibling and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decision relating to trading in securities.
- 4.6 “Insider trading” means— (i) an act of subscribing, buying, selling, dealing or agreeing to subscribe, buy, sell or deal in any securities by any director or key managerial personnel or any other officer of a company either as principal or agent if such director or key managerial personnel or any other officer of the company is reasonably expected to have access to any non-public price sensitive information in respect of securities of company; or (ii) an act of counselling about procuring or communicating directly or indirectly any non-public price-sensitive information to any person.
- 4.7 “trading” means and includes subscribing, buying, selling, dealing or agreeing to subscribe, buy, sell, deal in any securities and “trade” shall be construed accordingly.
- 4.8 “Unpublished price sensitive information” 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, demergers, acquisitions, delistings, disposals and expansion of business and such other transactions (v) changes in key managerial





persons and (vi) material events in accordance to the listing regulations.

4.9 "Trading Window" means a period to be specified by the Company in which trading of securities can be done by the Directors, Designated employees and their immediate relatives. All other expressions unless defined herein shall have the same meaning as have been assigned to them under the Securities and Exchange Board of India Act, 1992, the Securities (Contracts Regulation) Act, 1956, the Depositories Act 1996, the SEBI (Prohibition of Insider Trading) Regulations, 2015 or the Companies Act, 2013, or any statutory modification or re- enactment thereto, as the case may be.

5. RESTRICTIONS ON DEALING IN SECURITIES BY DIRECTORS / DESIGNATED EMPLOYEES / THEIR DEPENDENTS

Directors / designated persons / their immediate relatives shall be subject to the following restrictions on dealing in securities of the Company:

5.1 The Directors / designated persons / their immediate relatives shall conduct all dealings in the securities of the company only in a valid and open trading window.

5.2 The Directors / designated persons / their immediate relatives shall not deal in the securities of the company during the closure of the trading window or during such periods as may be specified from time to time by the Board.

6. PROCESS OF INQUIRY IN CASE OF LEAK OF UPSI OR SUSPECTED LEAK OF UPSI

6.1. Inquiry under this policy shall commence based on a written complaint received from any employee, support staff, 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 other department of Central or State Government.





6.2. The complaint shall, *inter alia*, state particulars / details of the complainant. The complainant has the option of annexing such documentary evidence, as deemed reasonable for the purpose of substantiating the complaint lodged.

6.3. The complaint shall be addressed to the Company or Board or Audit Committee

or Chairman or Managing Director or Chief Financial Officer or Compliance Officer,

by whatever name called unless such KMPs are involved in such leak of UPSI.

6.4. Within 5 (five) working days of receipt of the complaint, the recipient of the complaint shall write to the person concerned 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 Compliance Officer feels that the complaint has been lodged to secure needless publicity for defamatory matter which is detrimental to the interest of the Company, then he will discard the complaint with reasons recorded in writing.

6.5. Within 7 (seven) working days of receipt of representation, the Compliance Officer shall proceed to investigate in the matter and for such purpose may consult such persons, whether internal or otherwise or obtain such external assistance or opinion, as he may deem expedient in this regard. During the course of such investigation, Compliance Officer may call for such additional documents, representations, etc. as he may deem fit.

6.6. On completion of the preliminary investigation under point 6.5, the Compliance Officer shall refer the matter to the Chairman of the Audit Committee, along with his opinion, for his consideration

6.7. Chairman of the Audit Committee on receipt of such opinion shall take up the matter in the subsequent Audit Committee Meeting.

6.8. The Audit Committee shall consider the matter and put forward its recommendations to the Board. The Board, on receipt of such recommendation and, after due review, if forms an opinion that the person engaged or involved in leak of UPSI is guilty of leak of UPSI or suspected leak of UPSI, then it will order





for necessary disciplinary proceedings of the Company in the case of an employee, which will be in addition to the penal provisions stated under SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 and another statutory enactments, as may be applicable.

6.9. The Company, *suo moto*, reserves the right of initiating an inquiry under this Policy against any Designated Person if it has reasons to believe that such person has leaked UPSI or suspected to leak UPSI.

6.10. 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 Vigil Mechanism Policy of the Company.

6.11. 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, SEBI (Prohibition of Insider Trading) Regulations, 2015 or any other relevant legislation /law applicable to the Company, as amended from time to time.

7. AMENDMENTS

The Board of Directors of the Company may amend, modify or review this policy in whole or in part, at any point of time, as may be deemed necessary.

