

# MEDI-CAPS LIMITED

(CIN: L24232MP1983PLC002231)

Regd. Office: Mhow-Neemuch Road, Sector I, Pithampur, Distt. Dhar (M.P.)- 454775

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## POLICY FOR PROCEDURE OF INQUIRY IN CASE OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION OR SUSPECTED LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION ("UPSI")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]

### Background:

SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 (hereinafter refer the "Insider Regulation") mandates every listed company to formulate written policies and procedures for inquiry in case of leak of unpublished price sensitive information (UPSI) or suspected leak of unpublished price sensitive information, which shall be approved by board of directors of the company and accordingly initiate appropriate inquiries on becoming aware of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information and inform the Board promptly of such leaks, inquiries and results of such inquiries.

### Objective:

- ✓ Boost the internal control system to prevent leak of UPSI.
- ✓ Restrict and prohibit the practice of sharing of UPSI, with the un-authorized person.
- ✓ 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 (hereinafter referred as "SEBI") promptly.
- ✓ 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 SEBI may initiate/take against the Insider, Employee & Designated Persons. .

### Applicability:

The policy shall be applicable with effect from April 1, 2019. Where leak of or suspected to leak of UPSI.

### Definitions:

- ✓ **unpublished price sensitive information-** means any information, relating to a company or its securities, directly or indirectly, that is not generally available which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, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
- (v) changes in key managerial personnel;

✓ **Designated Persons-**

On the basis of their role and function in the organisation and the access that such role and function would provide to unpublished price sensitive information in addition to seniority and professional designation and shall include:-

- i. Employees of the Company on the basis of their functional role or access to unpublished price sensitive information
- ii. Employees of material subsidiaries, if any. On the basis of their functional role or access to unpublished price sensitive information
- iii. All promoters of the Company.
- iv. Chief Executive Officer (Managing Director) and employees upto two levels below Chief Executive Officer (Managing Director) of the company.
- v. Any support staff- IT staff or secretarial staff.

✓ **Compliance Officer-** The Officer appointed by the Board of Directors of Medi-caps Limited for the purpose of Insider Regulations from time to time.

✓ **Leak of UPSI-**

Shall mean communication of information which is / shall be UPSI by any Insider & Designated Persons or any other known or unknown person to any person other than a person(s) authorized by the Board or Compliance Officer of the Company.

**Duties of Compliance Officer:**

The Compliance Officer shall be responsible to-

- (i) Oversee the Compliance of this policy.
- (ii) Report the incident of actual or suspected leak of UPSI to the SEBI.
- (iii) Intimate the incident of actual or suspected leak of UPSI to the Stock Exchanges and Audit Committee of the Board of Directors of the Company.

**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 Compliance Officer 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 SEBI:**

On becoming aware of actual or suspected leak of Unpublished Price Sensitive Information of the Company, the Compliance Officer shall ensure that a report on such actual or suspect leak of UPSI, preliminary enquiry thereon and results thereof shall be promptly informed to SEBI in the format as set out in "Annexure B" to this policy.

**Constitution of Enquiry Committee:**

The Board of Directors shall constitute a Committee to be called as "Investigation Committee" (hereinafter referred "the Committee").

The Committee shall consist of minimum 3 (three) Members which shall include Managing Director, Chief Financial Officer, Company Secretary and any other officer of the Company as Board think fit.



**Duties of Investigation Committee:**

The Investigation Committee shall be responsible;

- (a) To conduct a preliminary investigation 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:**

On suo-moto becoming aware or otherwise, of actual or suspected leak of UPSI of the Company by any Promoter, Director, Key Managerial Person, Insider, Designated Person, Support Staff or any other known or un-know person, the below mentioned procedure be followed in order to enquire and/or otherwise investigate the matter.

**To take Cognizance of the matter:**

The Enquiry Committee shall meet within a period of 7 days after receipt of the information of actual or suspected leak of UPSI and take cognizance of the matter and decide as follows.

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

**Preliminary Investigation:**

Preliminary investigation is a fact-finding exercise which shall be conducted by the Committee. The object of preliminary investigation 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 Committee, if required 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.

**Report of Preliminary Investigation to the Committee:**

The Committee or Person(s) appointed/authorized to enquire the matter of actual or suspected leak of UPSI submit his/her report to the Board of Directors within 7 days from the date of his appointment on this behalf.

**Disciplinary Action:**

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

**Review & 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 Policy and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchanges, if required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment, re-amendment or re-enactment thereto.

*Note: The above Policy was approved by the Board of directors at their meeting held on 07<sup>th</sup> February, 2019 and shall become applicable w.e.f. 01<sup>st</sup> April, 2019*

**By Orders of the Board**

**Ayushi Silot**  
**Compliance Officer &**  
**Company Secretary**  
**Date:01/04/2019**  
**Place: Pithampur**



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**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

**Ref.: BSE Scrip Code No. "523144"**

Dear Sir / Madam,

**Sub: Intimation of actual or suspected leak of UPSI pursuant to Regulation 30 of SEBI  
(Listing Obligations and Disclosure Requirements) Regulation, 2015.**

Pursuant to Regulation 30 of SEBI (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;

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

Request you to take the aforementioned on your records.

Thanking you,  
Yours faithfully,

**For, MEDI-CAPS LIMITED**

**COMPANY SECRETARY  
& COMPLIANCE OFFICER**



**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, BandraKurla Complex,  
Bandra East, Mumbai – 400 051, Maharashtra

**Ref.: BSE Scrip Code No. "523144"**

Dear Sir / Madam,

**Sub: Report of actual or suspected leak of UPSI pursuant to regulation 9A (5) of SEBI (Prohibition of Insider Trading) Regulation, 2015.**

Pursuant to Regulation 9A (5) of SEBI (Prohibition of Insider Trading) Regulation, 2015, we are reporting actual or suspected leak of Unpublished Price Sensitive Information (UPSI) of the Company, as follows;

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Whether any action initiated by the Company. If yes, narration of the same	Yes/No	
Any other information.		

Request you to take the aforementioned on your records.

Thanking you,  
Yours faithfully,

**For, MEDI-CAPS LIMITED**

**COMPANY SECRETARY  
& COMPLIANCE OFFICER**

