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POLICIES AND PROCEDURES FOR INQUIRY IN CASE OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION OR SUSPECTED LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION:

INTRODUCTION

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mandates every listed company to formulate a written **policy and procedures for inquiry in case of leak of unpublished price sensitive information** and initiate appropriate action on becoming aware of leak of unpublished price sensitive information and inform the Board promptly of such leaks, inquiries and results of such inquiries.

In this regard, Board of Directors of Neogem India Limited (“**the Company**”/ “**Neogem**”) has laid down this policy and procedure of inquiry in case of leak of Unpublished Price Sensitive Information or suspected leak of Unpublished Price Sensitive Information (“Policy”), for adoption.

The provisions of this Policy have to be read along with the aforesaid Regulations (including any amendments thereto from time to time) and if there is any inconsistency or contradiction between the two, the provisions of the aforesaid Regulations shall prevail and any amendments to the aforesaid Regulations shall be deemed to form part of this Policy.

1. Definitions

- 1.1. “**Act**” means the Securities and Exchange Board of India Act, 1992;
- 1.2. “**Board**” / “**Board of Directors**” means the Board of Directors of the Company;
- 1.3. “**CIRO**” means Chief Investor Relations Officer;
- 1.4. “**Company**” means Neogem India Limited
- 1.5. “**Compliance Officer**” means any senior officer, designated so and reporting to the board of directors (‘Board of Directors’/ ‘Board’) who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these Regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these Regulations under the overall supervision of the Board of Directors of the Company;
(Explanation – For the purpose of these Regulations, “financially literate” shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows);
- 1.6. “**Connected Person**” shall have the meaning given to it under Regulation 2(1)(d) of the Regulations, as amended from time to time, which presently reads as follows:
 - 1.6.1. any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access;
 - 1.6.2. Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established,
 - 1.6.2.1. an immediate relative of connected persons specified in clause (1.6.1); or
 - 1.6.2.2. a holding company or associate company or subsidiary company; or
 - 1.6.2.3. an intermediary as specified in Section 12 of the Act or an employee or director thereof; or
 - 1.6.2.4. an investment company, trustee company, asset management company or an employee or director thereof; or
 - 1.6.2.5. an official of a stock exchange or of clearing house or corporation; or

- 1.6.2.6. a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
 - 1.6.2.7. a member of the Board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
 - 1.6.2.8. an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
 - 1.6.2.9. a banker of the Company; or
 - 1.6.2.10. a concern, firm, trust, hindu undivided family, company or association of persons wherein a director of the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest;
- 1.7. **Designated Person(s)** shall mean and include:
- 1.7.1. All the Directors of the Company;
 - 1.7.2. Employees of the Company designated on the basis of their functional role or access to unpublished price sensitive information in the Company by the Board;
 - 1.7.3. Employees of material subsidiaries of the Company designated on the basis of their functional role or access to unpublished price sensitive information in the Company by the Board;
 - 1.7.4. All promoters of the Company and promoters who are individuals;
 - 1.7.5. Chief Executive Officer and employees upto two levels below Chief Executive Officer of such the Company and its material subsidiaries irrespective of their functional role in the Company or ability to have access to unpublished price sensitive information;
 - 1.7.6. Any support staff of the Company such as IT staff or secretarial staff who have access to unpublished price sensitive information;
 - 1.7.7. Directors and employees of the holding company as informed by the holding company from time to time and approved by the Board;
 - 1.7.8. Every Employee in the finance, secretarial and legal department at the Corporate Officer of the Company; and;
 - 1.7.9. Such other Employee(s) or Connected Person(s) or any person as specified by the Board of Directors in consultation with the Compliance Officer or as identified by the Compliance Officer from time to time on the basis of their role and function in the Company and the access that such role and function would provide to the unpublished price sensitive information in addition to the seniority and professional designation and shall include the aforesaid categories in compliance with the objectives of this Code and the Regulations;
- 1.8. **“Director”** means a member of the Board of Directors of the Company;
- 1.9. **“Employee”** means every employee of the Company (whether working in India or abroad) including the Directors in the employment of the Company;
- 1.10. **“Generally available Information”** shall have the meaning given to it under Regulation 2(1)(e) of the Regulations, as amended from time to time, which

presently reads as: information that is accessible to the public on a non-discriminatory basis;

- 1.11. "**Immediate Relative**" shall have the meaning given to it under Regulation 2(1)(f) of the Regulations, as amended from time to time, which presently reads as: a 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 decisions relating to trading in securities;
- 1.12. "**Insider**" shall have the meaning given to it under Regulation 2(1)(g) of the Regulations, as amended from time to time, which presently reads as:
 - any person who is,
 - (i) a connected person; or
 - (ii) in possession of or having access to unpublished price sensitive information;
- 1.13. "**Key Managerial Personnel**" means person as defined in Section 2(51) of the Companies Act, 2013;
- 1.14. "**Leak of UPSI**" shall mean communication of information which is / shall be UPSI by any Insider, Employee, Designated Persons or any other known or unknown person to any person other than a person(s) authorized by the Board or Chief Investor Relations Officer (CIRO) of the Company after following the due process prescribed in this behalf in the Code of Practices for Fair Disclosure of the Company and /or 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;
- 1.15. "**Policy**" shall mean the Company's Policies and Procedures for inquiry in case of leak of Unpublished Price Sensitive Information of suspected leak of Unpublished Price Sensitive Information approved by the Board of Directors of the Company;
- 1.16. "**Promoter**" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;
- 1.17. "**Regulations**" shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto from time to time;
- 1.18. "**Securities**" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund;
- 1.19. "**Sensitive Transactions**" shall mean any proposed / ongoing transaction or activity of and relating to the Company and/ or its securities, directly or indirectly, information of which is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily include but not restricted to, information relating to the transaction(s) and/or events as mentioned in the definition of UPSI of this Code.

- 1.20. **“Support staff”** shall include IT Staff, Secretarial Staff, Legal Staff, Finance Staff, Strategy Staff who have access to unpublished price sensitive information;
- 1.21. **“Trading”** shall have the meaning given to it under Regulation 2(1)(l) of the Regulations, as amended from time to time, which presently reads as: Trading means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly;
- 1.22. **“Unpublished Price Sensitive Information”/ “UPSI”** shall have the meaning given to it under Regulation 2(1)(n) of the Regulations, as amended from time to time, which presently reads as:
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:
 - 1.22.1. financial results;
 - 1.22.2. dividends;
 - 1.22.3. change in capital structure;
 - 1.22.4. mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
 - 1.22.5. changes in key managerial personnel.

Words and expressions used and not defined in this Policy but defined in the Regulations, Company's Code of Conduct to regulate, monitor and report trading by Designated Persons and immediate relatives of the Designated Persons, 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 or the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, shall have the meanings respectively assigned to them in those Code/ legislations/ regulations.

2. Objective

- 2.1. To strengthen the internal control system to prevent leak of UPS.
- 2.2. To restrict and prohibit the practice of sharing of UPSI with the un-authorized person, which originates from within the company and which affects the market price of the Company as well as loss of reputation and investors' / financiers' confidence in the company
- 2.3. To have a uniform code to curb the un-ethical practices of sharing UPSI by Insiders, Employee and Designated Persons with any person, firm, Company or Body Corporate.
- 2.4. To 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 (“SEBI”) promptly.

- 2.5. To take disciplinary actions, if deemed fit against any Insider, Employee and 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 and Designated Persons.

3. Scope

- 3.1. To lay procedures for inquiry in case 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.

4. Duties of CIRO

- 4.1. CIRO shall be responsible to:
 - 4.1.1. Oversee the Compliance of this Policy.
 - 4.1.2. Report the incident of actual or suspected leak of UPSI to the Securities and Exchange Board of India (SEBI).
 - 4.1.3. Intimate the incident of actual or suspected leak of UPSI to the Stock Exchanges.
 - 4.1.4. Co-ordinate with and disclose the relevant facts of the incident of actual or suspected leak of UPSI to the Enquiry committee.

5. Constitution of Enquiry Committee

- 5.1. The Board of Directors or any Committee authorized by them in this behalf, shall constitute a Committee to be called as “Enquiry Committee”.
- 5.2. The Enquiry Committee shall consist of minimum 3 (three) Members which shall include Managing Director, Chief Financial Officer and Chief Investor Relation Officer and any other officer of the Company. The Managing Director may change/alter/re-constitute the Enquiry Committee as may be required from time to time.

6. Duties of Enquiry Committee

- 6.1. The Inquiry Committee shall be responsible:
 - 6.1.1. To conduct an inquiry to ascertain the truth contained in the information or complaint pertaining to actual or suspected leak of UPSI, if any;
 - 6.1.2. To authorize any person, if required, to collect necessary support material;
 - 6.1.3. To consider the facts and circumstances and decide / direct on the matter;
 - 6.1.4. To decide disciplinary action thereon.

7. Procedure for inquiry in case of leak of UPSI

On suo-motu becoming aware or otherwise, of actual or suspected leak of Unpublished Price Sensitive Information of the Company by any Promoter, Director, Key Managerial Person, Insider, Employee, 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.

- 7.1. **To take Cognizance of the matter:** The Inquiry Committee shall meet within a period of seven days 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.
- 7.1.1. If it is found that the allegation is frivolous, not maintainable or outside the scope, the same may be dismissed.
- 7.1.2. If it is found that the issue requires further investigation, Inquiry may be initiated.

- 7.2. **Inquiry:** Inquiry is a fact-finding exercise which shall be conducted by the Chief Investor Relation Officer. The object of Inquiry 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 Inquiry Committee, if required and in addition to Chief Investor Relation Officer 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.

- 7.3. **Report of Inquiry to the Inquiry Committee:** The Chief Investor Relation Officer or Person(s) appointed/ authorized to enquire the matter of actual or suspected leak of UPSI submit his/ her report to the Inquiry Committee within seven days from the date of his appointment on this behalf.
- 7.4. **Disciplinary action:** The Disciplinary Action(s) shall include, wage freeze, suspension, recovery, claw back, termination etc., as may be decided by the Members of the Committee.
- 7.5. **Disclosure of actual of suspected leak of UPSI to Stock Exchanges and SEBI:** On becoming aware of actual or suspected leak of UPSI of the Company, the CIRO shall ensure that the same shall be promptly intimated to the Stock Exchanges on which the securities of the Company are listed.
- 7.6. **Report of actual of suspected leak of UPSI to SEBI:** On becoming aware of actual or suspected leak of UPSI of the Company, the CIRO shall ensure that a report on such actual or suspect leak of UPSI, enquiry thereon and results thereof shall be promptly informed to SEBI.

8. Amendments

- 8.1. 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.
- 8.2. This Policy is intended to comply with the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Companies Act, 2013 and the Securities & Exchange Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015 ('the Listing Regulations'), including any amendments thereto from time to time. Notwithstanding anything stated herein contrary to the aforesaid Regulations or the Companies Act, 2013, this Policy will be interpreted only in such a manner so as to comply with the aforesaid Regulations, the Companies Act, 2013 and the Listing Regulations; and any amendments thereto from time to time shall be deemed to form part of this Policy. In case any word or provision as appearing in this Policy is contrary to the meaning or provision as provided under the aforesaid Regulations, the Companies Act, 2013 or the Listing Regulations, then the meaning or provision as provided under the aforesaid Regulations, the Companies Act, 2013 and the Listing Regulations shall prevail.