



RAMCO SYSTEMS LIMITED

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LEAK OR SUSPECTED LEAK OF UNPUBLISHED PRICE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

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UNPUBLISHED PRICE SENSITIVE INFORMATION (“UPSI”)**

[Under Regulation 9A(5) of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018]

1. BACKGROUND

The SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 has mandated every listed company to formulate a written policy and procedures for inquiry in case of leak or suspected leak of UPSI and initiate appropriate inquiries on becoming aware of leak of unpublished price sensitive information and inform the Board promptly of such leaks, inquiries and results of such inquiries.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. OBJECTIVES

- i. To strengthen the internal control system to prevent leak of UPSI.
- ii. 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.
- iii. To have a uniform code to curb the un-ethical practices of sharing UPSI by Insiders, Employee(s) & Designated Persons with any person, firm, Company or Body Corporate.
- iv. To initiate inquiry in case of leak of UPSI or suspected leak of UPSI and inform Securities and Exchange Board of India (“SEBI”) of such leaks, inquiries and results of such inquiries promptly.
- v. To penalize any Insider, Employee & Designated Persons who is found guilty of violating this policy.

3. SCOPE

The Company endeavours to preserve the confidentiality of un-published price sensitive information (UPSI) and to prevent misuse of such information. The Company shall strive to restrict and prohibit the practice of sharing of UPSI which originates from within the Company by any Promoter, Director, Key Managerial Person, Insider, Employee, Designated Person, support staff or any other known or unknown person(s) with any unauthorized person which affects the reputation of the Company.

4. APPLICABILITY

The code shall be applicable with effect from 1st April 2019.

5. DEFINITIONS

- i. Leak of UPSI shall mean communication of 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 after following the due process prescribed in this behalf in the Code of Practices 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.
- ii. Support Staff shall include IT staff or secretarial staff or finance staff or accounts staff who have access to unpublished price sensitive information.
- iii. Un-published Price Sensitive Information (“UPSI”) shall mean 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 include but not restricted to, information relating to the following:
 - a. Periodical financial results of the Company;
 - b. Intended declaration of dividends (Interim and Final);
 - c. Change in capital structure i.e. Issue of securities, buy - back of securities or any forfeiture of shares or change in market lot of the Company’s shares;
 - d. Mergers, De-mergers, Amalgamation, Acquisitions, De-listing of Securities, Scheme of Arrangement or Takeover, disposals, spin off or selling division of whole or substantially whole of the undertaking and expansion of business and such other transactions;
 - e. Any major expansion plans or execution of new projects or any significant changes in policies, plans or operations of the Company;
 - f. Changes in key managerial personnel;
 - g. Material events in accordance with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
 - h. Any other matter as may be prescribed under the Listing Regulations and/or Corporate Law to be price sensitive, from time to time.

6. 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 Securities and Exchange Board of India.
- iii. Intimate the incident of actual or suspected leak of UPSI to the Stock Exchanges.
- iv. To co-ordinate with and disclose the relevant facts of the incident of actual or suspected leak of UPSI to the Enquiry committee.

7. DISCLOSURE OF ACTUAL OR 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.

8. REPORT OF ACTUAL OR SUSPECTED LEAK OF UPSI TO SEBI

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

9. COMPOSITION OF THE ENQUIRY COMMITTEE

The Enquiry Committee shall consist of minimum 3 (three) Members which shall include the following:

- a. Chief Executive Officer,
- b. Chief Financial Officer,
- c. Company Secretary and
- d. any other employee of the Company or its subsidiaries as may be mutually decided by a, b and c above

10. 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 to collect necessary support material; and
- c. To decide disciplinary action thereon.

11. PROCEDURE FOR ENQUIRY IN CASE OF LEAK OF UPSI

On becoming aware of suo-moto or otherwise, of actual or suspected leak of UPSI of the Company by any Promoter, Promoter Group, Director, Key Managerial Person, Insider, Employee, Designated Person, support staff or any other known or unknown person, the Compliance Officer after informing the same to the Chairman or Managing Director or Whole Time Director of the Company, shall follow the below mentioned procedure in order to enquire and/or investigate the matter -:

a. Report to the Enquiry Committee

The Compliance Officer shall report the information relating to actual or suspected leak of unpublished price sensitive information to the Enquiry Committee with all the available data, material substance, documents, facts, etc.

b. Enquiry by the Committee

Enquiry is a fact-finding exercise. The object of the enquiry is to ascertain the truth or otherwise of the allegations contained in the information or complaint, if any, and to collect material in support of the allegations, and thereafter to decide whether there is justification to embark on any disciplinary action.

The Enquiry Committee shall appoint and/or authorize any person(s), as it may deem fit, to assist in collecting the relevant facts, material substances on actual or suspected leak of UPSI.

The Committee will also give an opportunity to explain to the person who has suspected to have leaked the UPSI.

c. Report of the Enquiry Committee:

The Committee shall give its final report within 30 days from the date on which the matter is referred to the Committee or such other reasonable time. The report shall clearly mention, whether a leakage of UPSI has occurred or not and if occurred the proposed disciplinary action against the violator.

d. Disciplinary Action

The Disciplinary action(s) shall include, wage freeze, suspension, recovery, termination of employment/contract/agreement etc., as may be decided by the Committee.

Annexure A

FORMAT FOR INTIMATION OF ACTUAL OR SUSPECTED LEAK OF UPSI TO THE STOCK EXCHANGES

Date:

National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor
Plot No:C/1, G Block
Bandra Kurla Complex, Bandra (E)
Mumbai – 400 051
Scrip: RAMCOSYS

BSE Ltd.,
Corporate Relationship Department
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400 001
Scrip: 532370

Dear Sir / Madam,

Sub: Intimation of actual or suspected leak of UPSI pursuant to Regulation 30(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

Pursuant to Regulation 30(1) 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	
Decision of the Enquiry Committee	
Disciplinary Action Taken by the Company	

Request you to kindly take the aforementioned on your records.

Thanking you,

Yours faithfully,
For **RAMCO SYSTEMS LIMITED**

COMPANY SECRETARY

Annexure B

FORMAT FOR REPORTING ACTUAL OR SUSPECTED LEAK OF UPSI TO THE SEBI

Date:

Securities and Exchange Board of India
Plot No. C 4-A, G Block,
Near Bank of India, Bandra Kurla Complex,
Bandra East, Mumbai – 400 051

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**

Ref: BSE Scrip Code No. 532370. NSE Scrip Code No: RAMCOSYS

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;

Name of Offender, if known	
Name of Organization	
Designation (Employee, Insider, Designated Person or any other)	
Nature of Information	
Decision of the Enquiry Committee	
Disciplinary Action Taken by the Company	

Request you to kindly take the aforementioned on your records.

Thanking you,

Yours faithfully,
For **RAMCO SYSTEMS LIMITED**

COMPANY SECRETARY