

**POLICY AND PROCEDURE FOR DEALING WITH LEAK OR SUSPECTED LEAK OF  
UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI)**

**1. OBJECTIVE**

To comply with the provision of Sub-regulation 5 of Regulation 9A of Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

To have a uniform code to curb the un-ethical practices of sharing UPSI by Insiders, Employees & Designated Persons with any person.

**2. APPLICABILITY**

This policy shall apply to all connected persons, designated persons and immediate relative of designated persons and persons in possession of or having access to UPSI.

**3. DEFINITIONS:**

**“Code”** means the Company’s Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by Designated Persons of BGIL Films & Technologies Limited as amended from time to time.

**“Company”** means BGIL Films & Technologies Limited.

**“Complainant”** means and includes a person who makes complaint pertaining to leak or suspected leak of UPSI.

**“Compliance Officer”** means Company Secretary or such other senior officer, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations designated so and reporting to the Board of Directors 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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board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.

**“Enquiry Committee”** means a committee constituted by the Board to conduct preliminary enquiry and to carry out such duties as delegated by the Board.

**“Key Managerial Personnel”** means person as defined in Section 2(51) of the Companies Act, 2013.

**“Leak of UPSI”** shall refer to such act/circumstance(s) by virtue of which an UPSI is made available or becomes available before its official publication or announcement or formal circulation in public domain, by any means or mode to any person, whether known or unknown, other than the person(s) as authorized by the Board but shall not include the following information which is shared for following purposes:

- a) Information/details shared for legitimate purpose
- b) Information/details shared in performance of duties
- c) Information/details shared towards discharge of legal obligation.

**“Person”** means and includes the following which are related to the Company:

- a. Individual
- b. HUF
- c. Corporation
- d. Partnership Firm
- e. Any other body registered under any Act

**“Policy”** shall mean the Policy for dealing with leak of UPSI.

#### **4. DUTIES OF COMPLAINANT**

Upon becoming aware of leakage of UPSI, the complainant shall;

Make a written report of the incident of Leak or suspected leak of UPSI to Compliance Officer.

Co-ordinate with and disclose the relevant facts of the incident of leak or suspected Leak to Compliance Officer.

#### **5. PROCEDURE FOR ENQUIRY IN CASE OF LEAK OF UPSI:**

Inquiry under this policy shall commence based on a written complaint received from any designated person and immediate relatives of designated persons, employee of the Company, department of the Company, Registrar and Share Transfer Agent, regulatory/statutory authority or any other department of Central or State Government or any other person whether known or unknown.

The complaint shall be addressed to the Compliance Officer, by whatever name called. Complaint pertaining to Compliance Officer shall be addressed to the Managing Director or Group CEO of the Company.

The complaint shall inter alia state details of the complaint. The Complainant has the option of enclosing such documentary evidence, as deemed reasonable for the purpose of substantiating the complaint lodged.

Within 5 (Five) working days of receipt of the complaint, Compliance Officer shall write to the complainant 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 Enquiry Committee 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 or she will discard the complaint with reasons recorded in writing.

Within 7 (Seven) working days of receipt of representation, 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.

If no representation is received within the aforesaid stipulated time, Compliance Officer shall issue notice to the complainee asking him to show cause as to why the Company should not initiate disciplinary proceedings, as applicable, against him.

On completion of the preliminary investigation under point 5.5, receipt of reply to the show cause notice issued under point 5.6 or on non-receipt thereof, Compliance Officer shall refer the matter to the Chairman of Enquiry Committee, along with his opinion, for his consideration.

Chairman of the Enquiry Committee on receipt of such opinion shall direct Compliance Officer to place the opinion before next meeting of the Enquiry Committee. Enquiry Committee shall ensure at least one meeting in every calendar quarter.

The Enquiry Committee may obtain such external assistance or opinion from such person(s), whether internal, as it may deem expedient in this regard. During the course of such enquiry, the Enquiry Committee may call for such additional documents, representations, etc. as it may deem fit.

The Enquiry Committee shall consider the matter and put forward its recommendation to the Board. The Board, on receipt of such recommendation and after due review, if forms an opinion that the complainee is guilty of leak of UPSI or suspected leak of UPSI, then it will order for necessary disciplinary action against such complainee, which will be in addition to the penal provisions stated under SEBI (Prohibition of Insider Trading) Regulations, 2015 and any other statutory enactments, as applicable.

The disciplinary action(s) shall include issuance of warning letter, wage freeze, suspension, recovery, claw back, termination, etc. as may be decided by the Board.

## **6. AMENDMENT**

Any modification in the policy on account of change in prevailing regulations will be carried out immediately and will be informed to all concerns.

Any other modifications will be carried out only with the previous approval of Board or any other committee as authorised by the Board.

## **7. IMPLEMENTATION**

The Policy shall be effective from the date of approval by the Board unless specified otherwise.

\*\*\*\*\*