

**RUCHI SOYA INDUSTRIES LIMITED**

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UNPUBLISHED PRICE SENSITIVE INFORMATION ("UPSI")**

(approved by the Board of Directors at their meeting held on March 31, 2022)



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PRICE SENSITIVE INFORMATION ("UPSI")**

Effective Date: January 17, 2020

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## 1. Background

Leakage of Unpublished Price Sensitive Information (hereinafter referred to as "UPSI") from a Company is a matter of serious concern not only for the regulator but for the Company as well, and listed companies should take responsibility to find out sources responsible for the leakage of such information and plug loopholes in the internal control systems to prohibit reoccurrence of such leakage of UPSI.

The Securities and Exchange Board of India (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 UPSI and initiate appropriate action on becoming aware of leak of UPSI and inform the Board promptly of such leaks, inquiries and results of such inquiries.

In this regard, Board of Directors of Ruchi Soya Industries Limited ("**RSIL/Company**") has laid down this policy for procedure of inquiry in case of leak of UPSI ("**the policy**"), for adoption.

## 2. Definitions:

- (i) "**Audit Committee**" means the Committee of the Board of Directors as constituted pursuant to Section 177 of the Companies Act, 2013 read with Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended.
- (ii) "**Board**" or "**Board of Directors**" means the board of directors of the Company;
- (iii) "**Company**" means Ruchi Soya Industries Limited.
- (iv) "**Chief Investor Relation Officer**" shall mean the Compliance Officer of the Company.
- (v) "**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 Relation Officer 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendment, re-amendment or re-enactment thereto.
- (vi) "**Policy**" means the policy for procedure of inquiry in case of leak of UPSI.
- (vii) "**SEBI**" shall mean Securities and Exchange Board of India;



- (viii) **"SEBI PIT Regulations"** shall mean the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and every modification and amendment thereof;
- (ix) **"Securities"** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof except units of a mutual fund;
- (x) **Unpublished Price Sensitive Information ("UPSI")** shall mean 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 include but not restricted to, information relating to the following;
- (a) Periodical Financial Results of the Company;
  - (b) Declaration of dividends;
  - (c) Changes in Key Managerial Personnel;
  - (d) 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;
  - (e) 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;
  - (f) Any major expansion plans or execution of new projects or any significant changes in policies, plans or operations of the Company;
  - (g) Any other matter as may be prescribed under the Listing Regulations and/or Corporate Law to be price sensitive, from time to time.

*Words and expressions used and not defined in the Policy, but defined in the Securities and Exchange Board of India Act, 1992, the SEBI PIT Regulations, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013, shall have the meanings respectively assigned to them in such legislations.*

### 3. Objective

- (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 may affect the market price of the Company as well as may cause for loss of reputation and investor's confidence in the Company.
- (iii) To have a uniform code to curb the un-ethical practices of sharing UPSI by Insiders, Employees & 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 the same to SEBI promptly.
- (v) To 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.

#### **4. Scope**

To lay procedures for inquiry in case of leak of UPSI or suspected leak of UPSI and inform the Board promptly of such leaks, inquiries and results of such inquiries.

#### **5. Duties of Chief Investor Relation Officer:**

The Chief Investor Relation Officer shall be responsible to;

- (i) Oversee the Compliance of this Policy.
- (ii) Intimate and report the incident of actual or suspected leak of UPSI to the Stock Exchanges and SEBI.
- (iii) To co-ordinate with and disclose the relevant facts of the incident of actual or suspected leak of UPSI to the Enquiry panel/committee.

#### **6. Disclosure of actual or suspected leak of UPSI to Stock Exchanges & SEBI:**

On becoming aware of actual or suspected leak of UPSI of the Company, the Chief Investor Relation 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.

#### **7. Report of actual or suspected leak of UPSI to SEBI:**

On becoming aware of actual or suspected leak of UPSI of the Company, the Chief Investor Relation Officer shall ensure that a report on such actual or suspected 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.

#### **8. Constitution of Enquiry Panel/Committee:**

The Board of Directors or Audit Committee, shall constitute a Committee to be called as "Enquiry Panel/Committee".

The Enquiry Panel/Committee shall consist of minimum 3 (three) members which shall include Wholetime Director, Chief Financial Officer and Chief Investor Relation Officer and any other officer of the Company. The Wholetime Director may change/alter/re-constitute the Enquiry Panel/Committee as may be required from time to time.



## 9. Duties of Enquiry Panel/Committee:

The Enquiry Panel/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, if required, to collect necessary information/documents;
- (c) To consider the facts and circumstances and decide/direct on the matter;
- (d) To decide disciplinary action thereon.

## 10. 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, Employee, Designated Person or any other known or unknown person, the below mentioned procedure be followed in order to enquire and/or otherwise investigate the matter.

### (a) To take Cognizance of the matter:

The Enquiry Panel/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.

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

### (b) Preliminary Enquiry:

Preliminary enquiry is a fact-finding exercise which shall be conducted by the Chief Investor Relation Officer. The object of preliminary enquiry 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 Enquiry Panel/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.



**(c) Report of Preliminary Enquiry to the Enquiry Panel/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 Enquiry Committee within 7 days from the date of his appointment on this behalf.

**(d) 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.

**11. Interpretation**

Any ambiguities, difficulties and interpretative issues regarding this Policy shall be resolved by the Board of Directors of the Company in line with the intent of this Policy read with the applicable provisions of the Act, rules and regulations made thereunder, and the SEBI PIT Regulations.

In any circumstance where the terms of this Policy differ from any existing or newly enacted law, rule, regulation or standard governing the Company, the law, rule, regulation or standard will take precedence over this Policy and procedures until such time as this Policy is amended to conform to the law, rule, regulation or standard.

In the event of any conflict between the provisions of this Policy and the Act or the SEBI PIT Regulations or any other cognate statutory enactments or rules then the provisions of the Act or the SEBI PIT Regulations or such other cognate statutory enactments or rules made thereunder shall prevail over to this Policy and the part(s) so repugnant shall be deemed to severed from this Policy and the rest of the Policy shall remain in force.

**12. 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.

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 PIT Regulations and any amendment, re-amendment or re-enactment thereto.



## Annexure A

### 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) Regulations, 2015

To,  
BSE Limited  
P. J. Towers, Dalal Street, Fort  
Mumbai - 400 001

To,  
National Stock Exchange of India Limited  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (East), Mumbai-400 051

Ref.: BSE/NSE Scrip Code : "500368" /"RUCHI"

Dear Sir / Madam,

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

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements)  
Regulations, 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	
Any other information	

Request you to take the aforementioned on your records.

Thanking you,

Yours faithfully,  
For Ruchi Soya Industries Limited



Company Secretary & Compliance Officer

A handwritten signature in blue ink, appearing to be "Ruchy".



### Annexure B

Format for Reporting Actual or Suspected leak of UPSI to the SEBI Pursuant to Regulation 9A (5) of SEBI (Prohibition of Insider Trading) Regulations, 2015

To,  
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, Maharashtra

Ref.: BSE/NSE Script Code No. 500368/RUCHI

Dear Sir/Madam,

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

Pursuant to Regulation 9A (5) of SEBI (Prohibition of Insider Trading) Regulations, 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	
Any other information	

Request you to take the aforementioned on your records.

Thanking you,

Yours faithfully,  
For Ruchi Soya Industries Limited



Company Secretary & Compliance Officer

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