



Policy No: 04/2019

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LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION

1. OBJECTIVE

- a. To comply with the provision of Sub-regulation 5 of Regulation 9A of SEBI (Insider Trading Regulations) Regulation, 2018
- b. To have a uniform code to curb the un-ethical practices of sharing Unpublished Price Sensitive Information ('UPSI') by Insiders and & Designated Persons with any person.

2. APPLICABILITY

- a. This policy shall apply to all designated persons and immediate relative of designated persons and persons in possession of or having access to unpublished price sensitive information.

3. DEFINITIONS:

- a. **"Code"** means the Company's Code of Conduct.
- b. **"Company or QGO"** means **QGO Finance Limited**.
- c. **"Complainant"** means and includes a person who makes complaint pertaining to leak or suspected leak of UPSI
- d. **"Enquiry Officer"** means a person authorized/ appointed by Enquiry Committee to perform duties and functions as specified by the committee time to time.
- e. **"Enquiry Committee"** means a committee constituted by the Board to conduct preliminary Enquiry and to carry out such duties or functions as delegated by the Board.
- f. **"Key Managerial Personnel"** means person as defined in Section 2(51) of the Companies Act, 2013.



- g. **“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
- h. **“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
- i. **“Policy”** shall mean the Policy for dealing with leak of UPSI.

Words and expressions used and not defined herein but defined in Code of Conduct for regulating, monitoring and reporting of trading by Designated Persons and immediate relatives of Designated Persons in the securities of QGO Finance Limited, as amended from time to time shall have the meanings respectively assigned to them in those legislation.

4. DUTIES OF COMPLAINANT

- a. Upon becoming aware of leakage of UPSI, the complainant shall;
- b. Make a written report of the incident of Leak or suspected leak of UPSI to Enquiry Committee.
- c. Co-ordinate with and disclose the relevant facts of the incident of leak or suspected Leak to Enquiry Committee.



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

- a. Enquiry under this policy shall commence based on a written complaint received from any employee of the Company, department of the Company, Registrar and Share Transfer Agent, designated person, regulatory / statutory authority or any other department of Central or State Government or any other person whether known or unknown.
- b. The complaint shall inter alia state details of the complaint. The Complainant shall enclose such documentary evidence, as deemed reasonable for the purpose of substantiating the complaint lodged.
- c. The complaint shall be addressed to the Enquiry Committee, by whatever name called. Complaint pertaining to Enquiry Officer shall be addressed to Compliance Officer of the Company.
- d. Within 5 (Five) working days of receipt of the complaint Enquiry Officer, shall write to the complainee 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 he 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.
- e. Within 7 (Seven) working days of receipt of representation, Enquiry 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, Enquiry Officer may call for such additional documents, representations, etc. as he may deem fit.
- f. If no representation is received within the aforesaid stipulated time, Enquiry 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.



- g. On completion of the preliminary investigation under point 5, receipt of reply to the show cause notice issued under point 6 or on non-receipt thereof, Enquiry Officer shall refer the matter to the Chairman of Enquiry Committee, alongwith his opinion, for his consideration.
- h. Chairman of the Enquiry Committee on receipt of such opinion shall direct Enquiry Officer to place the opinion before next meeting of the Enquiry Committee. Enquiry Committee shall ensure at least a meeting in every calendar quarter.
- i. 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.
- j. 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 complaineer is guilty of leak of UPSI or suspected leak of UPSI, then it will order for necessary disciplinary action against such complaineer, 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.
- k. 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 of Directors of the Company.



6. AMENDMENT

- a. Any modification in the policy on account of change in prevailing regulations will be carried out immediately.
- b. 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.

8. DOCUMENT CONTROL

This Policy was adopted via Circular resolution passed by the Board on 29th March 2019

Document Control:

Author	Rear Admiral Vineet Bakhshi
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Approval by Chairman on	
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