



LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION

Version Control:

Sl. No.	Name of Policy	Version	Board approval date	Remarks
1.	Leak of Unpublished Price Sensitive Information	V1.0	March 29, 2019	Policy document approved via circular resolution.
2.	Leak of Unpublished Price Sensitive Information	V2.0	February 10, 2025	Policy document revised.

1. BACKGROUND

The SEBI (Prohibition of Insider Trading) Regulations, 2015 and as amended from time to time mandates every listed company to formulate a written policy and procedures for inquiry in case of leak or suspected leak of unpublished price sensitive information (“UPSI”) and initiate appropriate action on becoming aware of leak or suspected leak of UPSI and inform Securities and Exchange Board of India (“SEBI”) promptly of such leaks, inquiries and results of such inquiries.

In this regard, Board of Directors of QGO Finance Limited has laid down this policy for Procedure of Inquiry in case of leak or suspected leak of UPSI (“the Policy”).

2. OBJECTIVE

- a. To comply with the provision of Regulation 9A (5) of SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time (the “Insider Trading Regulations”).
- b. To have a uniform code to curb the un-ethical practices of sharing Unpublished Price Sensitive Information (“UPSI”) by Insiders and Designated Persons with any person.
- c. to put in place a framework for inquiry in the event of leak or suspected leak of unpublished price sensitive information and inform SEBI promptly of such leaks, inquiries and results of such inquiries
- d. To strengthen the internal control system to prevent leak of UPSI.
- e. To take disciplinary actions, if deemed fit against any Insider, employee & Designated Person who appears to have found guilty of violating this Policy, apart from any action that SEBI may initiate/take against such Person.

1. 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to all designated persons and immediate relative of designated persons and persons in possession of or having access to unpublished price sensitive information.

2. 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. **“Inquiry Officer”** means a person authorized/ appointed by Audit Committee to perform duties and functions as specified by the committee time to time.
- e. **“Audit Committee”** means a committee constituted by the Board to conduct preliminary Inquiry 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.
- j. **“Unpublished Price Sensitive Information” or “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 including but not restricted to, information relating to the following:
 - financial results;
 - dividends;
 - change in capital structure;
 - mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
 - changes in key managerial personnel; and
 - such other information deemed to constitute UPSI under Company’s Code of Conduct to regulate, monitor and report trading by Designated Persons from time to time.

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.

3. DUTIES OF COMPLAINANT

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

- a. Make a written report of the incident of Leak or suspected leak of UPSI to Audit Committee.
- b. Co-ordinate with and disclose the relevant facts of the incident of leak or suspected Leak to Audit Committee.

4. PROCEDURE FOR INQUIRY IN CASE OF LEAK OF UPSI:

- a. Inquiry 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 Audit Committee, by whatever name called. Complaint pertaining to Inquiry Officer shall be addressed to Compliance Officer of the Company.
- d. Within 5 (Five) working days of receipt of the complaint Inquiry Officer, shall write to the complaineo 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, Inquiry 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, Inquiry 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, Inquiry Officer shall issue notice to the complaineo 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 (e), receipt of reply to the show cause notice issued under point (f) or on non-receipt thereof, Inquiry Officer shall refer the matter to the Chairman of Audit Committee, along with his opinion, for his consideration.
- h. Chairman of the Audit Committee on receipt of such opinion shall direct Inquiry Officer to place the opinion before next meeting of the Audit Committee. Audit Committee shall ensure at least a meeting in every financial quarter.
- i. The Audit 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 inquiry, the Audit Committee may call for such additional documents, representations, etc. as it may deem fit.
- j. The Audit 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 complaine is guilty of leak of UPSI or suspected leak of UPSI, then it will order for necessary disciplinary action against such complaine, 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.

5. 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.

6. IMPLEMENTATION

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