



**POLICY FOR PROCEDURE OF INQUIRY IN CASE OF LEAK OF UNPUBLISHED  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

[Under Regulation 9(A) of SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended]

**Effective Date: 14th February, 2025**

**Version: 03**

**Last Review Date: 03<sup>rd</sup> February, 2026**

**PREAMBLE**

The SEBI (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Regulations’) mandates every listed company to formulate a written policy and procedures for inquiry in case of leak of Unpublished Price Sensitive Information (‘UPSI’) and initiate appropriate action on becoming aware of leak of UPSI and inform the Board promptly of such leaks, inquiries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In this regard, ADF Foods Limited (“the Company”) has laid down this Policy for Procedure of Inquiry in case of Leak of Unpublished Price Sensitive Information (“UPSI”) (‘the policy’), for adoption.

This Policy shall be deemed to have come in to force from April 1, 2019.

**I. 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 affects the market price of 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 the Securities and Exchange Board of India (‘SEBI’) promptly.
- (v) To take disciplinary actions, if deemed fit against any Insider, Employee and Designated Persons who appear to have been found guilty of violating this policy, apart from any action that SEBI may initiate/take against the Insider, Employee & Designated Persons.

**II. 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.

### III. DEFINITIONS:

a. **Compliance Officer** shall mean the Compliance Officer of the Company appointed by the Board of Director under Securities and Exchange Board India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

b. **Leak of UPSI** shall mean communication of UPSI by any Insider, Employee and Designated Persons to any person other than a person(s) authorized by 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 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.

c. **Un-published 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;

i. Financial Results of the Company;

ii. Dividends (Interim and Final);

iii. Change in capital structure

iv. Mergers, De-mergers, Acquisitions, Delisting of Securities, Disposals and Expansion of Business, award or termination of order/contracts not in the normal course of business and such other transactions;

v. Changes in Key Managerial Personnel, other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;

vi. change in rating(s), other than ESG rating(s);

vii. fund raising proposed to be undertaken;

viii. agreements, by whatever name called, which may impact the management or control of the company;

ix. fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;

x. resolution plan/restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;

xi. admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of CIRP against the company as a corporate debtor, approval of resolution plan or rejection thereof under the IBC, 2016;

xii. initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;

xiii. action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;

xiv. outcome of any litigation(s) or dispute(s) which may have an impact on the company;

xv. giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;

xvi. granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory



approvals.

xvii. Such other information, in the opinion of the Board, if disclosed is likely to materially affect the prices of the securities.

*Explanation: The words 'Fraud' & 'Default' shall have the same meaning as specified in the relevant provisions of the SEBI Regulations as may be specified from time to time.*

*The materiality guidelines as specified in the SEBI LODR Regulations shall be applicable for identifications of events as UPSI (Schedule III Part A Para A & Para B).*

*Note: Words and expressions used and not defined in this Code but defined in the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and the Rules and Regulations made there under shall have the meanings respectively assigned to them in those legislations.*

#### **IV. DUTIES OF COMPLIANCE OFFICER:**

The Compliance Officer shall be responsible to;

- a. Oversee the compliance of this Policy.
- b. On becoming aware about the incident of actual or suspected leak of UPSI, promptly intimate the Enquiry Committee as appointed by the Board of Directors from time to time along with the relevant facts for initiating appropriate inquiries.
- c. Intimate to the Board of Directors of such leaks, inquiries and results of such inquiries.
- d. Intimate to the SEBI and Stock Exchanges of such actual or suspected leaks, inquiries and results of such inquiries.

#### **V. DISCLOSURE OF ACTUAL OR SUSPECTED LEAK OF UPSI TO STOCK EXCHANGES AND SEBI:**

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 and to the SEBI.

#### **VI. CONSTITUTION OF ENQUIRY COMMITTEE:**

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

- a. Managing Director
- b. Chief Financial Officer
- c. Company Secretary

The Managing Director may change/alter/re-constitute the Enquiry Committee as may be required from time to time.



**VII. 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, if required, to collect necessary support material;
- (c) To consider the facts and circumstances and decide / direct on the matter;
- (d) To decide disciplinary action thereon.

**VIII. 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 Insider, Employee or Designated Person, the below mentioned procedure shall be followed in order to enquire and/or otherwise investigate the matter:

- a. To take Cognizance of the matter: The Enquiry Committee shall meet immediately as soon as possible 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 shall be initiated.
- b. Preliminary Enquiry: The Enquiry Committee, if required may appoint and/ or authorize any person(s), as it may leak of UPSI.
- c. Report of deem fit, to initiate/conduct preliminary enquiry to collect the relevant fact, material substances on actual or suspected Preliminary Enquiry to the Enquiry Committee: The Person(s) appointed/ authorized to enquire the matter of actual or suspected leak of UPSI shall submit his/ her report to the Enquiry Committee within 7 days from the date of the appointment.
- d. Disciplinary Action: The Disciplinary Action(s) may be decided by the Members of the Committee based on the facts.

**IX. AMENDMENT:**

The Managing Director 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. The Policy shall be reviewed on Annual basis. In any circumstance where the terms of this Policy differ from any law, rule, regulation, etc. for the time being in force, the law, rule, regulation, etc. shall take precedence over this Policy. This Code shall be published on the official website of the Company. Subsequent modification(s)/amendment(s) to SEBI (Prevention of Insider Trading) Regulations, 2015 and any amendment thereto shall automatically apply to this Code.

^The amendments have been carried out on May 14, 2025.

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