



SHREE RAMA MULTI-TECH LIMITED

Regd. Office: 301, Corporate House, Opp. Torrent House, Income Tax, Ahmedabad – 380 009

Phone: 079 – 2754 6800, 2754 6900, Email id: cslegal@srmtl.com,

Website: www.srmtl.com, CIN: L25200GJ1993PLC020880

Policy and Procedure for inquiry in case of leak of Unpublished Price Sensitive Information

[Pursuant to Regulation 9A(5) of SEBI (Prohibition of Insider Trading) Regulations, 2015]

PREAMBLE:

The Securities and Exchange Board of India has notified amendment to the SEBI (Prohibition of Insider Trading) Regulations, 2015 to strengthen the restrictions placed over communication or procurement of Unpublished Price Sensitive Information.

This policy shall be referred to as the 'Policy and Procedure for inquiry in case of leak of Unpublished Price Sensitive Information' framed pursuant to Regulation 3(2A) of SEBI (Prohibition of Insider Trading) Regulations, 2015 and has been approved by the Board of Directors at its meeting held on 13th February, 2019 and made effective from 1st April, 2019.

DEFINITIONS:

Board or Board of Directors shall mean the Board of Directors of Shree Rama Multi-Tech Limited

Company means Shree Rama Multi-Tech Limited

Compliance Officer for the purpose of these regulations means the Managing Director of the Company, or in his absence, such other Senior Officer of the Company as may be authorised by the Board of Directors, who is financially literate and is capable of discharging the duties of Compliance Officer under the regulations.

Connected person means:

- a) any person who is or has during the six months prior to the concerned act been associated with the Company, directly or indirectly, in any capacity including by reason of frequent communication with the officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship between himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
- b) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established-
 - i. an immediate relative of connected persons specified in clause (a); or
 - ii. a holding company or associate company or subsidiary company; or
 - iii. an intermediary as specified in section 12 of the SEBI Act, 1992 or an employee or director thereof; or
 - iv. an investment company, trustee company, asset management company or an employee or director thereof; or
 - v. an official of a stock exchange or of clearing house or corporation; or



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- vi. a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
- vii. a member of the board of directors or an employee, of a public financial institution as defined in section 2(72) of the Companies Act, 2013; or
- viii. an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
- ix. a banker of the company; or
- x. a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten percent of the holding or interest

Designated Person(s), for the purpose of this Policy shall mean, a person occupying any of the following position in the Company:

- a) Promoter(s)
- b) Director(s);
- c) Key Managerial Personnel;
- d) Chief Executive Officer (CEO) or Managing Director (MD) or any such equivalent position and employees up to two levels below such CEO or MD or person occupying such other equivalent position;
- e) Employees of Finance/Accounts/Information Technology/Legal/Secretarial Department or such other department having access to unpublished price sensitive information;
- f) Such other person as may be determined by the Board of Director in consultation with the Compliance Officer from time to time.

Employees shall mean employees of Shree Rama Multi-Tech Limited

Insider means any person who is:

- a) a connected person; or
- b) in possession of or having access to unpublished price sensitive information

Leak of UPSI shall mean communication of information which is/ shall be UPSI, by any Insider(s) or Employee(s) or Designated Person(s) or any other known or unknown person(s) to any person(s), other than a person(s) authorized by the Board or Compliance Officer of the Company, without adhering to the due process prescribed in this behalf in the ‘Code of Practice and Procedure for Fair Disclosure of UPSI’ of the Company and/or under SEBI (Prohibition of Insider Trading) Regulations, 2015 and/or SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment(s) or re-enactment(s) thereto.

Regulations shall mean the SEBI (Prohibition of Insider Trading) Regulations, 2015 and amendments thereto including any statutory modification(s) or re-enactment(s) thereof.

Unpublished Price Sensitive Information (UPSI) means 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 including but not restricted to, information relating to the following:



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- a) financial results;
- b) dividends;
- c) change in capital structure;
- d) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
- e) changes in key managerial personnel;
- f) such other information, as the concerned departmental head is of the opinion that the information is in the nature of UPSI

Words and phrases not specifically defined herein but defined in the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or Companies Act, 2013 and rules and regulations made thereunder shall have the meanings respectively assigned to them in therein.

OBJECTIVE:

The Objective of the Policy is to:

- a) strengthen the internal control system to prevent leak of UPSI
- b) identify the actual or suspected leak of UPSI, which originates from within the company and which affects the market price of the Company
- c) report such actual/ suspected leak of UPSI to the Securities and Exchange Board of India
- d) carry out inquiry in case of actual or suspected leak of UPSI
- e) take appropriate actions, measures or steps to refrain such leak of UPSI

APPLICABILITY:

The Policy shall apply to the Promoters, Directors, Insiders, Designated Persons, Employees and such other persons as the Board of Directors in consultation with the Compliance Officer may determine, from time to time, who are/ will be in possession of Unpublished Price Sensitive Information.

DUTIES OF COMPLIANCE OFFICER:

The Compliance Officer shall:

- a) oversee the compliance of this policy;
- b) report the incident of actual or suspected leak of UPSI to the Securities and Exchange Board of India;
- c) intimate the incident of actual or suspected leak of UPSI to the Stock Exchanges, where the securities of the Company;
- d) co-ordinate with and disclose the relevant facts of the incident of actual or suspected leak of UPSI to the Enquiry committee.



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CONSTITUTION OF ENQUIRY COMMITTEE:

The Board of Directors or any Committee authorized by them in this behalf, shall constitute a committee to be called as “Enquiry Committee”.

The Enquiry Committee shall consist of 4 (four) Members which shall include Compliance Officer, Whole-Time Director, Chief Financial Officer and Company Secretary of the Company. The Managing Director, may at its own discretion, appoint any other officer of the Company as a member of the Company.

DUTIES OF ENQUIRY COMMITTEE:

The Enquiry Committee shall be responsible to:

- 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; and
- b) To authorize any person to collect necessary support material; and
- c) To decide disciplinary action thereon.

PROCEDURE FOR ENQUIRY IN CASE OF LEAK OF UPSI:

On becoming aware, whether suo moto or otherwise, of actual or suspected leak of Unpublished Price Sensitive Information of the Company by any Promoter, Director, Key Managerial Personnel, Insider, Designated Person, Employee or any other known or unknown person, the Compliance Officer shall follow the below mentioned procedure in order to enquire and/or investigate the matter to ensure the authenticity of information:

a) Preliminary Enquiry:

Preliminary enquiry shall involve ascertainment of 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.

The Enquiry Committee shall appoint and/or authorize any person(s), as it may deem fit, to initiate/ conduct an enquiry to collect the relevant facts, material substances on actual or suspected leak of UPSI.

b) Report of Preliminary Enquiry to the Enquiry Committee:

The Person(s) appointed/ authorized by the Committee, to enquire in 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 his appointment on this behalf or within extended time, as may be granted by the Committee.

c) Disciplinary Action:

The Committee shall decide upon the justification to take any disciplinary action, if any required to be taken, in the proven case of leak of UPSI.



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The Disciplinary Action(s) may include issuance of show-cause notice, warnings, wage freeze, suspension, recovery, claw back, termination etc., as may be decided by the Members of the Committee.

AMENDMENT:

This policy has been approved by the Board of Directors at its meeting held on 13th February, 2019 with a power to further amend the policy from time to time.

GENERAL:

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 changed to conform to the law, rule, regulation or standard.

IMPLEMENTATION:

The Board of Directors may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.
