



**POLICY AND PROCEDURE FOR INQUIRY IN CASE OF LEAK OF
UNPUBLISHED PRICE SENSITIVE INFORMATION OR
SUSPECTED LEAK OF UNPUBLISHED PRICE SENSITIVE
INFORMATION**

INTERARCH BUILDING PRODUCTS LIMITED



Preamble:

This Policy sets out the broad principles to be followed for the purpose of examining/inquiring any leak of Unpublished Price Sensitive Information (“**UPSI**”) or suspected leak of UPSI (**‘Policy’**). The Policy has been approved by the Board of Directors in pursuance of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (**‘SEBI Regulations’**) issued by the Securities and Exchange Board of India (“**SEBI**”), as amended from time to time.

Applicability:

This Policy shall apply to all Insiders and any other persons as assigned by law from time to time.

Definitions:

- i. Compliance Officer** shall mean the person designated as the Compliance Officer of the Company in accordance with Regulation 6(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any amendments thereto.
- ii. Incident** shall mean any incident of leak(s) or suspected leak(s) of UPSI.
- iii. Unpublished Price Sensitive Information (“UPSI”)** shall mean any information, relating to the Company or its securities, directly or indirectly, that is not generally available and which upon becoming generally available, is likely to materially affect the price of the securities of the Company and shall, ordinarily including but not be restricted to, information relating to the following:
 - a) financial results;
 - b) dividends;
 - c) changes in capital structure;
 - d) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions; and
 - e) Changes in key managerial personnel.

Intimation to Stock Exchanges and SEBI:

The Compliance Officer shall inform the Stock Exchanges and the Securities and Exchange Board of India (the “SEBI”)

About Incident in the formats provided in **Annexure A** and **Annexure B** respectively.



Process of inquiry in case of leak of UPSI or suspected leak of UPSI:

1. Complaint (written or oral or electronic) regarding a leak or suspected leak of UPSI may be received by the Company,
Inter alia, from the following sources:
 - a. Internal:
 - i. Whistleblower vide the whistleblower process as illustrated in the Company's Whistleblower Policy;
 - ii. Any leak or suspected leak of UPSI detected through the internal controls/monitoring mechanisms implemented by the Company.
 - b. External:
Registrar and Share Transfer Agent, Depository, Stock Exchange, Regional Director, Registrar of Companies, regulatory / statutory authority or any other department of Central or State Government based on the complaint received from a whistleblower
(above shall be collectively referred to as "Complaint(s)")
2. The Compliance Officer shall report the Complaint to the Audit Committee within a reasonable time from the date of receipt of the Complaint;
3. The Audit Committee shall review the Complaint and shall discuss with the Compliance Officer on potential next steps including but not limited to seek additional information to consider an investigation, disclosure requirements to the regulatory authorities, appointment of an investigation panel consisting of internal employees or external agencies. If the Complaint implicates the Compliance Officer, then they shall recuse themselves from the said inquiry process;
4. If the Audit Committee mandates an investigation, then the identified panel of investigators shall conduct the investigation into the Complaint(s) and present their findings to the Compliance Officer. The executive summary of the investigation shall be reported to the Audit Committee by the Compliance Officer;
5. Based on the update provided by the Compliance Officer, the Audit Committee shall put forward its recommendation to the Board. The Board, on receipt of such recommendation and after due review/deliberations, shall decide on the next steps;
6. The Board shall have the power to amend any of the provisions of this Policy, substitute any of the provisions with a new provision and also replace this Policy entirely with a new Policy;
7. Any words used in this Policy but not defined herein shall have the same meaning as described to it in the Companies Act, 2013 or Rules made thereunder, Securities & Exchange Board of India Act or Rules and Regulations made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, SEBI (Prohibition of



Insider Trading) (Amendment) Regulations, 2018 or any other relevant legislation/law applicable to the Company, as amended from time to time.

General

In case of any subsequent changes in the provisions of the Insider Trading Regulations or any other applicable regulations ("**Regulations**") which render any of the clauses/ provisions in this Policy inconsistent with the Regulations, the provisions of the Regulations shall prevail.

Further, this Policy shall not in any way preclude any referrals, complaints, measures, actions, etc., which can be instituted or which are available under the existing Vigil Mechanism and Whistle-blower Policy of the Company.

Amendments

The Policy may be reviewed and amended periodically as and when required by the Board to ensure that it meets the objectives of the Insider Trading Regulations and the needs of the Company and remains effective.

The Policy was approved by the Board on 15th January, 2024.