

GO DIGIT GENERAL INSURANCE LIMITED

POLICY FOR PROCEDURE OF INQUIRY IN CASE OF LEAK OR SUSPECTED LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION

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

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1. BACKGROUND

The SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended by the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 (“SEBI Insider Trading Regulations”) 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every listed company to formulate a written policy and procedures for inquiry in case of leak or suspected leak of unpublished price sensitive information (“UPSI”) and initiate appropriate action on becoming aware of leak or suspected leak of UPSI and inform Securities and Exchange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 Go Digit General Insurance Limited (“GDGIL/Company”) has laid down this policy for Procedure of Inquiry in case of leak or suspected leak of UPSI (“the Policy”).

2. 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 as well as loss of reputation and loss of investors’ / financiers’ confidence in the Company.
- (iii) To have a uniform code to curb the un-ethical practices of sharing UPSI by Insider, employee & Designated Person with any person, firm, company or body corporate.
- (iv) To initiate inquiry in case of leak of UPSI or suspected leak of UPSI and promptly inform the same to the SEBI.
- (v) 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.

3. SCOPE

To lay down the procedures for inquiry in case of leak of USPI or suspected leak of UPSI and inform SEBI promptly of such leaks, inquiries and results of such inquiries.

4. DEFINITION

- a. “**Board**” means the Board of Directors of the Company.

- b. **“Company”** means ‘Go Digit General Insurance Limited’.
- c. **“PIT Code”** means ‘Code of Conduct for Prevention of Insider Trading in the Securities’
- d. **“Fair Disclosure Code”** means ‘Code of practices and procedures for fair disclosure of unpublished price sensitive information’ of the Company
- e. **“Insider”** shall mean Insider as defined under the PIT Code.
- f. **Investigating Officer (“IO”)** shall mean the Officer designated by the Inquiry Committee to conduct the investigation and other duties as laid down in this Policy.
- g. **Un-published 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: –
 - i) financial results;
 - ii) dividends;
 - iii) change in capital structure;
 - iv) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions; and
 - v) changes in key managerial personnel
 - vi) such other information as may be deemed to be constituted as UPSI by the Board and the Compliance Officer from time to time
- h. **“Leak of UPSI”** shall refer to such communication of information by any Insider, employee & Designated Person of the Company, by virtue of which UPSI is made available or becomes available, by any means or mode to any person before its official publication or announcement or formal circulation in public domain.
- i. **“Suspect”** means the person(s) against or in relation to whom an inquiry is initiated in case of a leak or suspected leak of UPSI.
- j. **“Structured Digital Database”** shall mean the database maintained by the Company in accordance with clause 3(5) of the Regulations.

- k. “**Regulations**” shall mean SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.

Words and expressions used and not defined in this Policy but defined under the PIT Code, Fair Disclosure Code, Regulations, Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation.

5. SHARING OF UPSI

- (i) A person who is covered under the PIT Code and/or Fair Disclosure Code and who is in possession of or having access to the UPSI, shall share the UPSI only for legitimate purposes, performance of duties or discharge of legal or statutory obligations, in adherence to the Code.
- (ii) When any UPSI is shared, it must be recorded in the Structured Digital Database of the Company in the manner as prescribed in the Code.
- (iii) Any non-compliance with sub clauses above will be construed as leakage of UPSI.

6. DUTIES OF INVESTIGATING OFFICER

The IO shall be responsible to;

- (i) Oversee the compliance of this Policy.
- (ii) To co-ordinate with and disclose the relevant facts of the incident of actual or suspected leak of UPSI to the Inquiry committee.
- (iii) Report the incident of actual or suspected leak of UPSI to the SEBI.

7. REPORT OF ACTUAL OR SUSPECTED LEAK OF UPSI TO THE SEBI

On becoming aware of actual or suspected leak of UPSI of the Company, whether suo moto or by way of receipt of information from any person, the IO shall ensure that:

- (a) the matter is placed for consideration before the Inquiry Committee, and
- (b) a report on such actual or suspect leak of UPSI and results thereof shall be promptly informed to the SEBI upon conclusion of the inquiry.

8. CONSTITUTION OF INQUIRY COMMITTEE

The Inquiry Committee shall consist of minimum 4 (four) Members which shall include Chief Financial Officer, Chief Compliance Officer, Chief Human Resources Officer and Company Secretary. Any other person(s) may be appointed as member(s) of the Committee as the Board or the Audit Committee of the Board, may deem fit. The Board or Audit Committee of the Board may change / alter / re-constitute the Inquiry Committee as may be required from time to time.

9. POWERS OF THE INQUIRY COMMITTEE

For the purpose of conducting an inquiry, the Inquiry Committee may:

- (i) call upon
 - a. persons to seek clarification or information pertaining to the leak;
 - b. person(s) involved in originating, processing and dissemination of relevant information;
 - c. person(s) who had access to the information;
 - d. any market intermediaries, fiduciaries and other person(s)/ entity(ies) who have access to UPSI.
- (ii) At its discretion, invite external investigators / experts.
- (iii) Take interim actions including sending the Suspect on leave, restrict physical access to any records or premises, freeze access to computer systems, electronic devices or emails, etc, during the pendency of the Inquiry.
- (iv) To take disciplinary action thereon including the wage freeze, suspension, recovery, claw back, termination etc.
- (v) Do all such acts, deeds, matters and things as are necessary for the purpose of the conduct of the Inquiry.

10. DUTIES OF INQUIRY COMMITTEE

The Inquiry Committee shall be responsible;

- a. To conduct a preliminary inquiry to validate 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.

11. PROCEDURE FOR INQUIRY IN CASE OF LEAK OF UPSI

The Inquiry Committee shall upon receipt of written complaint or becoming aware or otherwise, of actual or suspected leak of UPSI of the Company shall follow the below mentioned procedure in order to inquire and/or otherwise investigate the matter:

(a) **To take cognizance of the matter:**

The Inquiry Committee shall meet in person or virtually within a period of 2 (two) working days after receipt of the information or becoming aware of actual or suspected leak of UPSI, 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 Inquiry may be initiated.

(b) **Preliminary Inquiry:**

Preliminary Inquiry is a fact-finding exercise which shall be conducted by the IO. The object of preliminary inquiry is to ascertain 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, and thereafter to decide whether there is justification to embark any disciplinary action.

The Inquiry Committee, if required and in addition to IO may also appoint and/or authorize any person(s), as it may deem fit, to initiate/conduct an inquiry to collect the relevant fact, material substances on actual or suspected leak of UPSI, including, seeking oral and written representations from any person(s) alleged to have caused the leak of UPSI.

(c) **Report of Preliminary Inquiry to the Inquiry Committee:**

The IO or Person(s) appointed/authorized to inquire the matter of actual or suspected leak of UPSI shall submit his/her report to the Inquiry Committee within 7 days from the date of his appointment on this behalf.

(d) **Proceedings before the Inquiry Committee:**

On receipt of recommendation of IO and after due review of evidence(s)/ record(s) and representation(s) made by the person(s) alleged to have cause leak of UPSI, if the Inquiry committee forms an opinion that such person(s) is/are guilty of leak of UPSI or suspected leak of UPSI, then it will order for necessary Disciplinary Action, which will

be in addition to the penal provisions stated under SEBI Insider Trading Regulations and any other statutory enactments, as applicable.

(e) Disciplinary Action:

The Disciplinary Action(s) shall include wage freeze, suspension, recovery, claw back, termination etc., as may be decided by the Members of the inquiry Committee, in addition to the action to be initiated by the SEBI, if any.

(f) Reporting:

The findings of the Inquiry Committee, along with a summary of the investigation and details of the disciplinary actions taken, shall be presented at the next immediate Audit Committee meeting and Board Meeting and shall promptly be reported to SEBI.

12. RIGHTS AND OBLIGATIONS OF THE SUSPECT

- (i) The Suspect shall:
 - a. Co-operate with the Inquiry Committee during the inquiry process.
 - b. Provide necessary clarification and material in his defence.
- (ii) The Suspect has the responsibility to keep the inquiry proceedings confidential and not to interfere with the inquiry. Evidence shall not be withheld, destroyed or tampered with and witnesses shall not be influenced, coached, threatened or intimidated by the Suspect.
- (iii) No allegation of wrongdoing against a Suspect shall be considered as maintainable unless there is evidence in support of the allegation as may be determined by the Inquiry Committee.
- (iv) Be informed of the outcome of the Inquiry.

13. AMENDMENT

The Board shall have the power to amend any of the provisions of the Policy, substitute any of the provisions with a new provision or replace this policy entirely with a new Policy.

14. EFFECTIVE DATE OF THE POLICY

This Policy will come into effect from the date of approval of the same by the Board of Directors of Company i.e. 24th October 2024.