

Zydus Wellness Limited

Policy and procedure for inquiry in case of leakage or
suspected leakage of Unpublished Price Sensitive
Information

(As approved by the Board of Directors at its Meeting
held on May 28, 2019)

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Background:

Pursuant to the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, the Company is required to formulate a written policy and procedures for inquiry in case of leakage or suspected leakage of Unpublished Price Sensitive Information (“**UPSI**”) and initiate appropriate action on becoming aware of leakage of UPSI and inform Securities and Exchange Board of India (“**SEBI**”) promptly of such leakage, inquiries and results of such inquiries.

Objective:

To have a framework for inquiry in the event of leakage or suspected leakage of UPSI and to promptly inform the same to SEBI and Stock Exchanges.

Definitions:

“**Stock Exchanges**” means BSE Limited and The National Stock Exchange of India Limited, on which the equity shares of the Company are listed.

“**Unpublished Price Sensitive Information**” means Unpublished Price Sensitive Information as defined under SEBI (Prohibition of Insider Trading) Regulations, 2015 including any modifications, amendments, clarifications, circulars or re-enactment thereof.

Any words and expressions used in the Policy and not defined herein shall have the same meaning assigned to them in the SEBI (Prohibition of Insider Trading) Regulations, 2015 or the Companies Act, 2013 and rules and regulations made thereunder, as the case may be or in any amendment thereto.

Procedure for inquiry:

The inquiry shall be conducted within a period of 3 days of the receipt of information or becoming aware of actual or suspected leakage of UPSI and matter will be decided as under:

1. In case the information is found to be frivolous or non-maintainable, the same shall be dismissed.
2. If it is found that the information requires further investigation, inquiry shall be conducted.
3. Following action will be initiated:

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- i. Intimation of investigation shall be given to SEBI and the Stock Exchanges.
- ii. The Company Secretary or the Chief Financial Officer shall in consultation with the Chairman or the Managing Director shall constitute an Inquiry Committee.
- iii. The Inquiry Committee shall have the power to take assistance of any person / outside agency in the process of inquiry.
- iv. Opportunity shall be provided to the persons against whom the charges are being framed / inquired to prove his innocence.
- v. The disciplinary action decided by the inquiry committee shall be in addition to the action to be initiated by SEBI / Regulatory Authorities, if any.
- vi. Results of the inquiry shall be informed to SEBI and Stock Exchanges.

Amendment:

Any changes in this Policy shall be approved by the Board of Directors of the Company.