



POLICY FOR INQUIRY IN  
LEAK OF  
UNPUBLISHED PRICE SENSITIVE INFORMATION

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## 1. Preamble

The Policy for Inquiry in Leak of Unpublished Price Sensitive Information (“Policy”) is framed by Rolex Rings Limited in compliance of Regulation 9A of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.

## 2. Objective

The main objectives of this policy are as follows:

- i. to formulate a framework to monitor, report and take disciplinary actions against the person violating the provisions of the Policy and the Insider Trading Regulations.
- ii. to strengthen the internal control system to prevent leak of UPSI.
- iii. to restrict communication or procurement of UPSI.
- iv. to identify the UPSI and its Confidentiality.

This Policy is applicable to designated persons of the Company its subsidiaries, associates and the companies under the same management and shall come into force from filing of the date of DRHP with SEBI.

## 3. Definitions

- a. “Act” means the Companies Act, 2013 as may be amended from time to time.
- b. “Board of Directors” or “Board” means the Board of Directors of Rolex Rings Limited, as constituted from time to time.
- c. “Policy” shall mean the Policy for Inquiry in Leak of Unpublished Price Sensitive Information, as amended from time to time.
- d. “Company” means Rolex Rings Limited.
- e. “Designated Officer/Persons” shall cover the following:
  - (i) Board of Directors;
  - (ii) Key Managerial personnel;
  - (iii) Manager and above or its equivalent in all departments;

- (iv) All persons in Secretarial, Finance and Accounts Department;
  - (v) Such other persons as may be specified and determined from time to time by the Compliance Officer and/or Chief Financial Officer and/or Chairman and Managing Director.
- f. **“Generally Available Information”** means information that is accessible to the public on a non-discriminatory basis, such as information published on the website of the Stock Exchanges. “Generally Available” with respect to information shall be construed accordingly.
- g. **“Insider”** means any person who is:
- (i) a connected person; or
  - (ii) in possession of or having access to unpublished price sensitive information;
- h. **“Immediate relative”** means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities;
- i. **“Insider Trading Regulations”** means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.
- j. **“Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof.
- k. **“Trading”** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and “trade” shall be construed accordingly.
- l. **“Unpublished Price Sensitive Information or UPSI”** means any information, relating to 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, delistings, disposals and expansion of Business and such other transactions;
  - (v) changes in key managerial personnel; and
- m. Any other term not defined herein shall have the same meaning as defined in the Act, Listing Regulations, Insider Trading Regulations or any other applicable law or regulation, amended from time to time.

#### **4. Leak of unpublished price sensitive information**

In generally, the term leak of UPSI shall be constructed from one or more of the following Clauses namely:

- a) Communication or procurement of unpublished price sensitive information by a person, on whom the Insider trading Regulations or any policy of the Company formulated in compliance of the said regulations is applicable, to any other person who is not authorised by the Board or Compliance Officer or Chief Investor relation Officer, as the case may be, in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- b) Communication or procurement of unpublished price sensitive information in violation of the provisions of Insider Trading Regulations.

#### **5. Procedure to deal with leak of UPSI**

##### **A. Informing the actual or suspected leak of UPSI**

The information of the actual or suspected leak of UPSI may be communicated to any of below mentioned officials of the Company:

- A. Head of the Department.
- B. Compliance Officer.
- C. Chief Investor Relation Officer.

If any employee/person has reason to believe that above-mentioned is involved in the suspected violation, the report may be made to the Chairman of the Audit Committee of the Company.

#### **B. Inquiry**

The Board of Directors authorises Head of the Department, Chief Investor Relation Officer and Company Secretary and Compliance Officer (“Enquiry Committee”), to initiate the Inquiry for actual or suspected leak:

- a) On Suo motto;
- b) Or on receipt of an information from any person who is aware or has reasonable apprehension of leak of UPSI by other person.

The Enquiry Committee shall meet in 7 working days after receipt of the information and take cognizance of the matter and decide as follows:

- a) If it is found that the allegation is frivolous, not maintainable or outside the scope, the same may be dismissed,
- b) If it is found that the issue requires further investigation it shall be carry out as defined herein after.

#### **C. Procedure**

The inquiry shall be completed within 45 working days of the receipt of the Information. If it is not done, then Enquiry Committee shall provide proper explanation to the Audit Committee for the delay.

Failure to report any reasonable belief that a violation has occurred or is occurring itself is a violation of the Policy and such failure be addressed with appropriate disciplinary action as prescribed in the Policy.

All the reports under this Policy will be promptly and appropriately investigated and all information disclosed during the course of Investigation will remain confidential, except as necessary to conduct the investigation and take any remedial action, in accordance with applicable law.

Everyone working for or with the Company, its subsidiary companies, shall cooperate in the investigation of report of violation and failure to cooperate the same be basis for disciplinary action as prescribed in the Policy.

#### **D. Report of the Inquiry Committee**

The Enquiry Committee shall submit the report of the inquiry made under this policy to the Audit Committee after its completion.

Upon receipt of the Report, if the Committee determines that a violation has occurred, the Committee shall take effective action commensurate with the nature of offence.

This action may include disciplinary action against the accused party including but not limited to wage freeze, suspension, recovery, claw back, termination etc.

#### **6. Disclosure to the Securities and Exchange Board of India**

The Compliance Officer shall ensure promptly disclosure of leak, inquires and result of such inquiries to the Securities and Exchange Board of India.

#### **7. Policy Review**

The Policy shall be periodically reviewed and brought in conformity with statutory and regulatory requirements, as and when required.

This Policy has been approved at the Meeting of the Board of Directors held on March, 12, 2021.

#### **8. Interpretation**

In any circumstance where the provisions of this Policy differ from any existing or newly enacted law, rule, regulation or standard governing the Company, the relevant law, rule, regulation or standard will take precedence over this Policy until this Policy is changed to conform to the said law, rule, regulation or standard.

#### **9. Disclosure**

The Policy, as amended from time to time, is disclosed on Company's website i.e. [www.rolexrings.com](http://www.rolexrings.com).