



## JUBILANT AGRI AND CONSUMER PRODUCTS LIMITED

### POLICY AND PROCEDURE FOR INQUIRY IN CASE OF LEAK OR SUSPECTED LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION

#### I. INTRODUCTION

This Policy and Procedure for enquiry in case of leak or suspected leak of Unpublished Price Sensitive Information ('Policy') is adopted by Jubilant Agri And Consumer Products Limited (the 'Company') in compliance with Regulation 9A(5) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ( the 'Regulations').

#### II. PURPOSE

The Policy aims to provide a framework for inquiry in case of leak or suspected leak of Unpublished Price Sensitive Information.

#### III. DEFINITIONS

- a) **Audit Committee** shall mean a committee of the Board of Directors of the Company constituted in accordance with the provisions of Section 177 of the Companies Act, 2013 read with Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015;
- b) **Chairman** shall mean Chairman of the Company;
- c) **Complainant** shall mean a person who makes a complaint under this Policy and includes whistle blower for the purpose of this Policy;
- a) **Ombudsman** means such authority as may be designated by the Company for processing the complaints;
- b) **Respondent** means a person or persons against or in relation to whom a complaint is made or evidence gathered during the course of an investigation.

- 1. **Unpublished Price Sensitive Information** or **UPSI** means any information, relating to a company or its securities, directly or indirectly, that is not generally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:
  - financial results;
  - dividends;
  - change in capital structure;

- mergers, de-mergers, acquisitions, delisting, disposals, expansion of business, award or termination of order/contracts not in the normal course of business and such other transactions;
- Changes in key managerial personnel (other than due to superannuation or end of term) and resignation of a Statutory Auditor or Secretarial Auditor;
- change in rating(s), other than ESG rating(s);
- fund raising proposed to be undertaken;
- agreements, by whatever name called, which may impact the management or control of the company;
- fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;
- resolution plan/ restructuring or one time settlement in relation to loans/borrowings from banks/financial institutions;
- admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
- initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
- action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
- outcome of any litigation(s) or dispute(s) which may have an impact on the company;
- giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;
- granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.
- It is clarified that UPSI is not restricted to information regarding the events mentioned above and may include direct or indirect information relating to the Company or its securities;

Explanation 1- For the purpose of sub-clause (m):

a. 'Fraud' shall have the same meaning as referred to in Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.

b. 'Default' shall have the same meaning as referred to in Clause 6 of paragraph A of Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Explanation 2- For identification of events enumerated in this clause as unpublished price sensitive information, the guidelines for materiality referred at paragraph A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be specified by the Board from time to time and materiality as referred at paragraph B of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be applicable.

All terms used but not defined herein shall have the meaning ascribed to such term under the Insider Trading Regulations. In case of any discrepancy between the Insider Trading Regulations and the terms defined herein, the meaning as ascribed under the Insider Trading Regulations, shall prevail.

Provisions of this Code shall also be applicable to trading of Securities of the Company either as a first named shareholder or as a joint holder.

The capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Regulations.

#### **IV. Procedure**

Complaint about leak or suspected leak of UPSI (with full details and evidence, if any) may be reported to Mr. Ajay Khanna, Group Ombudsperson, Jubilant Bhartia Group, by using any of the following communication channels:

- i) Email to : [Ombudsperson@jubl.com](mailto:Ombudsperson@jubl.com)
- ii) Log on to/ access the web portal [cwiportal.com](http://cwiportal.com) and click on the 'Lodge Report' button Enter organisation code – "Jubilant";
- iii) Post, in a sealed envelope, to the following mailbox: **Post Box No. 4374**, Ombudsperson – Jubilant Bhartia Group, New Delhi
- iv) Call Toll Free Number:18601234525  
(Availability: Monday to Friday from 09:30 -17:30 hrs)

The Chairman of the Audit Committee, may *suo moto* initiate an inquiry against any person under this Policy.

#### **V. Investigation**

- a) All complaints will be promptly and discreetly investigated, provided allegations are reasonably clear and specific. An Investigation Committee/Member (collectively referred as 'Investigators'), appointed by the Ombudsman, will

investigate any complaint, which is of a serious nature. Investigators are required to conduct this process towards fact-finding and analysis.

- b) An investigation of any complaint which is vague or unspecified alleged wrongdoings without verifiable evidence adduced may not be undertaken. If any of the members of the designated Investigation Committee has a conflict of interest in the complaint matter (i.e. there is a possibility that his/her/their personal interests may not ensure fair enquiry), he/she/they will inform the Ombudsman of the same, who may then appoint some other person(s) in his/her/ their place in the Investigation Team.
- c) The investigation of complaint shall be conducted in such manner, at such time and at such venue as may be deemed appropriate by the Ombudsman. The Ombudsman may also seek inputs from the concerned officials including Chief Financial Officer, CEOs, Functional Heads (except where they are the Respondent themselves in the complaint) for necessary comments to facilitate the investigation.
- d) Initial Inquiries - Initial inquiries will be made to determine whether an investigation into a complaint is appropriate, and the form that it should take. Some complaints may be resolved without the need for investigation.
- e) If a complaint is oral, it will be recorded in writing by the office of the Ombudsman and checked for its veracity.
- f) The extent of contact between the Complainant and the Respondent or person or persons investigating the concern will depend on the nature of the issue and the clarity of information provided. Further information may be sought from, or provided by, the Complainant reporting the concern.
- g) Office of the Ombudsman may take oral evidence or written statements of various persons including the Complainant, and may call for necessary documents in evidence. All employees and directors of the Company shall have a duty to cooperate with investigations initiated under this Policy.
- h) Upon completion of investigation of a complaint, in case of a proven leak or suspected leak of UPSI, the Ombudsman will compile a report of the investigation conducted and shall present the same to the Chairman/Managing Director and also to the Chairman of the Audit Committee, containing the following details:
  - i. The Complainant (unless anonymous);
  - ii. A description of the substance of the 'reported issue';
  - iii. The status of the investigation; and
  - iv. Findings and recommendations.
- i) Complaints filed under this Policy will be recorded in a Register, as well as in electronic form, to be maintained by the office of the Ombudsman, who shall

maintain all related documents for seven years. All such documents shall be kept confidential, and under lock and key, by the Ombudsman office.

- j) All information disclosed during the course of the investigation of complaint will remain confidential, except as necessary or appropriate to conduct the investigation and take any remedial action in accordance with the applicable laws and regulations. The Company reserves the right to refer any concerns or complaints to appropriate external regulatory authorities.
- k) The Complainant will be kept informed of the progress and the final outcome of the investigation of the complaint, within the constraints of maintaining confidentiality.

## **VI. PROTECTION**

- a) No unfair treatment will be meted out to a Complainant by virtue of his/her having reported a concern under this Policy. The Company as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Complainant. Complete protection will, therefore, be given to Complainant against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, or the like including any direct or indirect use of authority to obstruct the Complainant's right to continue to perform his/her duties/functions.
- b) The Ombudsman will make all efforts to keep the identification of the Complainant, Respondent as well as the witness, confidential.
- c) If a Complainant has been victimized, discriminated or retaliated against, he/she may log a written complaint to the Ombudsman or the Chairman of the Audit Committee. Such complaints will be investigated as deemed fit by the Audit Committee. If as a result of such investigations, an adverse action is found to have been taken against the Complainant, or he/she is found to have been victimized or discriminated against, the Chairman/Managing Director shall take appropriate action on the basis of the recommendation of the Audit Committee.
- d) The Complainant has a choice to put forth his/her identity to aid the investigative process but he or she is under no compulsion to do so. In either case, the Company will protect the identity of the Complainant, Respondent as well as the witness assiduously unless:
  - i. The person agrees to be identified
  - ii. Identification is required by law

## **VII. DECISION**

Where wrongful, unethical or illegal conduct is established on the part of any Respondent, the Management of the Company shall take appropriate disciplinary or

corrective action against such Respondent, which could include termination of employment.

## **VIII. WARNING**

Any Complainant, who knowingly makes frivolous, misleading or false complaints, or without a reasonable belief as to the truth or accuracy of the complaint, will not be protected by this Policy and may be subject to disciplinary action including termination of his/her employment. This will also apply to those who make false statements or give false evidence during the investigations.

## **IX. Reporting**

Any complaint received, investigation initiated and result of such investigation shall be immediately informed to Executive Director-Finance and Company Secretary to report the same, if required, to the Securities and Exchange Board of India in compliance with provisions of Regulation 9A(5) of the Regulations.

## **X. Review / Amendment**

The Board of Directors of the Company may amend, abrogate, modify or revise any or all clauses of this Policy in accordance with the applicable provisions of the Regulations, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and guidance notes issued by such stock exchanges, from time to time. Amendments in the applicable laws shall be binding even if not incorporated in this Policy.

In the event of any conflict between the provisions of this Policy and of the Act or Listing Regulations or any other statutory enactments, rules, provisions of such Act or Listing Regulations or statutory enactments, rules shall prevail over the policy.

*This code will be effective from June 10, 2025.*

<b>*JACPL-CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION</b>			
<b>Approval Authority</b>	<b>Date of Approval</b>	<b>Version</b>	<b>Effective date</b>
<b>Audit Committee and Board</b>	04th November 2024	Version (1.0)	14th February 2025
<b>Audit Committee and Board</b>	29th May 2025	Version (2.0)	10th June 2025

*\*This Code was adopted by the Audit Committee and the Board of Directors at their meeting held on November 4, 2024. Furthermore, the Company is being listed on the BSE and NSE on February 14, 2025. Accordingly, this Code became effective from February 14, 2025*