

HP TELECOM INDIA LIMITED

POLICY ON PROCEDURE OF INQUIRY IN CASE OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION

POLICY ON PROCEDURE OF INQUIRY IN CASE OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION (“UPSI”)

A Preamble

The SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 (“PIT Amendment Regulations”) mandates every listed company to formulate a **written policy and procedures for inquiry in case of leak of Unpublished Price Sensitive Information** and initiate appropriate inquiries on becoming aware of leak of unpublished price sensitive information and inform the Board promptly of such leaks, inquiries and results of such inquiries.

Leakage of UPSI from a company is a matter of serious concern not only for the regulator but for the company as well, and listed companies should take responsibility to find out sources responsible for the leakage and plug loopholes in the internal control systems to prohibit reoccurrence of such leakage of UPSI.

Accordingly, Board of Directors of HP Telecom India Limited (“**Company**”) has laid down and approved this policy in their Board Meeting held on 29th May, 2025 for procedure of inquiry in case of leak of Unpublished Price Sensitive Information (“**the policy**”), for adoption.

B Objective and scope

The objective of this Policy is:

- a) To strengthen the internal control system to prevent leak of UPSI.;
- b) 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 investors’ / financiers’ confidence in the company;
- c) To have a uniform code to curb the un-ethical practices of sharing UPSI by Insiders, Employee & Designated Persons with any person, firm, Company or Body Corporate;
- d) To initiate inquiry in case of leak of UPSI or suspected leak of UPSI and inform the same to the Securities and Exchange Board of India (“SEBI”) promptly;
- e) To penalize any Insider, Employee & Designated Persons who appears to have found guilty of violating this policy;

The Company endeavors to preserve the confidentiality of unpublished price sensitive information (UPSI) and to prevent misuse of such information. The Company strive to restrict and prohibit the practice of sharing of UPSI which originates from within the Company by promoter, director, key managerial personnel, insider, employee, designated person, support staff or any other known or un-known person(s) with an un-authorized person which affects the market price of the Company as well as causes loss of reputation and investors’ / financiers’ confidence in the Company.

C Definitions and Interpretation

In this Policy, words and expressions shall have the meaning assigned to them below:

"Applicable Law"	shall mean any law, rules, circulars, guidelines or regulations issued by the Securities and Exchange Board of India (" SEBI ") and Ministry of Corporate Affairs (" MCA ");
"Board"	shall mean the Board of Directors of the Company;
"Chief Investor Relation Officer"	Chief Investor Relation Officer (CIO) shall mean the Compliance Officer of the Company appointed by the Board of Directors under Securities and Exchange Board of India Regulations;
"Company"	shall mean HP Telecom India Limited;
"Directors"	shall mean all the members of the Board of Directors of the Company, including the Independent Directors;
"Leak of UPSI"	shall mean communication of information which is / shall be UPSI by any Insider, Employee & Designated Persons or any other known or unknown person to any person other than a person(s) authorized by the Board or Chief Investor Relation Officer (CIO) of the Company after following the due process prescribed in this behalf in the Code of Practices Fair Disclosure of the Company and /or under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment, re-amendment or re-enactment thereto;
"SEBI PIT Regulations"	shall mean the SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto;
"Support Staff"	shall include IT staff or secretarial staff who have access to unpublished price sensitive information;
"Unpublished 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 following: <ul style="list-style-type: none"> a) Financial Results; b) Dividends; c) Change in capital structure; d) Mergers, de-mergers, acquisitions, delisting, disposals and expansion of business, award or termination of order/contracts not in the normal course of business and such other transactions;

- e) Changes in Key Managerial Personnel other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;
- f) Change in rating(s), other than ESG rating(s);
- g) Fund raising proposed to be undertaken;
- h) Agreements, by whatever name called, which may impact the management or control of the company;
- i) 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;
- j) Resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
- k) 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;
- l) 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;
- m) 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;
- n) Outcome of any litigation(s) or dispute(s) which may have an impact on the company;
- o) 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;
- p) Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

D Duties of Chief Investor Relations Officer (CIO)

The CIO shall be responsible to:

- a) Oversee the Compliance of this policy.
- b) Co-ordinate with and disclose the relevant facts of the incident of actual or suspected

leak of UPSI to the Inquiry committee.

- c) Report the incident of actual or suspected leak of UPSI to the SEBI.

E Report of actual suspected leak of UPSI to 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 CIO 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.

F Constitution of Inquiry Committee

In case of actual or suspected leak of UPSI, a Committee shall be constituted by the Board or by the Committee of the Board or of such person(s) as may be authorized by the Board or Committee in this behalf, to be called as "Inquiry Committee" to perform such duties as may be prescribed by this Code or by any other applicable law for the time being in force.

The Inquiry Committee shall consist of minimum 3 (three) Members which shall include Chief Financial Officer and Investigating Officer and any other officer of the Company as the Board or the Committee of the Board, may deem fit. The Board or Committee of the Board may change / alter / re-constitute the Inquiry Committee as may be required from time to time.

G Duties of Inquiry Committee

The Inquiry Committee shall be responsible to

- a) Conduct a preliminary enquiry to ascertain the truth contained in the information or complaint pertaining to actual or suspected leak of UPSI, if any; and.
- b) Authorize any person to collect necessary support material; and
- c) Decide disciplinary action thereon.

H Procedure for Inquiry in case of leak of UPSI

On becoming aware of sue moto or otherwise, of actual or suspected leak of Unpublished Price Sensitive Information of the Company by any promoter, director, key managerial person, Insider, employee, designated person, support staff or any other known or unknown person, the CIO after informing the same to the Managing Director or Chief Financial Officer of the Company, shall follow the below mentioned procedure in order to enquire and/or investigate the matter to ensure.

- (a) **Preliminary Inquiry:** Preliminary inquiry is a fact-finding exercise. 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 shall appoint and / or authorize any person(s), as it may deem fit, to initiate/conduct an enquiry to collect the relevant fact, material substances on actual or suspected leak of UPSI.

- (b) **Report of Preliminary Inquiry to the Inquiry Committee:** The Person(s) appointed/authorized to inquire the matter of actual or suspected leak of UPSI submit his/her report to the Inquiry Committee within 7 days from the date of his appointment on this behalf.
- (c) **Proceedings before the Inquiry Committee:** On receipt of recommendation of CIO 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
- (d) **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 Committee.

I Amendment

The Board of Directors of the Company, subject to applicable laws, rules & regulations, may amend / substitute any provision(s) with a new provision(s) or replace this entire Policy with a new Policy. In any circumstance where the terms of this Policy differ from any law, rule, regulation etc. for the time being in force, the law, rule, regulation etc. shall take precedence over this Policy.

This Policy and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchanges, if required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment, re-amendment or re- enactment thereto.
