

PIONEER DISTILLERIES LIMITED

Policy on Inquiry

under SEBI (Prohibition of Insider Trading) Regulations, 2015

(As approved by the Board of Directors on 11th June 2020)

I. Introduction

Regulation 9A (5) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (SEBI Insider Trading Regulations) as amended from time to time prescribes that every listed company shall formulate written policies and procedures for inquiry in case of leak of 'unpublished price sensitive information' (UPSI) or suspected leak of unpublished price sensitive information, which shall be approved by board of directors of the company and accordingly initiate appropriate inquiries on becoming aware of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information and inform SEBI promptly of such leaks, inquiries and results of such inquiries.

The Policy on Inquiry under the SEBI Trading Regulations has been formulated by Board in compliance with the aforesaid requirements. The policy shall be effective from **20th May 2020**.

This Policy is independent of the Vigil Mechanism Policy (Whistle Blower Policy – I Speak) of the Company.

II. Definitions

"Board of Directors" means the Board of Directors of Pioneer Distilleries Limited.

"Company" means Pioneer Distilleries Limited.

"Investigator" shall mean Company Secretary and Compliance Officer or Head of Compliance & Ethics Department or Head of Legal or any other official of the Company as may be authorised by the Audit Committee.

"Leakage of UPSI" shall mean any unauthorized sharing of information, whether electronically or otherwise, not for a legitimate purpose and/or for unethical gain either by the person possessing such UPSI or through any other person.

"Unpublished Price Sensitive Information" ("UPSI") means any information, relating to a company or its securities, directly or indirectly, that is not generally available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 the following: –

- a) financial results;
- b) dividends;
- c) change in capital structure;
- d) mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business;
- e) and such other transactions;
- f) changes in key managerial personnel.

The words and expressions used in this policy not defined herein above will have the same meaning as defined in the SEBI Insider Trading Regulations.

III. Applicability

The policy shall be applicable to all the employees and Designated Persons of the Company as defined under the "Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Insiders under the SEBI Insider Trading Regulations of the Company as amended from time-to-time.

IV. Objectives

The objective of this policy is as under:

- a) Prescribe procedures for conducting inquiry in case of leak of unpublished price sensitive information or suspected leak of UPSI;
- b) Reporting leaks, inquiries and results of such inquiries to SEBI.

V. Modes of detection of leakage or suspected leakage of UPSI

- a) Pursuant to any information received from any whistle blower;
- b) Pursuant to receipt of any UPSI from an outside source (eg., Social media);
- c) Pursuant to sabotage of systems storing details of UPSI or phishing e-mail attack, planted or unauthorized USB drive in the systems storing UPSI;
- d) Pursuant to theft/ unauthorized destruction of important physical records or portable equipment's.
- e) Receipt of a credible complaint mentioning the circumstances in which he / she feels that security of the Company has been compromised and UPSI has been allegedly leaked.
- f) The format of complaint is enclosed as **Annexure – I**.
- g) In case the complainant has documentary evidence proving the leakage, he / she shall provide the same along with his complaint in order to substantiate his complaint.
- h) The complaint may be addressed to the Compliance Officer.

VI. Procedure

A. Procedure of inquiry

1. On becoming aware of circumstances of leak / suspected leak or receipt of a written complaint, the Investigator shall acknowledge the complainant about the receipt of his / her complaint;
2. The Investigator shall maintain confidentiality as to the identity of complainant as a safeguard against his victimization;
3. The Investigator shall also bring to the knowledge of the accused about the receipt of a complaint against him / her and as a principle of natural justice grant him / her sufficient time to make a representation to defend himself / herself.
4. On receipt of representation, the Investigator shall proceed to conduct an inquiry either by himself / herself or may engage an external consultant / forensic auditor to assist the Investigator in the process.
5. If no representation is received from the accused within the time provided to him / her, the Investigator may initiate inquiry.

6. In cases other than receipt of a written complaint, the Investigator shall commence preliminary examination and prepare an examination report and may form an opinion as to:
 - a) Disregard the complaint as it is frivolous or immaterial in nature; or
 - b) To refer the complaint to the Audit Committee on the basis that the complaint has substance and the investigator has found evidence which has been recorded in his Preliminary Examination Report.
7. The Investigator may obtain undertaking from individuals who may be probed as part of the examination process as specified in **Annexure – II**.
8. The Investigator may call for additional documents as may be required from the individuals being probed or their immediate relatives in order to identify if any unlawful gain has been made by them by way of trading on the basis of the UPSI;
9. The Investigator may restrain the accused from accessing of mails / records or from attending office for such period as may deem fit, during the pendency of the inquiry.
10. If the matter is being referred by the Investigator to the Audit Committee, a meeting of the Audit Committee shall be convened within a reasonable time / discuss at the Audit Committee Meeting scheduled earlier to deliberate on other matters and to circulate the Preliminary Examination Report (PER) of the Investigator to the members of the Committee / place the PER at the Audit Committee Meeting for further examination by the Audit Committee.
11. After final examination, if the Audit Committee is satisfied that there exists evidence which proved beyond doubt that the accused has leaked UPSI, the Audit Committee shall proceed to take disciplinary action against the accused / perpetrator as specified in Clause VI of this Policy.

B. Intimation to SEBI

Apart from the disciplinary action, the Company shall submit / intimate SEBI about the following:

- a. The Examination Report of the Investigator;
- b. Quantum of penalty imposed by the Company and any other disciplinary action taken by the Company.
- c. Measures taken to ensure that such leakages are plugged.

C. Rights of the Company

- a. The Company reserves the right of initiating an inquiry *suo-moto* under this Policy against any Designated Person if it has reasons to believe that such person has leaked UPSI or suspected to have leaked UPSI.
- b. The Company may share appropriate information with the correct components, while maintaining confidentiality and protecting privacy in order to ensure that the consequences are clearly communicated to all employees and act as a deterrent.

VII. Penalty

The Audit Committee may impose penalty as specified in Clause 10 of the “Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Insiders under the SEBI Insider Trading Regulations. The action by the Audit Committee shall not preclude SEBI from taking further action.

VIII. Review and Amendment

This policy may be reviewed and amended by the Audit Committee as and when required and any amendment thereto shall be presented before the Board for approval / ratification.

In case of any amendment(s), clarification(s), circular(s) etc., issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and the Audit Committee take steps to amend this Policy accordingly.

ANNEXURE – I

**FORMAT OF REGISTERING A COMPLAINT AND INFORMING THE
COMPANY ABOUT THE LEAK / SUSPECTED LEAK OF
UNPUBLISHED PRICE SENSITIVE INFORMATION**

Name of the Complainant	Name of the Accused	Subject Matter of complaint	Documentary Proof available (Yes/No)	Source of information from which the complainant became aware of the leakage

I confirm the following:

1. The facts stated above are true to the best of my knowledge;
2. The complaint is not being lodged to gain needless publicity or to harass the accused in any way;
3. All sources through which I became aware of the leakage of unpublished price sensitive information have been disclosed.

Signature: _____

ANNEXURE – II

UNDERTAKING

To

The Compliance Officer

Pioneer Distilleries Limited

UB Tower, #24, Vittal Mallya Road,

Bengaluru – 560 001

Karnataka

I, [Name], of [Name of the Department] hereby state the following:

1. I have not shared unpublished price sensitive information (UPSI) with any individual other than for legitimate purposes;
2. Neither I am a part of any social media groups which shares / discusses confidential information of Pioneer Distilleries Limited or any other listed entity nor have I disclosed UPSI of the Company on any social media platforms;
3. I have not provided unauthorized access to any person of UPSI that I may have acquired in performance of my duties;
4. The details of shareholding in the Company is as under:

	Nature of Securities	Number of Securities
Myself		
Immediate Relatives		

5. I have not procured / attempted to procure any UPSI from individuals possessing the same for my benefit;
6. I have not advised any individual regarding any trading decisions in the securities of the Company.
7. I assure to inform the Investigator in case I become aware of any evidence that may help the Investigator in successfully completing his / her examination.
8. I am aware that I shall be liable for disciplinary action if any of my affirmations are found to be untrue.

Signature: _____