



## J. KUMAR INFRAPROJECTS LIMITED

**Regd Off: J. Kumar House, CTS No. 448, 448/1, 449, Subhash Road, Vile Parle (East), Mumbai 400 057, Maharashtra, India, Phone: +91 22 67743555.**  
**Fax: +91 22 26730814, Email: [investor.grievances@jkumar.com](mailto:investor.grievances@jkumar.com)**  
**Website: [www.jkumar.com](http://www.jkumar.com), CIN: L74210MH1999PLC122886**

### **J. Kumar Infraprojects Limited**

### **Policy and Procedures for enquiry in case of leak / suspected leak of Unpublished Prive Sensitive Information**

#### **INTRODUCTION:**

The Securities and Exchange Board of India ("SEBI") had promulgated the SEBI (Prohibition of Insider Trading) Regulations, 2015, ("Regulations") on January 15, 2015, amended from time to time.

This policy is framed in accordance with the Regulation 9A (5) of the Regulations, as amended; has been adopted by the Board of Directors of the of J. Kumar Infraprojects Limited ("JKIL or the Company").

In view of the above, this Policy sets out the structure that will be followed for the purposes of examining any case of leak or suspected leak UPSI. It is clarified that while an enquiry in case of a leak, or suspected leak of UPSI may be undertaken through various modes, it shall adhere to the key standards set out in this Policy. This Policy shall come into force with effective date as approved.

#### **APPLICABILITY:**

This policy shall apply to all Insiders and any other persons as assigned by law from time to time

#### **SCOPE OF THE POLICY:**

To initiate investigation in case of leak or suspected leak of UPSI. To take disciplinary action in case one is found guilty

#### **OBJECTIVE:**

- (i) To strengthen the internal control system to prevent leak of UPSI.
- (ii) To restrict and prohibit the practice of sharing of UPSI, with the unauthorized person, which originates from within the Company and which affects the market price of the Company as well as loss of reputation and loss of investors' / financers' confidence in the Company.
- (iii) To have a uniform code to curb the un-ethical practices of sharing UPSI by Insider, employee & Designated Person with any person, firm, company or body corporate.
- (iv) To initiate inquiry in case of leak of UPSI or suspected leak of UPSI and promptly inform the same to the SEBI.
- (v) To take disciplinary actions, if deemed fit against any Insider, employee & Designated Person who appears to have found guilty of violating this Policy, apart from any action that SEBI may initiate/take against such person.



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### **DEFINITIONS:**

**a. Audit Committee** means Audit Committee of the Board constituted as per the regulatory requirements.

**b. Board** means the Board of Directors of J. Kumar Infraprojects Limited.

**c. Compliance Officer** shall mean the Company Secretary of the Company, designated as such and reporting to the Board of Directors for the purpose of the Compliance of the provision of the Regulations.

**d. Connected Person means:**

a. Any person who is or has during the six months prior to the concerned act been associated with the Company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself / herself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to Unpublished Price Sensitive Information or is reasonably expected to allow such access.

b. Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established: -

- An Immediate Relative of connected persons specified in clause (i); or
- A holding company or associate company or subsidiary company; or
- An intermediary as specified in Section 12 of the Securities and Exchange Board of India Act, 1992 or an employee or director thereof; or
- An investment company, trustee company, asset management company or an employee or director thereof; or
- An official of a Stock Exchange or of clearing house or corporation; or
- A member of Board of trustees of a mutual fund or a member of the Board of Directors of the asset management company of a mutual fund or is an employee thereof; or
- A member of the Board of Directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
- An official or an employee of a self-regulatory organization recognized or authorized by the Board; or
- A banker of the Company; or
- A concern, firm, trust, Hindu Undivided Family, company, or association of persons wherein a director of the Company or his immediate relative



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or banker of the Company, has more than ten per cent of the holding or interest

**e. Insider** means any person who is:

- a connected person; or
- in possession of or has access to Unpublished Price Sensitive information.

**f. Investigating Officer** ("IO") Investigating Officer shall mean the Compliance Officer of the Company appointed by the Board of Directors pursuant to the SEBI Insider Trading Regulation.

**g. Leak of UPSI** shall mean such act / circumstance(s) by virtue of which UPSI is made available or becomes available by any means or mode to anyone except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations; and as per the Regulations and the Company framed codes, policies and procedures for prevention of Insider trading and Leak of UPSI.

**h. PIT Code** shall mean the Code of Conduct for Prevention of Insider Trading.

**i. Regulations** means SEBI (Prohibition of Insider Trading), Regulations, 2015 as amended from time to time.

**j. The Company** means J. Kumar Infraprojects Limited

**k. Un-published Price Sensitive Information ("UPSI")**

UPSI shall mean any information, relating to the Company or its securities, directly or indirectly, that is not generally available in the public domain, which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily include but not restricted to, information relating to the following;

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



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### **Process of inquiry in case of leak of UPSI or suspected leak of UPSI:**

1. Compliant (written or electronic) regarding a leak of suspected leak of UPSI may be received by the Company from the following sources:
  - a. Internal:
    - i. Whistleblower vide the whistleblower process as illustrated in the Whistleblower Policy
    - ii. Any leak or suspected leak of UPSI detected through the internal controls implemented by the Company.
  - b. External:
    - i. Registrar and Share Transfer Agent, Depository, Stock Exchange, Regional Director, Registrar of Companies, regulatory / statutory authority or any other department of Central or State Government based on the complaint received from a whistleblower. (above shall be collectively referred to as "Complainant(s)")
2. The Compliance Officer shall report the Compliant to the Audit Committee within a reasonable time from the date of receipt of the Compliant.
3. The Audit Committee shall review the Complaint and discuss with the Compliance Officer and Company Secretary on potential next steps including but not limited to seek additional information to consider and investigation, disclosure requirements to the regulatory authorities, appointment of investigation panel consisting of internal employees or external agencies. If the Complaint implicates the Compliance Officer / Company Secretary, then they shall rescue themselves from the said inquiry process.
4. If the Audit Committee mandates an investigation, then the identified panel of investigators shall conduct the investigation into the Complaint(s) and present their findings to the Compliance Officer. The executive summary of the investigation shall be reported to the Audit Committee by the Compliance Officer.
5. Based on the update provided by the Compliance Officer, the Audit Committee shall put forward its recommendations to the Board of Directors. The Board of Directors, on receipt of such recommendations and after due review/deliberations, shall decide on the next steps.



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6. The Board of Directors shall have the power to amend any of the provisions of this Policy, substitute any of the provisions with a new provision and also replace this Policy entirely with a new Policy
7. Any words used in this Policy but not defined herein shall have the same meaning as described to in the Companies Act, 2013 or Rules made thereunder, Securities and Exchange Board of India, Act or Rules and Regulations, 2015, SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 or any other relevant legislation / law applicable to the Company, as amended from time to time.
8. Any suspected violation of leak of unpublished price sensitive information or violation of the Company's Code of Conduct for Prevention of Insider Trading can be reported under whistle blower policy.
9. Any subsequent amendment / modification in the SEBI Regulations and/or other applicable laws in this regard shall automatically apply to this Policy.

**For J. Kumar Infraprojects Limited**

**Sd/-**

**Jagdishkumar Madanlal Gupta  
Executive Chairman  
DIN: 01112887**