

WHISTLE BLOWER POLICY AND PROCEDURE FOR REPORTING AND INQUIRY IN CASE OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION (“UPSI”)

[Under Regulation 9A of SEBI (Prohibition of Insider Trading) Regulations, 2015]

1. BACKGROUND

The SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended) mandates every listed company to formulate a written policy and procedure for inquiry in case of leak of Unpublished Price Sensitive Information or suspected leak of unpublished price sensitive information and initiate appropriate inquiries on becoming aware of the leak or suspected leak and inform the Board promptly of such leaks or suspected leak, inquiries and results of such inquiries.

Furthermore, the Amended Regulations also require formulation of a whistle blower policy to enable employees to report instances of leak of Unpublished Price Sensitive Information.

Accordingly, Board of Directors has laid down this WHISTLE BLOWER POLICY AND PROCEDURE FOR REPORTING AND INQUIRY IN CASE OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION (“UPSI”) for adoption.

2. OBJECTIVE OF THE CODE OF FAIR DISCLOSURES

- (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 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 loss of investors’ / financiers’ confidence in the company.
- (iii) 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.
- (iv) To initiate inquiry in case of leak of UPSI or suspected leak of UPSI and promptly inform the same to the Securities and Exchange Board of India (“SEBI”).
- (v) To take disciplinary actions, if deemed fit against any Insider, Employee & Designated Persons who appears to have found guilty of violating this policy, apart from any action that SEBI may initiate/take against the Insider, Employee & Designated Persons.

3. SCOPE

To lay procedures for inquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information and inform the Board promptly of such leaks, inquiries and results of such inquiries.

4. DEFINITIONS

(i) Chief Investor Relation Officer (“CIRO”) means the officer as specified in clause 4 of the Company’s Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

(ii) Un-published Price Sensitive Information (“UPSI”) means the information as defined in clause 3.1 of the Company’s Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

(iii) Leak of UPSI means any communication or information which is /shall/deemed to be UPSI by any insider, employees and designated persons or any other known or unknown person to any person other than a person(s) authorized by the Board or CIRO of the Company, either directly or indirectly, overtly or covertly or in any manner whatsoever, except for legitimate purposes, performance of duties or discharge of legal obligations or not in accordance with the manner specified under **Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information** and the **Code of Internal Procedures and Conduct for Prevention of Insider Trading in Securities of SPA CAPITAL SERVICES LIMITED**.

(iv) Support Staff shall include Information Technology, Finance and Accounts staff and secretarial department staff who have access to UPSI.

(v) Suspect means the person or persons against or in relation to whom an inquiry is initiated in case of leak or suspected leak of UPSI.

5. DUTIES OF CHIEF INVESTOR RELATIONS OFFICER

The duties of CIRO are –

- i. To oversee the Compliance of this policy;
- ii. To Report incident of actual or suspected leak of UPSI to the Securities and Exchange Board of India;
- iii. To intimate the incident of actual or suspected leak of UPSI to the Stock Exchanges; and
- iv. To co-ordinate with and disclose the relevant facts of the incident of actual or suspected leak of UPSI to the Inquiry committee.

6. REPORTING OF LEAK OF UPSI

The employees of the Company can report the issue of leak or suspected leak of UPSI to the Chairman of the Inquiry Committee either by email, in person or by letter. Such employees can remain anonymous or disclose their identity if he or she so desire.

The contact details of the Chairman of the Inquiry Committee are as:

Mr. Sandeep Parwal

Chairman Cum Managing Director

25, C- Block, community Centre,

JanakPuri, New Delhi – 110 058

E-mail Id: Sandeep@spacapital.com

listing@spacapital.com

7. PROTECTION OF THE COMPLAINANT

The employees who report leak of UPSI and assist in any inquiry or investigation will be protected against retaliation, harassment or discrimination. The identity of the complainant shall be kept confidential and hence such issues of leak of UPSI shall be reported without any fear of retaliation.

8. DISCLOSURE OF ACTUAL OR SUSPECTED LEAK OF UPSI TO STOCK EXCHANGES

On becoming aware of actual or suspected leak of Unpublished Price Sensitive Information of the Company, the CISO shall ensure that the same be promptly intimated to the Stock Exchanges on which the securities of the Company are listed.

9. REPORT OF ACTUAL OR SUSPECTED LEAK OF UPSI TO SEBI/ STOCK EXCHANGE(S)

On becoming aware of actual or suspected leak of Unpublished Price Sensitive Information of the Company, the CISO shall ensure that a report on such actual or suspected leak of UPSI, preliminary inquiry thereon and results thereof shall be promptly made available to the SEBI/ stock exchange (s).

10. CONSTITUTION OF INQUIRY COMMITTEE

The Board of Directors or any Committee authorized by them in this behalf, shall constitute a committee to be called as "Inquiry Committee".

The Inquiry Committee shall consist of at least 3 (three) members which includes Chairman Cum Managing Director who shall act as the Chairman of the Committee, Chief Financial Officer, One Independent Director and any other officer of the Company as may be decided by the Chairman Cum Managing Director of the Company.

11. POWERS OF INQUIRY COMMITTEE

For purpose of conducting inquiry, the Inquiry Committee may:

a) call upon

- i. such employees/individuals to seek clarification or information pertaining to the leak.
- ii. persons / members of committees involved in generation of the original data for purpose of determination of key figures pertaining to financial figures.
- iii. persons involved in the consolidation of the figures for the financial results.
- iv. persons involved in the preparation of board notes and presentations.
- v. persons involved in dissemination of information relating to financial results in the public domain.
- vi. any other persons who had access to the information.

vii. any market intermediaries, fiduciaries and other person/ entities who have access to UPSI for inquiry conducted for leak of such UPSI.

b) at its discretion, invite external investigators/experts.

c) take necessary actions including sending the Suspect on leave, restrict physical access to the office premise, freeze access to systems, electronic devices, emails, etc., during the pendency of the investigations for fair conduct of the proceedings

d) keep the identity of the Suspect confidential till the completion of inquiry unless it is essentially required for the purpose of investigation.

e) notify the Suspect of the allegations at the outset of internal investigation and provide him opportunity to represent his case and submit evidence.

f) do all such acts, deeds, matters and things as are necessary for the purpose of conduct of internal investigation.

12. DUTIES OF INQUIRY COMMITTEE

The Inquiry Committee shall be responsible for –

(a) Conducting a preliminary inquiry to ascertain the truth contained in the information or complaint pertaining to actual or suspected leak of UPSI, if any; and

(b) Authorizing any person to collect necessary support material; and

(c) Deciding disciplinary action thereon.

13. PROCEDURE FOR INQUIRY IN CASE OF LEAK OF UPSI

On becoming aware of the actual or suspected leak of UPSI of the Company by any Promoter, Director, Key Managerial Person, insider, employee, designated person, support staff or any other known or un-known person, the CISO after informing the same to the Chairman Cum Managing Director and Chief Financial Officer of the Company, shall follow the below mentioned procedure in order to enquire and/or investigate the matter:

(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 upon any disciplinary action.

The Inquiry Committee shall appoint and / or authorize any person(s), as it may deem fit, to initiate/conduct an inquiry 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 enquire 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) Disciplinary Action

The Disciplinary action(s) shall include wage freeze, suspension, recovery, claw back, termination etc., as may be decided by the Committee.

14. Amendment

The Board of Directors may amend/substitute any provision(s) with a new provision(s) or replace this entire Policy with a new Policy.