

POLICY AND PROCEDURES FOR INQUIRY IN CASE OF LEAK OF UPSI

Iberia Pharmaceuticals India Limited

POLICY AND PROCEDURES FOR INQUIRY IN CASE OF LEAK OF UPSI

1. PREAMBLE

This Policy has been formulated in terms of Regulation 9A(5) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended (“Insider Trading Regulations”). The Policy sets out a structured framework for investigating and addressing any confirmed or suspected leakage of Unpublished Price Sensitive Information (“UPSI”).

Leakage of Unpublished Price Sensitive Information undermines market integrity and the Company’s regulatory standing. It is therefore imperative that the Company establishes and maintains robust internal systems and controls to detect, prevent and remedy any such occurrences.

2. DEFINITIONS

- a) **“Board of Directors” or “Board”** means the Board of Directors of the Company.
- b) **“Policy”** means this “Policy and Procedures for Inquiry in case of Leak or Suspected Leak of Unpublished Price Sensitive Information”.
- c) **“Suspect”** means the person or persons against whom, or in relation to whom, an inquiry is initiated in connection with a leak of UPSI.
- d) **“Unpublished Price Sensitive Information” or “UPSI”** shall have the same meaning as assigned to it under Regulation 2(1)(n) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
- e) **“Insider”** means any person who is a connected person, or who is in possession of or has access to UPSI.
- f) **“Leak of UPSI”** means the communication of information which is, or is deemed to be, UPSI by any person in possession thereof to any other person, directly or indirectly, overtly or covertly or in any manner whatsoever, other than for legitimate purposes, performance of duties or discharge of legal or statutory obligations.
- g) **“Structured Digital Database”** shall mean the database maintained by the Company in accordance with Regulation 3(5) of the Insider Trading Regulations.

Words and expressions used but not defined in this Policy shall have the meanings respectively assigned to them under the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 2013, and the rules and regulations made thereunder.

3. INQUIRY COMMITTEE

The Board shall constitute an Inquiry Committee comprising the Chairman of the Audit Committee, the Managing Director, and the Compliance Officer (the “Inquiry Committee”).

- a) be responsible for addressing any confirmed or suspected leak of UPSI upon becoming aware of the same; and
- b) follow the procedures prescribed under this Policy to conduct the inquiry and shall keep the Board of Directors duly informed of the occurrence of any such leak, the progress of the inquiry, and the findings thereof, so as to enable the Board to take such corrective or remedial action as may be necessary, including making requisite disclosures to regulatory authorities.

4. QUORUM

The following provisions shall govern the quorum and composition of the Inquiry Committee during its proceedings:

- a) A minimum of two members of the Inquiry Committee shall be required to be present, whether in person or through virtual mode, to constitute a valid quorum for any meeting of the Inquiry Committee.
- b) The Inquiry Committee may, at its discretion, invite any additional persons or third-party experts to participate in or assist with the inquiry proceedings.
- c) In the event that the requisite quorum is not met, or where any member of the Inquiry Committee is themselves the subject of the inquiry, any member of the Board of Directors shall be empowered to appoint alternate member(s) to the Inquiry Committee to ensure that the inquiry proceeds without undue delay.

5. PRELIMINARY INQUIRY

The following steps shall be undertaken at the preliminary inquiry stage:

- a) Upon receiving information or becoming aware of a leak or suspected leak of UPSI, the Inquiry Committee shall convene a meeting at the earliest to formally take cognisance of the matter and initiate appropriate action.
- b) If upon preliminary review, the Inquiry Committee is of the view that the allegations are unsubstantiated, incapable of being pursued, or fall outside the scope of this Policy, it may close the matter. Alternatively, the matter may be referred to the appropriate internal department or authority if it is more suitably addressed elsewhere.
- c) If the Inquiry Committee is of the prima facie view that the allegations warrant a detailed investigation, it shall proceed to initiate the inquiry process in accordance with this Policy.

6. INQUIRY PROCESS

The inquiry shall be conducted in the following manner:

- a) The Inquiry Committee shall undertake a detailed investigation into the alleged leak or

suspected leak of UPSI by gathering all relevant information and documentation necessary to examine the allegations.

- b) The Inquiry Committee may engage external advisors, legal counsel, or subject-matter experts as it deems necessary to assist in conducting the inquiry effectively.
- c) The Inquiry Committee may require the heads of relevant departments of the Company (including Finance, Secretarial, etc.) that had access to the relevant UPSI or to which the UPSI relates (“Relevant Person”) to furnish all necessary information and documents.
- d) The Inquiry Committee shall have the authority to call for and examine all electronic records, emails, and communications from individuals within the department from which the UPSI leak may have originated. It may also requisition any other information from other departments of the Company as it considers necessary for the purposes of the inquiry.
- e) The Relevant Person shall be required to submit a written reply to the information sought by the Inquiry Committee, along with all supporting documents, a list of persons with whom the information may have been shared, and their names and addresses, within such time as the Inquiry Committee may stipulate.
- f) The Inquiry Committee shall afford the Suspect a reasonable opportunity to present their version of events and submit any explanation or documents in their defence before any adverse finding is recorded.
- g) The Inquiry Committee shall maintain detailed minutes of every meeting conducted with the Suspect and ensure that all information and documents collated during the inquiry are preserved and made available to the Board for review.
- h) Upon completion of the inquiry, the Inquiry Committee shall submit a comprehensive report along with its recommendations to the Audit Committee. A summary of such report shall also be placed before the Board of Directors. Both reports shall be simultaneously forwarded to SEBI as required under applicable regulations. The inquiry shall be concluded in an expeditious manner.
- i) The Board of Directors shall be responsible for implementing and enforcing such actions as are prescribed under the Company’s Code of Conduct for regulating, monitoring, and reporting of trading by Insiders, and shall ensure compliance with the Insider Trading Regulations in their entirety.

7. POWERS OF THE INQUIRY COMMITTEE

The Inquiry Committee shall be vested with the following powers for the effective discharge of its functions under this Policy:

- a) The Inquiry Committee may call upon any of the following persons to provide clarifications or information pertaining to the alleged leak:
 - persons who may have knowledge relevant to the leak;
 - person(s) involved in originating, processing, or disseminating the relevant information;
 - person(s) who had access to the information; and

- any market intermediaries, fiduciaries, or other persons/entities having access to UPSI.
- b) Non-cooperation with the Inquiry Committee, including failure to appear when called upon or refusal to provide documents or information within one's possession or control, shall constitute misconduct on the part of the concerned employee and shall render such employee liable to disciplinary action as may be determined by the Inquiry Committee or the Board.
- c) The Inquiry Committee shall have the authority to take such interim measures as it may consider necessary to ensure the fair and unobstructed conduct of the inquiry proceedings, including but not limited to:
 - placing the Suspect on temporary leave of absence from their duties;
 - restricting the Suspect's physical access to company premises; and
 - suspending the Suspect's access to company systems, electronic devices, email accounts, and other IT resources.
- d) The Inquiry Committee shall have the power to do all such acts, deeds, matters and things as are necessary for the purpose of conducting the inquiry in a fair and effective manner.

8. CONSEQUENCES OF NON-COMPLIANCE

Upon conclusion of the inquiry, the following actions shall be taken:

- e) **Report Forwarding:** Immediately upon receipt of the Inquiry Committee's report, the Compliance Officer shall transmit the same to the Audit Committee of the Board for its review and further directions.
- f) **Disciplinary Action Timeline:** Any disciplinary action to be taken against the Suspect shall be initiated within fifteen (15) working days of the Audit Committee's receipt of the inquiry report, in consultation with the Board of Directors or such other person(s) as may be authorised by the Board.
- g) **Scope of Disciplinary Action:** The disciplinary measures that may be imposed include, but are not limited to, wage freeze, suspension from service, recovery of amounts, disqualification from participation in employee stock option plans, or termination of employment. The nature and extent of disciplinary action shall be determined by the Audit Committee, the Board of Directors, or their authorised delegate, as deemed appropriate in the circumstances.

9. AMENDMENT

The Board of Directors reserves the right to amend or modify this Policy, in whole or in part, at any time, as may be required to ensure compliance with applicable laws, rules and regulations, including the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time. Any such amendment shall be placed before the Board for approval and shall be notified to the relevant persons in writing.

10. COMMUNICATION OF THE POLICY

This Policy shall be posted on the website of the Company.

11. VALIDITY AND ENFORCEABILITY

In case any provision/ clause of this Policy is rendered unlawful or unenforceable due to any reason, the Policy shall be read by excluding that particular clause/ provision.

Particular	Details
Policy Name	Policy & Procedure for Inquiry into UPSI
Regulatory Reference	SEBI (Prohibition of Insider Trading) Regulations, 2015
Applicable Regulation	Regulation 9A – Inquiry into UPSI / Internal Controls
Adopted On	21-Jan-26
Approved On	21-Jan-26
Version	Version 1.0
Drafted By	CS & Legal Department
Approved By	Board of Directors