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EMA PARTNERS INDIA LIMITED

(formerly known as EMA Partners India Private Limited)

POLICY ON LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION

Approved on: 21.08.2024
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*Policy On Leak Of Unpublished Price Sensitive Information
Version 01*



Argentina, Brazil, Canada, Chile, China, Czech Republic, Denmark, Finland, France, Germany, HongKong, India, Italy, Japan, Mexico, Peru, Poland, Portugal, Saudi Arabia, Singapore, South Africa, South Korea, Spain, Sweden, Switzerland, Thailand, UAE, Ukraine, UK & USA



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1. BACKGROUND

- 1.1. The Committee constituted by Securities and Exchange Board of India (“SEBI”) to review the Insider Trading Regulation noted the recent cases of leak of Unpublished Price Sensitive Information (“UPSI”) related to listed entities on Instant Messaging apps or social media platforms. Such information originates from within the company and affects the listed company in terms of its market price as well as loss of reputation and investors’ / financiers’ confidence in the company.
- 1.2. 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.
- 1.3. 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mandates every listed company to formulate a written policy and procedures for inquiry in case of leak of unpublished price sensitive information and initiate appropriate inquiries on becoming aware of leak of unpublished price sensitive information and inform the Board promptly of such leaks, inquiries and results of such inquiries. In this regard, Board of Directors of EMA Partners India Limited (“**the Company**”) has laid down this policy for procedure of inquiry in case of leak of Unpublished Price Sensitive Information (“**the policy**”), for adoption.

2. OBJECTIVE

- 2.1. To comply with the provision of Sub-regulation 5 of Regulation 9A of SEBI (Prohibition of Insider Trading Regulations) Regulation, 2015 (“**PIT Regulations**”).
- 2.2. To strengthen the internal control system to prevent leak of UPSI.
- 2.3. 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.
- 2.4. To have a uniform code to curb the un-ethical practices of sharing UPSI by insiders, Employee & Designated Person with any person, firm, Company or Body Corporate.
- 2.5. To initiate inquiry in case of leak of UPSI or suspected leak of UPSI and inform the same to the SEBI promptly.
- 2.6. To penalize any Insider, Employee & Designated Persons who appear to have found guilty of violating this policy.

3. GOVERNING REGULATION

- 3.1. Sub-regulation 5 of Regulation 9A of PIT Regulations requires all listed entity to have a policy for handling of actual or suspected leak of UPSI.

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- 3.2. This policy shall apply to all designated persons and immediate relative of designated persons and persons in possession of or having access to unpublished price sensitive information.

4. DEFINITIONS:

- 4.1. “**Code**” means the Company’s Code of Conduct.
- 4.2. “**Company**” means EMA Partners India Limited(*formerly known as EMA Partners India Private Limited*).
- 4.3. “**Complainant**” means and includes a person who makes complaint pertaining to leak or suspected leak of UPSI
- 4.4. “**Chief Investor Relation Officer**” means and include a member of enquiry committee as designated by the committee to perform duties and functions as specified by the committee time to time.
- 4.5. “**Enquiry Committee**” means a committee constituted by the Board to conduct preliminary enquiry and to carry out such duties as delegated by the Board.
- 4.6. “**Ethics Committee**” means a committee consisting of such members of the Company as time to time nominated by the Board of Directors of the Company.
- 4.7. “**Key Managerial Personnel**” means person as defined in Section 2(51) of the Companies Act, 2013.
- 4.8. “**Leak of UPSI**” shall refer to such act / circumstance(s) by virtue of which an UPSI is made available or becomes available before its official publication or announcement or formal circulation in public domain, by any means or mode to any person, whether known or unknown, other than the person(s) as authorized by the Board but shall not include the following information which is shared for following purposes:
- a) Information / details shared for legitimate purpose
 - b) Information / details shared on performance of duties
 - c) Information / details shared towards discharge of legal functions.
- 4.9. “**Policy**” shall mean the Policy for dealing with leak of UPSI.

5. DUTIES OF COMPLAINANT:

Upon becoming aware of leakage of UPSI, the complainant shall;

- 5.1. Make a written report of the incident of Leak or suspected leak of UPSI to Chief Investor Relation Officer (CIRO).
- 5.2. Co-ordinate with and disclose the relevant facts of the incident of leak or suspected leak to CIRO.

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6. PROCEDURE FOR ENQUIRY IN CASE OF LEAK OF UPSI:

1. Inquiry under this policy shall commence based on a written complaint received from any employee of the Company, department of the Company, Registrar and Share Transfer Agent, designated person, Depository, Stock Exchange, Regional Director or any official thereof, Registrar of Companies or any official thereof, regulatory / statutory authority or any other department of Central or State Government or any other person whether known or unknown.
2. The complaint shall inter alia state details of the complaint. The Complainant has the option of annexing such documentary evidence, as deemed reasonable for the purpose of substantiating the complaint lodged.
3. The Complaint shall be addressed to the CIRO, by whatever name called. Complaint pertaining to CIRO shall be addressed to Compliance Officer of the Company.
4. Within 5 (five) working days of receipt of the complaint, the CIRO, shall write to the complaine in the specified format intimating the details of the complaint received and requesting him to give a written representation within 7 (seven) working days of receipt of letter. If CIRO feels that the complaint has been lodged to secure needless publicity for defamatory matter which is detrimental to the interest of the Company then he or she will discard the complaint with reasons recorded in writing.
5. Within 7 (seven) working days of receipt of representation, CIRO shall proceed to investigate in the matter and for such purpose may consult such persons, whether internal or otherwise or obtain such external assistance or opinion, as he may deem expedient in this regard. During the course of such investigation, CIRO may call for such additional documents, representations, etc. as he may deem fit.
6. If no representation is received within the aforesaid stipulated time, CIRO shall issue notice to the complaine asking him to show cause as to why the Company should not initiate disciplinary proceedings, as applicable, against him.
7. On completion of the preliminary investigation under point 5, receipt of reply to the show cause notice issued under point 6 or on non-receipt thereof, CIRO shall refer the matter to the Chairman of Enquiry Committee, along with his opinion, for his consideration.
8. Chairman of the Enquiry Committee on receipt of such opinion shall proceed to convene a meeting of the Enquiry Committee within a period of 45 days of receipt of opinion of CIRO which shall further be placed at the meeting for further deliberation.
9. The Enquiry Committee may obtain such external assistance or opinion from such person/s, whether internal, as it may deem expedient in this regard. During the course of such enquiry, the Enquiry Committee may call for such additional documents, representations, etc. as it may deem fit.
10. The Enquiry Committee shall consider the matter and put forward its recommendation to the

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Board. The Board, on receipt of such recommendation and after due review, if forms an opinion that the complaine is guilty of leak of UPSI or suspected leak of UPSI, then it will order for necessary disciplinary action against such complaine, which will be in addition to the penal provisions stated under PIT Regulations and any other statutory enactments, as applicable.

The disciplinary action(s) shall include issuance of warning letter, wage freeze, suspension, recovery, claw back, termination, etc. as may be decided by the Members of the Enquiry Committee.

7. AMENDMENT

- 7.1. Any modification in the policy on account of change in prevailing regulations will be carried out immediately and will be informed to all concerns.
- 7.2. Any other modifications will be carried out only with the previous approval of Board or any other committee as authorised by the Board.
- 7.3. Any amendment to the Policy shall be made in writing.
- 7.4. 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 this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

8. IMPLEMENTATION

The Policy was originally approved by the Board at its meeting on August 21, 2024 and subsequently reviewed on February 16, 2026.

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