

**POLICY AND PROCEDURE FOR ENQUIRY IN
CASE OF LEAK/ SUSPECTED LEAK OF
UNPUBLISHED PRICE SENSITIVE
INFORMATION**

POLICY AND PROCEDURE FOR ENQUIRY IN CASE OF LEAK/ SUSPECTED LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION

1. Background

- (a) Pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading Regulations), 2015, as amended ("**Insider Trading Regulations**"), the board of directors of Amagi Media Labs Limited (the "**Company**" and the board of directors of the Company, the "**Board**") has formulated a policy and lay down the procedure for enquiry in case of leak, or suspected leak, of Unpublished Price Sensitive Information (the "**Enquiry Policy**").
- (b) The Board acknowledges that the contours of an enquiry into any leak or suspected leak of Unpublished Price Sensitive Information would have to be customised to the facts and circumstances of each such case and that accordingly, it is not viable to prescribe a standard operating procedure that would apply while enquiring into every instance of leak/ suspected leak of Unpublished Price Sensitive Information. It is important to keep the enquiry process dynamic, so as to ensure that it appropriately examines all relevant aspects that may arise in different cases.

2. Objective:

- i. Strengthen internal controls to prevent the leakage of UPSI;
- ii. Establish a structured process for conducting an enquiry in case of any actual or suspected leakage of UPSI, including necessary reporting to the Securities and Exchange Board of India ("**SEBI**"); and
- iii. Recommend appropriate disciplinary measures against individuals found guilty of breaching this Policy, in addition to any regulatory action that SEBI may pursue.

3. Definitions

- (a) "**Compliance Officer**" means the Company Secretary & Compliance Officer of the Company.
- (b) "**Enquiry Committee**" shall mean the enquiry committee constituted by the Board to investigate instances, allegations or suspicion of a Leak in accordance with the principles laid down in the Enquiry Policy.
- (c) "**Investigating Officer**" shall mean Compliance Officer of the Company appointed by the Board of Directors pursuant to the SEBI Insider Trading Regulations.
- (d) "**Enquiry Committee**" shall mean the committee comprising of following members set up f to conduct Enquiry against any case of leak or suspected leak of UPSI: (i) Chief Financial Officer; (ii) Head of Legal (iii) Head of Information Security; (iv) Head of Human Resources; (v) Any other person nominated by Managing Director & Group Chief Executive Officer. If any member of Enquiry Committee has a conflict of interest in any given case, then he/she should recuse himself/herself and other members of Enquiry Committee should deal with the matter on hand.

- (e) **“Leak”** shall mean dissemination of or suspected dissemination of any Unpublished Price Sensitive Information by any Insider, employee, Designated Person, any Connected Person or any other person in possession of Unpublished Price Sensitive Information, to any person other than those persons authorized by the board of directors or the Compliance Officer to handle Unpublished Price Sensitive Information in accordance with the Insider Trading Regulations, and the term **“Leaked”** shall be construed accordingly.
- (f) **“Unpublished Price Sensitive Information”/ “UPSI”** shall have the meaning as ascribed to it under the Policy for prevention of insider trading in terms of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

Capitalised terms used herein but not specifically defined shall have the meanings ascribed to them under the Insider Trading Code adopted by the Company.

- 4. The Enquiry Policy shall come into force with effect from date of listing of equity shares of the Company.

5. Duties of Compliance Officer:

- (a) Co-ordinate with and disclose the relevant facts of the incident of actual or suspected leak of UPSI to the Inquiry Committee;
- (b) Report the incident of actual or suspected leak of UPSI to the SEBI and the Stock Exchanges in the prescribed formats

6. Procedure for Enquiry in case of a Leak/ suspected Leak:

An enquiry may be initiated upon learning of a potential or actual leak of UPSI through regulatory communication, whistle-blower complaints, or internal monitoring. Market rumours or analyst reports will not, on their own, trigger an enquiry.

If deemed necessary, the Enquiry Committee will conduct a preliminary assessment to verify the credibility of the allegation. If the matter warrants further review, a detailed investigation will be undertaken, including examining relevant records, interviewing involved persons, and assessing how the UPSI may have been leaked.

The enquiry will be conducted confidentially, following principles of natural justice. Individuals involved will be given an opportunity to be heard.

On conclusion, the findings will be shared with the Compliance Officer and the Audit Committee. If a leak is confirmed, the Committee may recommend disciplinary action, in addition to any regulatory consequences.

The enquiry should be completed within 30 working days, unless extended by the Audit Committee. Records of the enquiry will be maintained as per applicable laws.

7. Complaint Mechanism:

A person can report a leak or a suspected leak of UPSI to the following:

- i) Chairman of the Audit Committee at auditchairman@amagi.com
- ii) Compliance Officer of the Company at sridhar.muthukrishnan@amagi.com.

8. General:

This Policy is supplementary to the Company's Vigil Mechanism and Whistle-blower Policy, and does not preclude action under those policies.

The Board reserves the right to amend, suspend, or rescind this Policy at any time, in compliance with applicable laws. Any ambiguities shall be interpreted in accordance with the spirit and intent of this Policy.

In case of any inconsistency between this Policy and the applicable law, the provisions of the law shall prevail.

Version history

S. No.	Version	Approved by	Effective Date	Amendment Summary
1	I	Board	From the date of listing of equity shares with the Stock exchanges.	Policy drafted & approved

Document Review Cycle

S. No.	Next review date	Policy Owner
1	1 st Board Meeting of every Financial Year	Board of Directors