



## COOL CAPS INDUSTRIES LIMITED

### POLICY FOR PROCEDURE OF INQUIRY IN CASE OF LEAK OR SUSPECTED LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION ("UPSI")

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

Version	Revision date	Approving authority	Date of approval
V.1	22-04-2025	Board of Directors	06-08-2025

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## 1. Background

Regulation 9A of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time ("SEBI Insider Trading Regulations") mandates every listed company to formulate a written policy and procedures for inquiry in case of leak or suspected leak of unpublished price sensitive information ("UPSI") and initiate appropriate inquiries on becoming aware of leak or suspected leak of UPSI and inform SEBI promptly of such leaks, inquiries and results of such inquiries.

In this regard, the Board of Directors of Cool Caps Industries Limited ("CCIL") has laid down this Policy for Procedure of Inquiry in case of leak or suspected leak of UPSI ("Policy").

## 2. Objective

- i. To strengthen the internal control systems to prevent leak of UPSI.
- ii. To restrict and prohibit the practice of sharing of UPSI, with any un-authorized person, which originates from within the Company and which is likely to affect 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 unauthorised 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.

## 3. Scope

To lay down the procedures for inquiry in case of leak or suspected leak of UPSI and inform SEBI promptly of such leaks, inquiries and results of such inquiries.

## 4. Definition

- a. **"Board"** means the Board of Directors of the Company.
- b. **"Company"** means 'Cool Caps Industries Limited'.
- c. **Inquiry Committee ("IC")** means the Committee constituted under para 5 of this Policy.
- d. **Unpublished Price Sensitive Information ("UPSI") shall mean** any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following: -
  - i. financial results;
  - ii. dividends;

- iii. change in capital structure;
- iv. mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business, award or termination of order/contracts not in the normal course of business and such other transactions;
- v. changes in key managerial personnel other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;
- vi. change in rating(s), other than ESG rating(s);
- vii. fund raising proposed to be undertaken;
- viii. agreements, by whatever name called, which may impact the management or control of the company;
- ix. fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;
- x. resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
- xi. admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
- xii. initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
- xiii. action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
- xiv. outcome of any litigation(s) or dispute(s) which may have an impact on the company;
- xv. giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;
- xvi. granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals

#### **e. Leak of UPSI**

shall refer to such communication of information by any Insider, employee or Designated Person of the Company, except in furtherance of legitimate purpose, performance of duties or discharge of legal obligations, by virtue of which UPSI is selectively made available or becomes available, or a purported attempt thereof, by any means or mode to any person before its official publication or announcement or formal circulation in public domain or before such information ceases to exist.

Words not defined in this Policy shall have the meaning as prescribed to them in the Code of Internal Procedures and Conduct for Regulation, Monitoring and Reporting of Trading by Designated Persons and their Immediate Relatives, or in the Regulations, or as per other Applicable Laws.

### **5. Sources of information with respect to leak or suspected leak of UPSI**

The Company may become aware of any leak or suspected leak of UPSI by way of a complaint (written/verbal/electronic) including by way of:

- a. Communication received from regulatory authorities including 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; or
- b. Complaint from a whistle-blower through the process outlined in the Vigil Mechanism & Whistle Blower Policy.
- c. Company's own internal monitoring/review/audit, etc.

#### **6. Constitution of Inquiry Committee**

On receipt of an information with respect to the actual or suspected leak of UPSI, the same shall be investigated by the "Inquiry Committee", as by the Board or by the Audit Committee of the Board, to perform such duties as may be prescribed by this Policy or by any other applicable law for the time being in force.

The Inquiry Committee shall consist of minimum 3 (three) Members which shall include

1. Managing Director;
2. Chief Financial Officer; and
3. Company Secretary & Compliance Officer of the Company.

The Members may also nominate any other person from their respective departments to attend the meetings of the IC on their behalf.

Any member of the Inquiry Committee who has a conflict of interest in any matter under investigation shall recuse themselves from the proceedings related to that matter. The remaining members of the Committee shall have the authority to assess potential conflicts and make necessary arrangements to ensure impartiality. If a recusal results in the Committee falling below the required minimum membership, the remaining members of the Inquiry Committee or any other person as authorised by the Board in this regard, may temporarily appoint an alternative member to maintain quorum.

The Board or the Audit Committee of the Board may change / alter / re-constitute the Inquiry Committee as may be required from time to time.

#### **Responsibilities of the Inquiry Committee:**

1. To conduct a preliminary enquiry to form a prima facie view with respect to the actual or suspected leak of UPSI, if any;
2. To authorize any person, if required, to collect the necessary support material;
3. To make an inquiry into the matter as per the procedure laid down in this Policy;
4. To recommend the appropriate disciplinary action to the Audit committee thereon.

## 7. Procedure for inquiry in case of leak of UPSI

### Reporting a Leak of UPSI

If anyone becomes aware of an actual or suspected leak of UPSI, the same may be reported through the whistle blower mechanism provided by the Company as per the "Whistle Blower Policy/Vigil Mechanism of the Company". In case the whistle blower mechanism is not availed, the person becoming aware of the leak of UPSI must inform the Inquiry Committee (IC), if any, otherwise they will report to the chairman of the Audit Committee as details given below regarding the leak of UPSI. The chairman will take necessary steps for the constitution of the IC in the case of any suspected leak of UPSI.

Contact details of Chairman of the Audit committee of the Board of Directors:

**Mail id:** [ig@coolcapsindustries.in](mailto:ig@coolcapsindustries.in)

**Office Address:** Annapurna Apartment, 23 Sarat Bose Road, 1<sup>st</sup> Floor, Flat – 1C, Kolkata – 700020, WB, IN.

The IC may be informed of the suspected leak of UPSI by writing a mail to: [email ID to be inserted], being the email ID designated for the said purpose.

The Chairperson of the Board may be reached out through: [email ID].

Retaliation for reporting suspected violations is strictly prohibited under this Code: Employee who reports any alleged violations of insider trading laws in accordance with the informant mechanism under the Regulations, will be protected against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination.

### Manner of Inquiry

The IC will then investigate as follows:

#### Preliminary Inquiry

- Purpose: To verify if the allegation is true and whether the leaked information is UPSI in nature.
- Outcome: The IC decides whether to proceed with a detailed inquiry.
- Timeline: The preliminary inquiry must be completed within **two days** of receiving the report.

#### Detailed Inquiry

**Based on the preliminary inquiry**, if the leak is confirmed as leak of UPSI, the IC will:

- Notify the alleged Insider in writing of the initiation of proceedings against him/her (via email or hand delivery).
- Collect all relevant documents and information.
- Give the alleged Insider a chance to present their case.
- Complete the detailed inquiry within **30 days** of the conclusion of the preliminary inquiry.

### Final Report

The IC will submit a report to the Chairman of the Audit Committee which shall include recommendation on the type of disciplinary action to be taken against the person who caused the leak of UPSI within **three days** of completing the detailed inquiry.

The Disciplinary action(s) that may be recommended by the Inquiry Committee to the Audit Committee may include, wage freeze, suspension, recovery, claw back, termination etc., as may be decided by the Members of the Inquiry Committee, in addition to the action to be initiated by the Board, if any.

Reporting of suspected leak of information and results of the Inquiry

The details of leak of UPSI, along with the details of the inquiry and the action taken by the Audit Committee shall be intimated to the Stock Exchanges on which the securities of the Company are listed in the format as set out in "Annexure - A" to this Policy.

### 8. Amendment

The Board of Directors of the Company, in sync with applicable laws, rules & regulations, shall have the power to amend any of the provisions of the Policy, substitute any of the provisions with a new provision or replace this Policy entirely with a new Policy.

In any circumstance where the terms of this Policy differ from any law, rule, regulation etc. for the time being in force, the law, rule, regulation etc. shall take precedence over this Policy.

This Policy and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchanges, if required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment, re-amendment or re-enactment thereto.

**Annexure A**

**Report by Cool Caps industries Limited for violations related to Code of Conduct under SEBI  
(Prohibition of Insider Trading) Regulations, 2015.**

[Schedule B read with Regulation 9 (1) of SEBI (Prohibition of Insider Trading) Regulations, 2015]

Sr. No.	Particulars	Details
1	Name of the listed company/ Intermediary/Fiduciary	
2	Please tick appropriate checkbox Reporting in capacity of: <input type="checkbox"/> Listed Company <input type="checkbox"/> Intermediary <input type="checkbox"/> Fiduciary	
3	Name of the Designated Person (DP) Name of the immediate relative of DP if reporting is for immediate relative.	
4	PAN of the DP PAN of the immediate relative of DP if reporting is for immediate relative.	
5	Designation of DP	
6	Functional Role of DP	
7	Whether DP is Promoter /Promoter Group/holding CXO level position (e.g. CEO, CFO, CTO etc.)	
8	<b>Transaction details</b> a) Name of the scrip b) No of shares traded (which includes pledge) and value (Rs) (Date-wise)	
9	<b>In case value of trade(s) is more than Rs 10 lacs in a calendar quarter -</b> a) Date of intimation of trade(s) by concerned DP/director/promoter/promoter group to Company under regulation 7 of SEBI (Prohibition of Insider Trading) Regulations, 2015 b) Date of intimation of trade(s) by Company to stock exchanges under regulation 7 of SEBI (Prohibition of Insider Trading) Regulations, 2015	
10	Details of violations observed under SEBI (Prohibition of Insider Trading) Regulations, 2015	
11	Action taken by Listed company/ Intermediary/ Fiduciary	

12	Reasons recorded in writing for taking action stated above	
13	Details of the previous instances of violations, if any, since last financial year	
14	Any other relevant information	

Yours faithfully

Date:  
Place:

Name and Signature of Compliance Officer

PAN:  
Email id:  
Mobile No.

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