

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UNPUBLISHED PRICE SENSITIVE INFORMATION**

A PREAMBLE

Absolute Projects (India) Limited (the "Company") believes in sustaining sound governance by establishing and following best practices. The Company is committed to maintaining the highest standards of corporate governance, transparency and ethical conduct, and to ensuring compliance with applicable securities laws. Pursuant to the amendments to the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time (the "Insider Trading Regulations", notified on December 31, 2018 (the "Amendments"), the Board of Directors of the Company (the "Board") is required to formulate a policy and lay down a procedure for enquiry in case of leak or suspected leak of Unpublished Price Sensitive Information ("UPSI").

Accordingly, the Board had adopted this Policy for Enquiry in Case of Leak or Suspected Leak of Unpublished Price Sensitive Information (the "Inquiry Policy") to provide a framework for the identification, assessment, enquiry and appropriate action in instances of actual or suspected leakage of UPSI, in accordance with the requirements of the Insider Trading Regulations and other applicable laws.

B OBJECT

The Inquiry Policy aims to:

1. Establish a structured and effective framework for enquiry, investigation and reporting in cases of actual or suspected leak of UPSI;
2. Ensure timely identification, assessment and examination of instances of leak or suspected leak of UPSI in a fair, transparent and confidential manner, in accordance with Insider Trading Regulations and any other applicable laws;
3. Lay down broad principles and procedures to be followed by the Company and the Board of Directors while conducting enquiries, without prescribing a rigid or inflexible process, so as to enable examination of the facts and circumstances of each case on a case-to-case basis;
4. Provide for appropriate disciplinary, corrective and remedial actions in the event of confirmation of a leak or suspected leak of UPSI, including reporting to regulatory authorities, where required; and
5. Strengthen internal controls, awareness and accountability mechanisms to prevent recurrence of such incidents and to safeguard the confidentiality of UPSI.





C DEFINITIONS AND INTERPRETATION

In this Policy, words and expressions shall have the meaning assigned to them below:

"Act"	shall mean the Companies Act, 2013 and rules framed thereunder, <i>notified</i> by the Ministry of Corporate Affairs, Government of India, as amended from time to time;
"Board"	shall mean the <i>Board</i> of Directors of the Company;
"Company"	shall mean Absolute Projects (India) Limited, incorporated under the provisions of the Companies Act, 1956;
"Directors"	shall mean all the members of the Board of Directors of the Company, including the Independent Directors;
"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 Inquiry Policy.
"Leak"	shall mean 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.
"Listing Regulations"	shall mean The Securities and Exchange Board of India (Listing <i>Obligations</i> and Disclosure Requirements) Regulations, 2015, as amended from time to time.
"Unpublished Price Sensitive Information"/	shall have the meaning as ascribed to it under the Internal Procedures and Conduct for Prevention of Insider Trading.

D EFFECTIVE DATE

The Inquiry Policy shall come into force with effect from the date on which the shares of the Company get listed on the stock exchanges.




E PROCEDURE FOR INQUIRY IN CASE OF A LEAK/SUSPECTED LEAK

1. Upon becoming aware of any Leak or any allegations or suspicions of a Leak, including, by way of:

- a) communication received from regulatory authorities; or;
- b) a written complaint and/or email received from a whistle-blower; or
- c) Company's own / internal monitoring, etc.,

The Board shall, in consultation with the Compliance Officer, evaluate and determine if the matter merits any enquiry or investigation. It is clarified that market rumors, inferences based on media reports, or observations made by analysts, etc. will not be the only determining factors for initiating a preliminary enquiry, and the Board shall, in consultation with the Compliance Officer, have the discretion to decide if a preliminary enquiry is required to be undertaken, in each such case.

2. In the event the Board decides that the matter warrants an investigation, it shall promptly constitute an Enquiry Committee, comprising such persons as the Board deems fit, to undertake a fact-finding exercise in the matter (the "Enquiry").

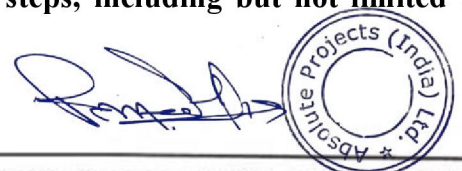
3. As an initial step, the Enquiry Committee shall undertake a preliminary investigation and analyses the accuracy of the allegation/ suspicion of Leak ("Initial Assessment") by taking the necessary steps, such as:

- a) Assessing the source and type of complaint/ allegation/ suspicion;
- b) Assessing the nature of Leak/ suspected Leak, in order to determine the scope of investigation, the parties who had access to the UPSI and the manner in which it could have been Leaked; and
- c) Conducting interviews with the complainant, in the event his/ her identity is known, and other relevant stakeholders, in connection with the matter.

4. On the basis of the outcome of the Initial Assessment, the Enquiry Committee shall determine if:

- a) The allegation or suspicion is frivolous, and requires no further action; or
- b) The matter requires further internal diligence and investigation.
- c) The Enquiry Committee will report its findings to the Board along with a summary of the process followed, its recommendations and reasons thereof. Based on the report and recommendations of the Enquiry Committee, the Board shall discuss and decide if the matter requires to be investigated further.

5. If the Board requires the Enquiry Committee to undertake a detailed investigation, the Enquiry Committee shall conduct the Enquiry and take all requisite steps, including but not limited to, the following:



- a) Identifying the medium through which the leaked UPSI was disclosed /communicated;
- b) Conducting a confidential investigation into the activities of the persons that typically handled, or had knowledge of the UPSI in question, in an un-intrusive manner, including by reviewing the relevant documents, audit trails, and conducting interviews, where deemed necessary;
- c) Appointing external advisors/ professionals to assist in the conduct of Enquiry; and
- d) Re-Assessing the internal controls and measures implemented by the Company for identifying deficiencies, if any, in such controls and measures, and recommending improvements to the same.

6. The Enquiry Committee will ensure that the details in relation the Enquiry, including the Initial Assessment, are shared within and outside the organization strictly on a “need to know” basis. In cases where the Enquiry has been initiated based on a complaint from a whistle-blower, the Enquiry Committee will keep the identity of the whistle-blower confidential.

7. In the conduct of Enquiry, the Enquiry Committee shall have due regard to the principles of natural justice, and will provide an opportunity of being heard and making submissions, etc., to the persons against whom allegations of Leak have been levelled. The Enquiry Committee will be required to consider the same while arriving at its conclusions.

8. Once the Enquiry is concluded:

- a) The Enquiry Committee will intimate the Board of its findings, along with a summary of the process followed while conducting the investigation;
- b) If the Inquiry Committee is of the opinion that a Leak has occurred, and in the event the Enquiry Committee has identified the person responsible for, or involved in the Leak, it will make appropriate recommendations to the Board for the actions to be taken in that regard, including ‘disciplinary action’ such as dismissal, wage freeze, suspension, recovery, claw back and ineligibility for future participation in employee stock option plans, etc.;
- c) The Board shall, as appropriate, take disciplinary and penal action and any other steps it deems necessary, against the persons identified as being responsible for, or involved in, the Leak. It is clarified that any action taken by the Securities and Exchange Board of India (the “SEBI”) for violation of the Insider Trading Regulations and any other applicable law shall not preclude the Board from taking any disciplinary action in accordance with the recommendations of the Enquiry Committee.

9. Timelines for Enquiry

- a) The Enquiry Committee shall endeavor to complete the Enquiry within seven (7) working days from the date of its commencement.
- b) The said period may be extended with the prior approval of the Board, where circumstances so warrant.




10. Intimation to Regulator

- a) The Board shall inform SEBI of the outcome of the Enquiry.
- b) The Board shall also communicate the actions/steps taken pursuant to the Enquiry findings.

The Inquiry Policy shall not in any way preclude any referrals, complaints, measures, actions etc. which can be instituted or which are available under the existing Vigil Mechanism and Whistle Blower Policy of the Company.