TANVI FOODS (INDIA) LIMITED

POLICY AND PROCEDURE FOR INQUIRY IN CASE OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION ("UPSI")

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

1. Background

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mandates every listed company to formulate a written **policy and procedures for inquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information** and initiate appropriate action on becoming aware of leak of unpublished price sensitive information and inform the Board promptly of such leaks, inquiries and results of such inquiries.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 TANVI FOODS (INDIA) LIMITED (TFIL/ the Company) has laid down this policy for procedure of inquiry in case of leak/ suspected leak of Unpublished Price Sensitive Information ('the policy'), for adoption.

2. Scope

To lay procedures for inquiry in case of leak/suspected leak of unpublished price sensitive information and inform the Board promptly of such leaks, inquiries and results of such inquiries.

3. Definitions:

i. "**Act**" means the Securities and Exchange Board of India Act, 1992.

ii. "**Audit Committee**" means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 and read with Reg. 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

iii. "**Board**" means the Securities and Exchange Board of India

iv. **"Compliance Officer"** means Company Secretary or such other senior officer, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the SEBI regulations designated so and reporting to the Board of Directors and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in SEBI regulations or in these Codes under the overall supervision of the Board of Directors of the Company or the Head of the Organisation.

v. **"Insider"** means any person, who is,

   i. a connected person; or
   ii. In possession of or having access to unpublished price sensitive information.

iii. in receipt of unpublished price sensitive information pursuant to a "legitimate purpose".

vi. **Regulations**" shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.

vii. **"Un-published 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 include but not restricted to, information relating to the following;

a) Periodical Financial Results of the Company;

b) Intended declaration of dividends (Interim and Final);

c) Change in capital structure

d) Mergers, de-mergers, acquisitions, de-listings, disposals and expansion of Business and such other transactions;

e) Changes in Key Managerial Personnel;

4. Duties of Compliance Officer

The Compliance Officer shall be responsible to;

(i) Oversee the Compliance of this policy.
(ii) To co-ordinate with and disclose the relevant facts of the incident of actual or suspected leak of UPSI to the Audit committee.

5. Process of inquiry in case of leak of UPSI or suspected leak of UPSI

Inquiry under this policy shall commence based on a written complaint received from any employee, 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.

The complaint shall interalia state particulars of compliant and shall state the particulars of complainee. The complainant has the option of annexing such documentary evidence, as deemed reasonable.

The Complaint shall be addressed to the Audit committee/chairman of Audit committee.

If Audit committee deems fit may on receipt of representation 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 the committee may deem expedient in this regard. During the course of such

investigation, the committee may also call for such additional documents, representations, etc. as committee may deem fit.

On completion of investigation the Audit Committee shall consider the matter and put forward its recommendation to the Board. The Board, on receipt of such recommendation and after due review, if forms an opinion that the complainee is guilty of leak of UPSI or suspected leak of UPSI, then it will order for necessary disciplinary proceedings.

6. Amendment

The Board of Directors of the Company, in line with applicable laws, rules & regulations, may amend / substitute any provision(s) with a new provision(s) or replace this entire Policy 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.

Disclosure under Regulation 30(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The contact details of the Key Managerial Personnel ("KMP") who have been authorized by the Board of Directors of the Company, for determining materiality of an event or information and for making disclosure to the stock exchange under this Regulation are disclosed as follows:

Sr. No	Name of the KMP	Designation	Contact details
1.	Mr. Sri Nagaveer Adusumilli	Chairman & Managing Director	**Address:** Flat No. 101, Alekhaya Homes Temple Tree, Raghavendra Colony Kondapur, Hyderabad, Telangana – 500084. **Email Id:** investors@tanvifoods.com cs@tanvifoods.com **Tel No:** +91 40 29322233
2.	Ms. Vasavi Adusumilli	Whole time Director & CFO	
3.	Ms. Gagandeep Kaur Saluja	Company Secretary and Compliance Officer	