

BN AGROCHEM LIMITED

(Formerly BN Holdings Limited)

POLICY AND PROCEDURE FOR INQUIRY IN CASE OF LEAK OR SUSPECTED LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION

Version recommended and approved by:	Board of Directors of the Company
Version approved on:	May 21, 2025
Effective date	May 21, 2025

PURPOSE

This Policy and Procedure for Inquiry in case of Leak or suspected Leak of Unpublished Price Sensitive Information ("**Policy**") has been framed pursuant to Regulation 9A(5) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended ("**PIT Regulations**") and shall be effective from May 21, 2025.

The Policy aims to provide a framework for inquiry in case of leak of Unpublished Price Sensitive Information ("UPSI") or suspected leak of UPSI. This Policy shall apply to all Insiders as defined under the PIT Regulations and any other persons as assigned by the PIT Regulations or any other law from time to time.

DEFINITIONS

In this Policy, unless the context otherwise requires, -

- a. "**Audit Committee**" shall mean committee of the Board of Directors of the Company constituted pursuant to the provisions of Section 177 of the Companies Act, 2013 read with Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. ("**SEBI LODR**")
- b. "**Company**" means BN Agrochem Limited (Formerly BN Holdings Limited)
- c. "**Leak of UPSI**" shall refer to such act / circumstance(s) by virtue of which an (UPSI) is made available or becomes available, by any means or mode to any person, association, body, firm, agency, society, entity or to a group thereof, whether registered or otherwise before its official publication or announcement or formal circulation in public domain and which shall also include any purported attempt thereof

The words and expressions used but not defined herein shall have the meanings as ascribed to them in the Code of Conduct for prevention of Insider Trading and Code of Practices and procedures for Fair disclosure of UPSI.

PROCESS OF INQUIRY IN CASE OF LEAK OF UPSI OR SUSPECTED LEAK OF UPSI

1. Information (written or oral or electronic) regarding a leak or suspected leak of UPSI may be received by the Company from the following sources:
 - a. Internal:
 - i. Whistle blower vide the whistle blower process as illustrated in the whistle blower policy of the Company;
 - ii. Any leak or suspected leak of UPSI detected through the internal controls implemented by the Company.

- b. External: Any entity, 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, whether based on the complaint received from a whistle blower or otherwise.

(above information shall be collectively referred to as “Complaint(s) for the purpose of this Policy”)

2. Upon receipt of a Complaint, the Compliance Officer of the Company shall, in consultation with the Chairperson of the Audit Committee, conduct a thorough investigation into the matter. The Compliance Officer shall thereafter submit a report containing the findings of the investigation, along with recommendations for any disciplinary or other corrective actions deemed necessary, to the Audit Committee within a reasonable period from the date of receipt of the complaint.

The disciplinary action(s) amongst others, may also include wage freeze, suspension, recovery, claw back, termination etc., as may be decided by the Audit Committee.

The decision of the Audit Committee based on recommendation of the Compliance Officer, shall be final for all practical purposes.

INTIMATION TO STOCK EXCHANGES AND SEBI

The Compliance Officer shall ensure that a report on such leak or suspected leak of UPSI, inquiry thereon and results thereof shall be promptly informed to Stock Exchanges on which the securities of the Company are listed and the Securities and Exchange Board of India (the “SEBI”) in the format as set out in “Annexure A” and “Annexure B” respectively to this Policy.

REVIEW AND AMENDMENTS

In case of any conflict between the provisions of this Policy and PIT Regulations, or any other applicable legal requirements ("Applicable Law"), the provisions of the Applicable Law shall prevail. Any subsequent amendment / modification to the Applicable Law shall automatically apply to this Policy.

The Board of Directors shall review this Policy periodically, at least once every three years, and may amend it as necessary, including based on the recommendations of the Audit Committee.

Annexure A

**Format for Intimation of leak or Suspected leak of unpublished price sensitive information
("UPSI") to the Stock Exchanges**

To
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai 400 001
Maharashtra, India

Scrip Code No.: _____

Dear Sir / Madam,

Sub: Intimation of leak or suspected leak of UPSI

With reference to the captioned subject matter and pursuant to Regulation 9A(5) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, we wish to intimate the following:

Name of Offender, if known.	
Designation (Employee, Insider, Designated Person or any other)	
Nature of Information	
Whether any action initiated by the Company. If yes, narration of the same	
Any other information.	

Request you to take the same on your records.

Thanking you,

For and behalf of BN Agrochem Limited

Name:
Designation:

Annexure B

**Format for Intimation of leak or Suspected leak of unpublished price sensitive information
("UPSI") to the Securities and Exchange Board of India**

To

Securities and Exchange Board of India

SEBI Bhavan, Plot No. C4-A, 'G' Block
Bandra Kurla Complex, Bandra (East)
Mumbai 400 051, Maharashtra, India

Scrip Code No.: _____

Symbol: _____

Dear Sir / Madam,

Sub: Intimation of leak or suspected leak of UPSI

With reference to the captioned subject matter and pursuant to Regulation 9A(5) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, we wish to intimate the following:

Name of Offender, if known.	
Designation (Employee, Insider, Designated Person or any other)	
Nature of Information	
Whether any action initiated by the Company. If yes, narration of the same	
Any other information.	

Request you to take the same on your records.

Thanking you,

For and behalf of BN Agrochem Limited

Name:

Designation: