

# **Swan Defence and Heavy Industries Limited**

**[Formerly known as Reliance Naval and Engineering Limited]**

## **Procedure for Inquiry in case of leak of Unpublished Price Sensitive Information (“UPSI”)**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

Regulation 9A (5) of The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 amended from time to time (“PIT Regulations”) mandates every listed company to formulate a written policy and procedures for inquiry in case of leak of unpublished price sensitive information and initiate appropriate action on becoming aware of leak of unpublished price sensitive information and inform the Board promptly of such leaks, inquiries and results of such inquiries.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, the Board of Directors of Swan Defence and Heavy Industries Limited (“SDHI/Company”) has formulated this policy setting out the procedure for inquiry in case of leak or suspected leak of unpublished price sensitive information. (“the Policy”)

## 2. Scope

- i. The Company endeavors to preserve the confidentiality of un-published price sensitive information (UPSI) and to prevent misuse of such information.
- ii. The Company shall restrict and prohibit the practice of sharing of UPSI which originates from within the company by any Promoter, Director, Key Managerial Person, Insider, Employee, Designated Person, Support Staff or any other known or un-know person(s) with any un-authorized person which affects the market price of the Company as well as causes loss of reputation and investors’ / financiers’ confidence in the Company.
- iii. This policy is an extension of the SDHI - Securities Dealing Code.

## 3. Definitions:

- i. **Chief Investor Relation Officer (“CIRO”)** Shall mean a senior officer of the Company, designated by the Board of Directors from time to time, who is financially literate and responsible for ensuring compliance with continuous disclosure requirements and preventing the selective disclosure of Unpublished Price Sensitive Information (UPSI) to analysts, institutional investors, and research personnel.
- ii. **Disciplinary Action** means any action that can be taken on the completion of / during the investigation proceedings including but not limiting to a warning, imposition of fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.

The terms or word not defined herein shall have meaning as described to it in SDHI Securities Dealing Code for Prevention of Insider Trading or SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended.

#### **4. Duties of Chief Investor Relations Officer:**

The CIRO shall be responsible to:

- i. Oversee the Compliance of this policy.
- ii. Report the incident of actual or suspected leak of UPSI inquiries thereto and results thereof to the Securities and Exchange Board of India.
- iii. Intimate the incident of actual or suspected leak of UPSI to the Stock Exchanges, if necessary.
- iv. To co-ordinate with and disclose the relevant facts of the incident of actual or suspected leak of UPSI to Information Leakage Investigation Committee of Board of Directors of the Company.

#### **5. Disclosure of actual or suspected leak of UPSI to Stock Exchanges & SEBI:**

On becoming aware of actual or suspected leak of Unpublished Price Sensitive Information of the Company, the CIRO shall ensure that the same shall be promptly 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.

#### **6. Report of actual or suspected leak of UPSI to SEBI:**

On becoming aware of actual or suspected leak of Unpublished Price Sensitive Information of the Company, the CIRO shall ensure that a report on such actual or suspected leak of UPSI, preliminary enquiry thereon and results thereof shall be promptly informed to SEBI in the format as set out in “**Annexure B**” to this policy.

#### **7. Constitution of Information Leakage Investigation Committee:**

The Board of Directors, shall constitute a Committee to be called as “Information Leakage Investigation Committee”.

The Committee shall consist of minimum 3 (three) Members consisting of one Director, Chief Financial Officer, Chief Investor Relation Officer. The Company Secretary of the Company shall act as advisor to the Committee. The Chairman & Managing Director may change/alter/re-constitute the Information Leakage Investigation Committee as may be required from time to time.

#### **8. Duties of Information Leakage Investigation Committee:**

The Committee shall be responsible:

- a. To conduct a preliminary enquiry to ascertain the truth contained in the information or complaint pertaining to actual or suspected leak of UPSI, if any;
- b. To authorize any person, if required, to collect necessary support material;
- c. To consider the facts and circumstances and decide / direct on the matter

- d. To decide disciplinary action thereon.

**9. Procedure for enquiry in case of leak of UPSI:**

- a. On suo-moto becoming aware or otherwise on a complaint received in writing or by email at [sdhi.insiderinvestigation@swan.co.in](mailto:sdhi.insiderinvestigation@swan.co.in), of actual or suspected leak of Unpublished Price Sensitive Information of the Company by any person in possession of or having access to Unpublished Price Sensitive Information, the below mentioned procedure will be followed in order to enquire and/or otherwise investigate the matter.
- b. The written/email complaint shall, inter alia, specify the particulars of the complaine and details of the complaint, and shall be addressed to [sdhi.insiderinvestigation@swan.co.in](mailto:sdhi.insiderinvestigation@swan.co.in)
- c. The CIRO shall immediately on receipt of the complaint, convene meeting of the Leakage Investigation Committee and place the complaint before the Committee.

**A. To take Cognizance of the matter**

The Information Leakage Investigation Committee shall meet within a period of 4 days after receipt of the information of actual or suspected leak of Unpublished Price Sensitive Information and take cognizance of the matter and decide as follows:

- a. If it is found that the allegation is frivolous, not maintainable or outside the scope, the same may be dismissed.
- b. If it is found that the issue requires further investigation, Preliminary Enquiry may be initiated

**B. Preliminary Enquiry:**

Preliminary enquiry is a fact-finding exercise which shall be conducted by the Chief Investor Relation Officer. The object of preliminary enquiry is to ascertain the truth or otherwise of the allegations contained in the information or complaint, if any, and to collect necessary available material in support of the allegations, and thereafter to decide whether there is justification to embark any disciplinary action.

The Chief Investor Relation Officer if required may appoint and / or authorize any person(s), as it may deem fit, to initiate/conduct an enquiry to collect the relevant fact, material substances on actual or suspected leak of UPSI.

**C. Report of Preliminary Enquiry to the Information Leakage Investigation Committee**

The Chief Investor Relation Officer or Person(s) appointed/authorized to enquire the matter of actual or suspected leak of UPSI submit his/her report to the Committee within 7 days from the date of his appointment on this behalf.

**D. Disciplinary Action:**

The Committee shall, basis the Report of the Preliminary Enquiry, take disciplinary action against the complaine. The Disciplinary Action(s) shall include, wage freeze, suspension, recovery, claw back, termination etc., as may be decided by the Members of the Committee, in addition to the penal provisions under SDHI Security Code for prevention of Insider Trading or SEBI Act or any other statutory enactments, as applicable

**10. Amendment:**

The Board of Directors of the Company, in accordance with applicable laws, rules, and regulations, may amend or substitute any provision(s) with 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.

## **Annexure A**

### **Format for Intimation of Actual or Suspected leak of UPSI to the Stock Exchanges (Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015)**

**BSE Limited**

Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort,  
Mumbai – 400001

**BSE Scrip Code : 533107**

**National Stock Exchange of India Limited**

Exchange Plaza, 5th Floor, Plot No. C/1,  
G Block, Bandra Kurla Complex,  
Bandra [E], Mumbai – 400051

**NSE Symbol : SWANDEF**

Dear Sir / Madam,

**Subject: Intimation of actual or suspected leak of UPSI pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.**

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, we are reporting actual or suspected leak of Unpublished Price Sensitive Information (UPSI) of the Company, as follows;

<b>Name of Offender, if known</b>	
<b>Name of Organization</b>	
<b>Designation (Employee, Insider, Designated Person or any other)</b>	
<b>Nature of Information</b>	
<b>Whether any action initiated by the Company.</b>	Yes/No
<b>If yes, narration of the same</b>	
<b>Any other information</b>	

Request you to take the aforementioned on your records.

Thanking you,

Yours faithfully,

**For Swan Defence and Heavy Industries Limited**

**Chief Investor Relation Officer**

**Annexure B**

**Format for Reporting Actual or Suspected leak of UPSI to SEBI**

(Pursuant to Regulation 9A (5) of SEBI (Prohibition of Insider Trading) Regulation, 2015)

To,  
Securities and Exchange Board of India  
Plot No. C 4-A, G Block,  
Near Bank of India, Bandra Kurla Complex,  
Bandra East, Mumbai – 400 051, Maharashtra

Ref.: BSE Scrip Code No. “533107” NSE SYMBOL: “SWANDEF”

Dear Sir / Madam,

**Sub: Report of actual or suspected leak of UPSI pursuant to regulation 9A (5) of SEBI (Prohibition of Insider Trading) Regulation, 2015.**

Pursuant to Regulation 9A (5) of SEBI (Prohibition of Insider Trading) Regulation, 2015, we are reporting actual or suspected leak of Unpublished Price Sensitive Information (UPSI) of the Company, as follows;

<b>Name of Offender, if known</b>	
<b>Name of Organization</b>	
<b>Designation (Employee, Insider, Designated Person or any other)</b>	
<b>Nature of Information</b>	
<b>Whether any action initiated by the Company.</b>	Yes/No
<b>If yes, narration of the same</b>	
<b>Any other information</b>	

Request you to take the aforementioned on your records.

Thanking you,

Yours faithfully,  
**For Swan Defence and Heavy Industries Limited**

**Chief Investor Relation Officer**

**Document Control:**

Version	Author	Approved by	Date
01	Company Secretary	Board of Directors	23/05/2025