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UNPUBLISHED PRICE SENSITIVE INFORMATION**

*[Pursuant to Regulation 9A and other relevant provisions of the Securities and Exchange Board of
India (Prohibition of Insider Trading) Regulations, 2015]*

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POLICY FOR INQUIRY FOR LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION

1. BACKGROUND

Regulation 9A of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended (“SEBI PIT Regulations”) mandates every listed company to formulate a written policy and procedures for inquiry in case of leak of Unpublished Price Sensitive Information (“UPSI”) and initiate appropriate action on becoming aware of leak of UPSI and inform the Securities and Exchange Board of India (“SEBI”) promptly of such leaks, inquiries and results of such inquiries. In this regard, the Board of Directors of Latent View Analytics Limited (“Company”) has laid down this policy for procedure of inquiry in case of leak of UPSI (the “Policy”), for adoption.

This policy has been approved by the Board of Directors of the Company at its meeting held on Jan 29, 2024 being the effective date of this Policy and is disclosed on the website of the Company (<https://www.latentview.com/>).

2. OBJECTIVES

- To strengthen the internal control system to prevent leak of UPSI.
- To have a uniform code to curb the un-ethical practices of sharing UPSI by Insiders, Employee & Designated Persons with any person, firm, Company or Body Corporate.
- To restrict and prohibit the practice of sharing of UPSI, unless permitted, as any leak of UPSI may lead to loss of reputation and may adversely impact the faith reposed by the stakeholders in the Company.
- To initiate inquiry in case of leak of UPSI or suspected leak of UPSI and promptly inform the same to SEBI.
- To take disciplinary actions, if deemed fit against any Insider, Employee and Designated Persons who appears to have found guilty of violating this policy, apart from any action that SEBI may initiate/take against the Insider, Employee Designated Persons.

3. DEFINITIONS

In this Policy:

- a) **Applicable Laws** shall mean the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 together with the circulars issued thereunder; as amended from time to time.
- b) **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 & Regulation 18 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).
- c) **Board** shall mean the Board of Directors of the Company.
- d) **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 & Regulation 18 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

- e) **Code** means the Company's Code of Conduct for regulating, monitoring and reporting of trading by insiders
- f) **Compliance Officer** shall mean the Compliance Officer of the Company appointed by the Board of Directors under the SEBI Listing Regulations.
- g) **Investigation Officer** ("IO") shall mean the Chief Financial Officer of the Company appointed by the Board of Directors.
- h) **Leak of UPSI** means communication of information which is/deemed to be UPSI by any person, who is in possession of UPSI, to any other person, directly or indirectly, overtly, or covertly or in any manner whatsoever, except for legitimate purposes, performance of duties or discharge of legal obligations.
- i) **Unpublished Price Sensitive Information** or **UPSI** means 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, delisting, disposals, and expansion of business and such other transactions;
 - (v) changes in key managerial personnel;
 - (vi) such other information as determined by the Board of Directors/Chief Executive Officer/Chief Operating Officer/Chief Financial Officer from time to time
- j) **Whistle Blower** means an employee of the Company making a disclosure under the Whistle Blower Policy.
- k) **Suspect** means the person or persons against or in relation to whom an inquiry is initiated in case of leak or suspected leak of UPSI.

Words and expressions used and not defined in this Policy but defined in the Applicable Laws shall have the same meaning respectively assigned to them in those Applicable Laws.

4. CONSTITUTION OF INQUIRY COMMITTEE

An "Inquiry Committee" shall be constituted by the Board to handle actual or suspected leak of UPSI and to perform such duties as may be prescribed by this Code or by any other applicable law for the time being in force.

The Inquiry Committee shall consist of:

1. Mr.A.V.Venkataraman (Whole Time Director)
2. Ms.Pramadwathi Jandhyala (Whole Time Director)
3. Mr.Rajan Sethuraman (Chief Executive Officer)

The Board may re-constitute the Committee as maybe required from time to time.

5. DUTIES OF INQUIRY COMMITTEE

The duties of the Inquiry Committee shall be as follows:

- (a) conducting a detailed inquiry to ascertain the truth contained in the information or complaint pertaining to actual or suspected leak of UPSI, if any;
- (b) authorizing any person, if required, to collect necessary support material.
- (c) considering the facts and circumstances and decide / direct on the matter; and
- (d) recommend the disciplinary action thereon to the Audit Committee.

6. POWERS OF INQUIRY COMMITTEE

For purpose of conducting inquiry, the Inquiry Committee may:

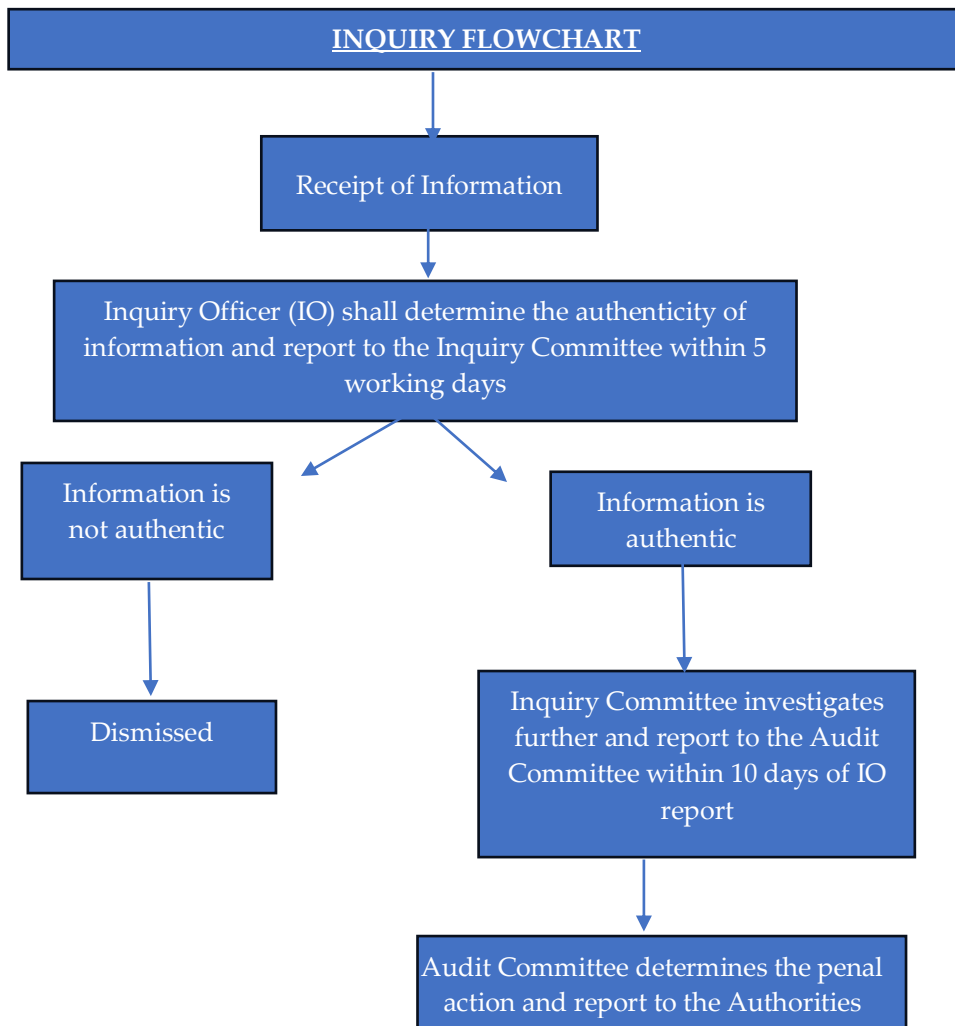
- a) call upon
 - such employees/individuals to seek clarification or information pertaining to leak
 - persons / members of committees involved in generation of the original data for purpose of determination of key figures pertaining to financial figures.
 - persons involved in the consolidation of the figures for the financial results.
 - persons involved in the preparation of Board notes and presentations.
 - persons involved in dissemination of information relating to financial results in the public domain.
 - any other persons who had access to the information.
 - any market intermediaries, fiduciaries and other person/ entities who have access to UPSI for inquiry conducted for leak of such UPSI.
- b) at its discretion, invite external investigators/experts.
- c) take necessary actions including sending the Suspect on leave, restrict physical access to the office premise, freeze access to systems, electronic devices, emails, etc., during the pendency of the investigations for fair conduct of the proceedings.
- d) keep the identity of the Suspect confidential till the completion of inquiry unless it is essentially required for the purpose of investigation.
- e) notify the Suspect of the allegations at the outset of internal investigation and provide him opportunity to represent his case and submit evidence.
- f) do all such acts, deeds, matters and things as are necessary for the purpose of conduct of internal investigation.

7. DUTIES OF IO

The IO shall be responsible to:

- a. Oversee the compliance of the Policy.
- b. On becoming aware about the incident of actual or suspected leak of UPSI, shall carry out a preliminary investigation and promptly intimate the Inquiry Committee as appointed by the Board from time to time along with the relevant facts for initiating appropriate inquiries.
- c. Promptly communicate the findings of Inquiry Committee to Audit Committee.
- d. Promptly intimate to the SEBI and stock exchanges on which the securities of the Company are listed of such actual or suspected leaks, inquiries and results of such inquiries

8. PROCEDURE FOR INQUIRY IN CASE OF LEAK OF UPSI:



i. Source of information relating to leak of UPSI:

Information (written/oral/electronic) regarding the leak of UPSI may be received by the Company in the form of complaint or self-declaration from the following sources:

a) Internal –

By promoter, member of the promoter group, Director, Key Managerial Person, Employees of LatentView and its Subsidiaries, Designated Person, or from the suspect himself.

b) External –

Any entity including Registrar and Share Transfer Agent, Depository, Stock Exchanges, Registrar of Companies or any other statutory/regulatory bodies including any department of the Central or State Government as the case may be.

ii. Preliminary Inquiry:

a) Investigation Process

The IO upon receipt of the complaint or becoming aware of the actual or suspected leak of UPSI shall carry out a preliminary investigation to determine the authenticity of the suspected/Actual leak of UPSI.

The main objective of preliminary inquiry 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 IO in consultation with the compliance officer or any authorized person(s), as it may deem fit, shall upon the receipt of information, take cognizance of the matter and decide as follows:

- I. if it is found that the allegation is frivolous and not tenable or is outside the scope, the same shall be dismissed.
- II. if it is found that the issue merits further investigation, preliminary inquiry may be initiated.

The following steps may be followed by the IO to analyse the accuracy of the allegation/ suspicion of leak of UPSI of the Company:

- I. assessing the source and type of complaint/ allegation/ suspicion;
- II. 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
- III. conducting interviews with the complainant, in the event his/ her identity is known, and other relevant stakeholders, in connection with the matter.

If the IO has a conflict of interest in any given case, then he/she should recuse himself/herself and the Chief Executive Officer/Whole Time Directors of the Company shall authorize any other person and such authorized person shall investigate as required under this Policy.

b) Report of Preliminary Inquiry:

The IO shall submit his report along with his recommendations and reasons thereof to the Inquiry Committee within 5 working days from the date of receipt of information/complaint.

iii. Detailed Inquiry

a) Investigation Process

Based on the report and recommendations of the Inquiry Officer, the matter requires to be investigated further, will be handled by the Inquiry Committee. The Inquiry Committee may exercise all such powers and duties to determine the impact of UPSI leak and undue benefit gained by the suspect.

b) Report of Preliminary Inquiry:

The Inquiry Committee shall conduct the Inquiry and take all requisite steps and conclude the Inquiry within 10 working days from the submission of the Preliminary report shall submit its report to Audit Committee. Further, the period for conclusion of the Inquiry may be extended with the prior permission of the Audit Committee, if the circumstances so require.

iv. Review of the Investigation Report by Audit Committee:

Upon the receipt of the detailed investigation report, if the Audit Committee is of the opinion that such person(s) is/are guilty of leak of UPSI or suspected leak of UPSI, then it will order for necessary Disciplinary Action, which will be in addition to the penal provisions stated under SEBI Insider Trading Regulations and any other statutory enactments, as applicable.

SEBI or any other appropriate regulatory authority would also be informed of such violation who may take appropriate action against the defaulter.

v. Disciplinary Action:

The disciplinary action may include wage freeze, suspension to trade in the company's shares, recovery of undue gains, clawback, ineligibility for future participation in the Company's stock option plans, or termination, as may be decided by the Audit Committee.

9. RIGHTS AND OBLIGATIONS OF THE SUSPECT

a) The Suspect shall-

- co-operate with the Inquiry Committee during the investigation process.
- have a right to consult with a person or persons of their choice, other than members of Inquiry Committee.
- Right to be informed of the outcome of the investigation.

b) The Suspect(s) has the responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with and witnesses shall not be influenced, coached, threatened or intimidated by the Suspects.

c) Unless there are compelling reasons not to do so, Suspects will be given the opportunity to respond to material findings contained in investigation report. No allegation of wrongdoing against a Suspect shall be considered as maintainable unless there is good evidence in support of the allegation.

10. CONFLICT IN POLICY

In the event of any conflict between this Policy and the provisions contained in the

Applicable Laws, the provisions of Applicable Laws shall prevail.

11. REVIEW / AMENDMENT:

Any change in the Policy shall be approved by the Board. The Board shall have the right to withdraw and / or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding. In case of any subsequent changes in the applicable laws which makes any of the provisions in the policy inconsistent with the applicable laws, then the provisions of the applicable laws would prevail over the policy and the provisions in the policy would be modified in due course to make it consistent with law.
