



ZENITH STEEL PIPES & INDUSTRIES LIMITED

CODE OF PRACTICES & PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

[Framed under Regulation 8 (1) of SEBI (Prohibition of Insider Trading) Regulations, 2015]

PREFACE:

The Securities and Exchange Board of India (SEBI), in its effort to safeguard the interests of investors, has notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as the “Regulations”).

Regulation 8 of the said Regulations mandates the formulation of a “Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information” (hereinafter referred to as the “Code”).

Zenith Steel Pipes & Industries Limited is committed to maintaining the confidentiality of unpublished price sensitive information and preventing its misuse. To achieve these objectives and in compliance with the aforementioned SEBI regulations, Zenith Steel Pipes & Industries Limited hereby adopts and notifies this Code.

This Code shall be applicable to the Promoters, Directors, Officers, Employees, and Connected Persons of the Company.

Any future modifications and/or amendments to the SEBI (Prohibition of Insider Trading) Regulations, 2015 shall automatically apply to this Code.

CODE OF FAIR DISCLOSURE:

This Code aims to establish a clear framework and policy for the fair disclosure of events and occurrences that may influence the price discovery of the Company’s securities in the market. To achieve this objective, the Company, along with its Board members, Officers, employees, and connected persons, shall adhere to the following principles for the fair disclosure of unpublished price sensitive information, both in letter and spirit:

1. Disclose any Unpublished Price Sensitive Information (UPSI) that could impact price discovery to the public as soon as credible and concrete information becomes available, ensuring that it is widely accessible.



2. a. Ensure the timely and uniform dissemination of UPSI to prevent selective disclosure, by communicating the information to the Stock Exchange(s) and publishing it on the Company's website.

(Note: In certain circumstances, the Company may withhold material information, as outlined in Clause 36 of the Listing Agreement, for a limited period. This is to protect strategic business opportunities that could be compromised by immediate disclosure or due to third-party confidentiality agreements or event uncertainty. The Executive Director of the Company will determine the appropriate time for disclosing such material information.)

b. Disclose media releases issued by the Company that are considered important for the general public, in addition to uploading them on the Company's website.

c. Post the quarterly and annual financial results on the Company's website for public reference.

3. The Company Secretary/Compliance Officer shall serve as the Chief Investor Relations Officer (CIRO) responsible for handling the dissemination of information and disclosure of unpublished price sensitive information. Employees of the Company are prohibited from responding to enquiries from the Stock Exchange(s), the media, or any other parties, unless explicitly authorized by the Executive Director or the CIRO.
4. Any unpublished price sensitive information that is disclosed selectively, inadvertently, or otherwise shall be promptly disseminated to make it widely available.
5. Provide accurate and fair responses to queries regarding news reports and requests for verification of market rumors from regulatory authorities such as Stock Exchange(s), etc.

(Note: The Company will not comment on every market rumor. However, if requested by the Stock Exchange, the Company will provide a response to the market rumor.)

6. The Board of Directors shall ensure that information shared with analysts and research personnel is not unpublished price sensitive information.
7. Best practices shall be implemented to maintain transcripts or records of meetings with analysts and other investor relations conferences on the official website, ensuring official confirmation and proper documentation of all disclosures made.
8. All unpublished price sensitive information shall be handled on a need-to-know basis.



LEGITIMATE PURPOSE:

An Insider may share unpublished price sensitive information for legitimate purposes, as outlined in the "Policy for Determination of Legitimate Purposes" (**Annexure A**), provided it is not shared to evade or circumvent the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

LEAK/SUSPECTED LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION:

The Board has formulated written policy for initiating appropriate inquiries on becoming aware of leak/suspected leak of unpublished price sensitive information (**Annexure B**)

POWER OF BOARD OF DIRECTORS:

The Board may, from time to time, establish additional rules and procedures to effectively implement the intent of this Code and further enhance the objective of good corporate governance.

The decisions of the Board of Directors regarding any matters related to this Code shall be final and binding on all parties involved.

DISCLOSURE OF THE CODE ON PUBLIC DOMAIN:

This Code shall be published on the official website of the Company.



ANNEXURE A

POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES

[Pursuant to Regulation 3(2A) of SEBI (Prohibition of Insider Trading) Regulations, 2015]

PREFACE:

This Policy, formulated as part of the "Codes of Fair Disclosure and Conduct" under Regulation 8 of the SEBI (Prohibition of Insider Trading) Regulations, 2015, shall be referred to as the "Policy for Determination of Legitimate Purposes."

This Policy is created in accordance with Regulation 3(2A) of the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

OBJECTIVE:

The objective of this policy is to identify 'Legitimate Purposes' for performance of duties or discharge of legal obligations, which will be considered as exception for the purpose of procuring unpublished price sensitive information (UPSI) relating to the Company or its listed securities.

The Company shares data or information with various stakeholders like organizations, agencies, institutions, intermediaries, establishments, persons, etc., during the course of its business operations. Such unpublished data or information, if made publicly available may materially impact the market price of the listed securities of the Company. If such persons' trade on the basis of unpublished price sensitive information ('UPSI'), it could result in an undue advantage to such persons. The trading in the securities of the Company by an insider is governed by and subject to the SEBI (Prohibition of Insider Trading) Regulations, 2015 ('Regulations') as amended from time to time.

DEFINITIONS:

"Connected Person" means Connected Person as defined under Regulations and shall also include promoters and their directors and key managerial personnel. (Regulation 2(1)(d)).

"Insider" means any person who is

- i. a connected person or
- ii. in possession of or having access to Unpublished Price Sensitive Information. (Regulation 2(1)(g))

"Legitimate Purposes" shall mean sharing of UPSI in the ordinary course of business by an Insider with the following, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations:



1. Promoters of the Company
2. Auditors (Statutory, Internal, Secretarial and any other Auditor as applicable)
3. Staff Members of the Audit firm/team conducting the Audit
4. Collaborators
5. Lenders
6. Customers
7. Suppliers
8. Bankers
9. Legal Advisors
10. Insolvency Professionals
11. Consultants
12. Any other advisors/consultants/partners
13. Any other person with whom UPSI is shared

“**relative**” shall mean the following:

- (i) spouse of the person;
- (ii) parent of the person and parent of its spouse;
- (iii) sibling of the person and sibling of its spouse;
- (iv) child of the person and child of its spouse;
- (v) spouse of the person listed at sub-clause (iii); and
- (vi) spouse of the person listed at sub-clause (iv)

"unpublished price sensitive information" 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, delistings, disposals and expansion of business, award or termination of order/contracts not in the normal course of business and such other transactions;
- v. changes in key managerial personnel, other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;
- vi. change in rating(s), other than ESG rating(s);
- vii. fund raising proposed to be undertaken;
- viii. agreements, by whatever name called, which may impact the management or control of the company;
- ix. fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;



- x. resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
- xi. admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
- xii. initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
- xiii. action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
- xiv. outcome of any litigation(s) or dispute(s) which may have an impact on the company;
- xv. giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;
- xvi. granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

ILLUSTRATIVE LIST WHERE SHARING OF UPSI WILL BE CONSIDERED AS LEGITIMATE PURPOSE:

In the following cases, which is illustrative in nature, sharing of UPSI will be considered as for legitimate purpose:

- For investigation, inquiry or for request of information by statutory authorities such as Ministry of Corporate Affairs, Registrar of Companies, Stock Exchange, Securities and Exchange Board of India, Income Tax Department, Customs Department, Shipping Ministry, Goods & Services Taxes Department, etc.,
Example: Any call for information or query received from Ministry of Corporate Affairs, Income Tax Authority, Securities and Exchange Board of India (“SEBI”), Stock Exchanges, Reserve Bank of India, Sectoral Regulatory Body, etc.
- As a part of compliance with the applicable laws, rules, regulations
Example: Company Law, Securities Law, Income Tax Law, Banking Law, etc.
- Arising out of any contractual obligations or arrangement entered into by the Company set forth in any contract, agreement, arrangement, settlement, understanding or undertaking such as Due-diligence for any kind of restructuring, namely mergers & acquisitions, joint venture agreements, share purchase agreements, franchisee agreement, etc.
Example: Due-diligence for any kind of restructuring, namely mergers & acquisitions, joint venture agreements, share purchase agreements, franchisee agreement, etc.



- Arising out of business requirement including requirement for the purposes of promoting the business and strategies of business. Which may requires sharing of information with Promoters and Promoters in turn with their Promoters on need to know basis.
- Sharing the information with intermediaries and fiduciaries such as Auditors, Merchant Bankers, Management Consultants, Partners, Collaborators or Other Advisors or Consultants in order to avail professional services from them.
- For the purpose of legal, financial or any other professional advice to be obtained or for accounting or audit or for defense to be prepared for court cases.
- Under any proceedings or pursuant to any order of courts or tribunals such as National Company Law Tribunal, National Company Law Appellate Tribunal, Quasijudicial authority, Other Appellate Tribunals, Arbitration Proceedings, etc.
Example: National Company Law Tribunal, National Company Law Appellate Tribunal, Quasijudicial authority, Other Appellate Tribunals, Arbitration Proceedings, etc.

Any person in receipt of UPSI pursuant to a “legitimate purpose” shall be considered an “insider” for purposes of the Regulations and shall comply with the Code.

PROCESS FOR SHARING UPSI:

The insider shall conduct the following steps while sharing UPSI:

- i) Satisfy that information is UPSI and sharing is for legitimate purpose
- ii) Identify the persons with whom the information is to be shared
- iii) Notify the recipient that UPSI is being shared and enter into a confidentiality/non-disclosure agreement.
- iv) Mode of sharing UPSI shall be either by an email (address directly to the insider without copying) or hard copy or any other electronic mode or device or provide access to the information, data, server with acknowledgement.
- v) Maintain names of the persons along with PAN (or any other identifier where PAN is not available) with whom information is shared. The database shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database. This database shall be kept confidential.

DIGITAL DATABASE:

The Board of Directors shall ensure the maintenance of a structured digital database that includes the names of individuals or entities with whom Unpublished Price Sensitive Information (UPSI) is shared, as per Regulation 3. This database shall also include the Permanent Account Number



(PAN) or any other legally authorized identifier in cases where PAN is unavailable. The database must be safeguarded with appropriate internal controls and mechanisms, such as time stamping, audit trails, and other measures, to prevent tampering and ensure data integrity.

RESTRICTIONS ON COMMUNICATION AND TRADING BY INSIDERS:

The board of directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, and shall not otherwise trade in securities of the company when in possession of unpublished price sensitive information.

AMENDMENT:

The Board of Directors of the Company, subject to 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 the events of inconsistency of this Policy with any legal provisions, the provisions of the law shall override this policy.



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

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

INTRODUCTION:

The SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended by the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 (“SEBI Insider Trading Regulations”) mandates every listed company to formulate a written policy and procedures for inquiry in case of leak or suspected leak of unpublished price sensitive information (“UPSI”) and initiate appropriate action on becoming aware of leak or suspected leak of UPSI and inform Securities and Exchange Board of India (“SEBI”) promptly of such leaks, inquiries and results of such inquiries.

In this regard, Board of Directors of Zenith Steel Pipes & Industries Limited (“ZSPIL/Company”) has laid down this policy for Procedure of Inquiry in case of leak or suspected leak of UPSI (“the Policy”).

PURPOSE:

The Policy aims to provide a framework for inquiry in case of leak or suspected leak of Unpublished Price Sensitive Information (UPSI) and strengthening the internal control system to prevent leak of UPSI.

SCOPE:

The Company endeavors to preserve the confidentiality of un-published price sensitive information (UPSI) and to prevent misuse of such information. The Company shall strive to 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 person(s) with any unauthorized person which affects the reputation of the Company.

This Policy deals with formulating procedures for inquiry such as initiating inquiry, reporting, etc. in case of leak or suspected leak of UPSI, strengthening the internal control system to prevent leak of UPSI through Structured Digital Database (SDD), training and periodic review, and penalizing any insider who appears to have found guilty of violating this policy.

OBJECTIVE:

- (i) To strengthen the internal control system to prevent leak of UPSI.



- (ii) To restrict and prohibit the practice of sharing of UPSI, with the un-authorized person, which originates from within the Company and which affects the market price of the Company as well as loss of reputation and loss of investors' / financiers' confidence in the Company.
- (iii) To have a uniform code to curb the un-ethical practices of sharing UPSI by Insider, employee & Designated Person with any person, firm, company or body corporate.
- (iv) To initiate inquiry in case of leak of UPSI or suspected leak of UPSI and promptly inform the same to the SEBI.
- (v) To take disciplinary actions, if deemed fit against any Insider, employee & Designated Person who appears to have found guilty of violating this Policy, apart from any action that SEBI may initiate/take against such person.
- (vi) To ensure the maintenance and periodic audit of Structured Digital Database (SDD) to track communication of UPSI in compliance with Regulation 3(5) of the SEBI PIT Regulations.
- (vii) To implement regular training and awareness programs for employees and Designated Persons on Prevention of Insider Trading and handling of UPSI.
- (viii) To review the effectiveness of this Policy periodically and make amendments to align with changing laws, best practices and internal requirements.

DEFINITIONS:

The definitions of some of the key terms used in the policy are given below. Capitalized terms are not defined herein shall have the meaning assigned to them under the Regulations.

“Audit Committee” means the Audit Committee constituted by the Board of Directors of the Companies in accordance with Section 177 of the Companies Act, 2013 & Regulation 18 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

“Code” means ZSPIL Code of Conduct for Prevention of Insider Trading.

“Company” means Zenith Steel Pipes & Industries Limited.

“Compliance Officer” means the person as defined in Code.

“Investigating Officer” (“IO”) Investigating Officer shall mean the Compliance Officer of the Company appointed by the Board of Directors pursuant to the SEBI Insider Trading Regulation.

“Leak of UPSI” shall refer to such communication of information by any Insider, employee & Designated Person of the Company, by virtue of which UPSI is made available or becomes available, by any means or mode to any person before its official publication or announcement or formal circulation in public domain.



“**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.

“**Support Staff**” shall include IT staff or secretarial staff or finance staff or accounts staff who have access to unpublished price sensitive information.

“**Structured Digital Database**” shall mean the database maintained by the Company in accordance with clause 3(5) of the Regulations.

"Unpublished price sensitive information" 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, delistings, disposals and expansion of business, award or termination of order/contracts not in the normal course of business and such other transactions;
- v. changes in key managerial personnel, other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;
- vi. change in rating(s), other than ESG rating(s);
- vii. fund raising proposed to be undertaken;
- viii. agreements, by whatever name called, which may impact the management or control of the company;
- ix. fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;
- x. resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
- xi. admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
- xii. initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
- xiii. action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
- xiv. outcome of any litigation(s) or dispute(s) which may have an impact on the company;



- xv. giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;
- xvi. granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

“Whistle Blower” means an employee of a Company making a disclosure under the Whistle Blower Policy

“Working days” means working days of the Company

Words not defined in this Policy shall have the meaning ascribed to them in the Regulations.

DUTIES OF INVESTIGATING OFFICER:

The IO 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 Inquiry committee.
- (iii) Report the incident of actual or suspected leak of UPSI to the SEBI.

REPORT OF ACTUAL OR SUSPECTED LEAK OF UPSI TO THE SEBI:

Upon becoming aware of any actual or suspected leak of Unpublished Price Sensitive Information (UPSI) of the Company, whether voluntarily or through information received from any individual, the Investigating Officer (IO) shall ensure that:

- (a) the matter is promptly referred to the Inquiry Committee for review, and
- (b) a report detailing the findings of the inquiry, along with the outcome of the investigation, is promptly submitted to SEBI upon conclusion of the inquiry.

CONSTITUTION OF INQUIRY COMMITTEE:

In the event of an actual or suspected leak of Unpublished Price Sensitive Information (UPSI), the Board, or a Committee of the Board, or any person(s) authorized by the Board or the Committee, shall constitute a Committee known as the "Inquiry Committee" to carry out the responsibilities as outlined in this Code or any other applicable laws in force at the time.

The Inquiry Committee shall consist of at least three members, including the Chief Financial Officer, the Investigating Officer, and/or any other officer(s) of the Company as deemed appropriate by the Board or the Committee of the Board.

The Board or the Committee of the Board reserves the right to modify, alter, or reconstitute the Inquiry Committee as necessary, from time to time.



POWERS OF THE INQUIRY COMMITTEE:

For purpose of conducting inquiry, the Inquiry Committee may:

- a) call upon
 - such employees/individuals to seek clarification or information pertaining to the 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.

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.

PROCEDURE FOR INQUIRY IN CASE OF LEAK OF UPSI:

- 1. Any instance of a leak of Unpublished Price Sensitive Information should be based on the Whistleblower's direct and firsthand experience. It should not rely on secondary sources, such as rumors or informal communications.
- 2. An inquiry under this policy shall be initiated upon receipt of a written complaint from an Insider, Designated Person, Registrar and Share Transfer Agent, or any other regulatory authority.
- 3. The Whistle Blower may report or file a complaint regarding the leak of UPSI by submitting a hard copy or sending an email to the Compliance Officer.
- 4. The Whistle Blower shall provide details of the complaine and the complaint. Additionally, they may attach any documentary evidence they deem necessary to substantiate the complaint.
- 5. The Whistle Blower must ensure that any reported instance of a UPSI leak is genuine and supported by adequate evidence. If it is found that the allegation was made with mala fide intent, was frivolous, or lacked authenticity, the Whistle Blower may be subject to disciplinary action. However, the Company shall ensure adequate protection to genuine whistle blowers acting in good faith, as per the whistle bower policy and provide confidentiality and non-retaliation safeguards.
- 6. A preliminary inquiry shall be conducted to determine the validity of the allegations in the complaint or information received. This inquiry will involve gathering relevant material to support the claims and assessing whether further investigation is warranted. The Compliance Officer shall conduct the preliminary inquiry under the supervision of the Managing Director and the Chairman of the Audit Committee.



7. The Compliance Officer, in consultation with the Audit Committee and the Managing Director, shall notify the complaine of the complaint received and request a written representation from them.
8. If the Chairman of the Audit Committee, Managing Director, and Compliance Officer determine that the preliminary inquiry warrants further investigation, the matter shall be referred to the Inquiry Committee for a detailed investigation. Simultaneously, the Compliance Officer shall inform SEBI about the leak or suspected leak of UPSI.
9. The Inquiry Committee shall comprise the Compliance Officer, Chief Financial Officer, Managing Director, Head of Human Resources, and any other individual nominated by the Managing Director. In the event that any member of the Inquiry Committee has a conflict of interest in a particular case, they shall recuse themselves, and the remaining members shall proceed with handling the matter.
10. Upon receiving the preliminary inquiry report and all supporting documents, the Inquiry Committee shall initiate the investigation. Upon completion, the final report shall be submitted to the Audit Committee, while a summary report shall be promptly shared with the Board. Simultaneously, the report shall also be submitted to SEBI.
11. The Inquiry Committee may summon employees or individuals to provide clarifications or information related to the leak of UPSI or the persons involved in generating the original data.
12. Unless there are compelling reasons otherwise, the suspect shall be given an opportunity to respond to the material findings in the investigation report. The suspect must not interfere with the investigation, nor should any evidence be withheld, destroyed, or tampered with. Additionally, the suspect shall fully cooperate with the Inquiry Committee throughout the investigation process.
13. The Inquiry Committee shall complete the investigation and submit its final report within 30 days from the date the matter was referred to the Committee or within a reasonable extended timeframe if required. The report shall clearly state whether a leakage of UPSI has occurred and, if so, recommend the appropriate disciplinary action against the violator. The Committee shall also recommend necessary systematic changes or additional controls, if required to prevent the recurrence.

CONSEQUENCES OF NON-COMPLIANCE:

- a. On receipt of report of inquiry committee, the Compliance Officer shall forthwith forward such report to Audit Committee.



- b. The disciplinary action against Suspect may be taken on receipt of investigation report by the Audit Committee in consultation with the Board of Directors or any other person authorized by the Board.
- c. The disciplinary action may include wage freeze, suspension, recovery, claw back, ineligibility for future participation in the Company's stock option plans or termination, as may be decided by the Audit Committee or the Board of Directors or any other person authorised by the Board.
- d. SEBI or any other appropriate regulatory authority would also be informed of such violation who may take appropriate action against the Suspect.

PERIODIC REVIEW:

This Policy shall be reviewed at least once in every two years or earlier, as deemed necessary, to incorporate any changes in applicable laws, rules and regulations or based on internal assessments or audit findings.

AMENDMENT:

The Board of Directors of the Company, subject to 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 the events of inconsistency of this Policy with any legal provisions, the provisions of the law shall override this policy. Any amendment shall also be communicated promptly to all designated Persons and Key Employees through internal communication and training modules.