

Date: 28-05-2022

To,  
Department of Corporate Services,  
**BSE Limited**,  
Floor 25, P.J. Towers,  
Dalal Street,  
Mumbai-400 001

Scrip Code: 522105

**Sub: Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("UPSI")**

Dear Sir,

Pursuant to Regulation 8(2) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations") as amended, please find enclosed herewith Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("UPSI").

You are requested to take the same on record.

Thanking you,  
Yours faithfully,

**For Zenith Steel Pipes & Industries Limited**

**Sonal Solanki**  
**Company Secretary & Compliance Officer**

**ZENITH STEEL PIPES & INDUSTRIES LIMITED**

**CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF  
UNPUBLISHED PRICE SENSITIVE INFORMATION ("UPSI")**

**(Under Regulation 8(1) of SEBI (Prohibition of Insider Trading)  
Regulations, 2015, as amended from time to time)**

**CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION (“UPSI”)**

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**1. Preamble** – This Code has been framed in pursuance to the SEBI (Prohibition of Insider Trading) Regulation, 2015, as amended from time to time ("**PIT**") and the purpose of this code is to ensure timely and adequate disclosure of Unpublished Price Sensitive Information.

**2. Code of Fair Disclosure-** Zenith Steel Pipes & Industries Limited ("ZSPIL") has drafted this code called "Code of Practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information (**the "Fair Disclosure Code"**) to ensure timely and adequate disclosure of unpublished price sensitive information which would impact the price of the Company's securities and to maintain the uniformity, transparency and fairness in dealing with all stakeholders and in ensuring adherence to applicable laws and regulations. Further, the Company endeavours to preserve the confidentiality of unpublished price sensitive information and to prevent misuse of such information.

**3. Definitions- "Board"** means the Board of Directors of the Company.

**"Company"** means Zenith Steel Pipes & Industries Limited.

**"Chief Investor Relations Officer"** shall mean the Chief Financial Officer, unless otherwise decided by the Board. In the absence of Chief Financial Officer, Company Secretary shall act as Chief Financial Officer and in the absence of Company Secretary; as such person may be authorized by the board to act as the Chief Investor Relations Officer ("**CIRO**").

**"Unpublished Price Sensitive Information" or "UPSI"** shall mean any information, relating to the 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) periodically audited or un-audited financial results of the Company;
- (ii) Intended declaration of dividends(both interim and final) by the Company;
- (iii) change in capital structure including buy-back of securities;
- (iv) any amalgamation(s), mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions involving the Company;
- (v) changes in key managerial personnel
- (vi) material events in accordance with the Listing Agreement
  
- (vii) such other information as may be deemed to be unpublished price sensitive information by CIRO.

*NOTE: Information relating to the Company or securities of the Company, that is not generally available would be unpublished price sensitive information if it is likely to materially affect the price upon coming into the public domain. The types of matters that would ordinarily give rise to unpublished price sensitive information have been listed above to give illustrative guidance of unpublished price sensitive information*

Words not defined in this Fair Disclosure Code but defined in the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, or the Companies Act, 2013 and rules and regulations made thereunder, shall have the meanings respectively assigned to them in those legislations.

#### **4. Principles of Fair Disclosure**

(i) The Company will make prompt public disclosure of UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.

(ii) The Company will make, uniform and universal dissemination of UPSI to avoid selective disclosure.

(iii) The Chief Financial Officer of the Company shall act as the Chief Investor Relations Officer to deal with dissemination of information and disclosure of UPSI.

(iv) The Company will make prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

(v) The Company will provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.

(vi) The Company will ensure that information, if shared, with analysts and research personnel are not UPSI.

(vii) The Company will develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.

(viii) The Company will handle all UPSI on a need-to-know basis.

#### **5. Silent Period**

(i) During the period when the Trading Window is closed before the announcement of quarterly or annual financial results, any official of the Company shall not discuss or comment on any aspect of financial performance of the Company to any member of the media in order to avoid any inadvertent disclosure of unpublished price sensitive information on selective basis.

(ii) The Trading Window shall generally be closed for a period as specified by the regulations from time to time and shall reopen 48 (Forty-Eight) hours after the announcement of financial results by the Company.

#### **6. Sharing of UPSI for Legitimate purposes**

The UPSI shall be shared by any person(s) authorized by the Board of Directors or CIRO of the Company in this behalf, in furtherance of legitimate purpose(s) only and strictly on a need-to-know basis, which shall include the following;

(i) Sharing of UPSI in the ordinary course of business by any Insider, Employee, Designated Person or by any authorized person with existing or proposed partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants.

(ii) The information shall be shared with any person on 'need to know' basis.

(iii) Sharing of UPSI where such communication is in furtherance of performance of duty (ies) and in discharge of legal obligation(s);

Provided that such sharing should not be carried out to evade or circumvent the prohibitions of the SEBI Insider Trading Regulations.

## **6. Issue of Notice to the recipient of UPSI**

Any person in receipt of unpublished price sensitive information pursuant to a “legitimate purpose” shall be considered an “insider” for purposes of this code and due notice shall be given to such other persons:

i) To make such person aware that the information shared is or would be UPSI.

(ii) To make such person aware of the duties and responsibilities attached to the receipt of such UPSI and the liability attached to misuse or unwarranted use of such UPSI.

(iii) To instruct such person to maintain confidentiality of such UPSI in compliance with these regulations.

## **7. Digital Database of recipient of UPSI**

The CIRO shall be responsible to maintain a structured digital database of such persons or entities as the case may be with whom the information is shared, which shall contain the following information;

(i) Name of such recipient of UPSI;

(ii) Name of the Organization or entity to whom the recipient represents;

(iii) Postal Address and E-mail ID of such recipient;

(iv) Permanent Account Number (PAN) or any other identifier authorized by law. If PAN is not available.

The CIRO shall also be responsible to ensure that such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of such database.

## **8. Amendment**

The Board shall have the power to amend any of the provisions of the Fair Disclosure Code, substitute any of the provisions with a new provision or replace this Fair Disclosure Code entirely with a new Fair Disclosure Code.