



## CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

[Pursuant to Regulation 8(1) of the Securities and Exchange Board of India (**Prohibition of Insider Trading**) Regulations, 2015 as amended by *SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018*, (together referred to as “**Regulations**”), read with Schedule A of the Regulations]

### 1. PREFACE

This Code is made pursuant to Regulation 8(1) of the Regulations.

### 2. OBJECTIVE

-

The objective of this Code is to formulate a framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for its securities.

### 3. PRACTICES AND PROCEDURES

The following Principles of Fair Disclosure for the purposes of “Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information” shall be strictly followed by the Company (*Prakash Steelage Limited*) with immediate effect:-

- 1) The Company shall promptly disclose to the public "unpublished price sensitive information" (UPSI) that would impact price discovery, no sooner than credible & concrete information comes into being in order to make such information generally available.
- 2) The Company shall uniformly & universally disseminate information (UPSI) and avoid selective disclosure.
- 3) Designation of a senior officer as a chief investor relations officer to deal with dissemination of information and disclosure of UPSI.
- 4) The Company shall promptly disseminate UPSI that gets disclosed selectively, inadvertently or otherwise, to make such information generally available to all/public.
- 5) The Company shall render appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities, if any.
- 6) The Company shall ensure that information shared with analysts and research personnel is not UPSI.
- 7) The Company shall develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on its official website, in order to ensure official confirmation and documentation of disclosures made.
- 8) The Company shall handle all UPSI on a need-to-know basis.



## **4. LEGITIMATE PURPOSE**

As an exception, the UPSI can be shared by an Insider in furtherance of 'legitimate purposes', provided it is not shared to evade or circumvent the prohibitions under the Regulations.

The Company's "Policy for determination of Legitimate Purposes" is given as **Annexure A**.

## **5. LEAK/SUSPECTED LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

The Board has formulated a written policy for initiating appropriate inquiries on becoming aware of leak/suspected leak of unpublished price sensitive information, and informing the Securities and Exchange Board of India (SEBI) promptly of such leaks, inquiries and results of such inquiries. (**Annexure B**).

The Company has formulated a whistle-blower policy, that, inter-alia, enables employees to report instances of leak of UPSI.

## **6. CODE OF CONDUCT**

The Company shall adhere to the prescribed standards for code of conduct to regulate, monitor and report trading by insiders, designated employees and all other applicable persons and entities.

## **7. CHIEF INVESTOR RELATIONS OFFICER**

The Compliance Officer of the Company has been designated as the "Chief Investor Relations Officer" to deal with dissemination of information and disclosure of unpublished price sensitive information.

## **8. APPROVED AND ADOPTED**

This Policy has been approved and adopted by the Board on 12<sup>th</sup> day of February, 2019.

## **POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES**

*[Pursuant to Regulation 3(2A) of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018]*

### **1. PREFACE**

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

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

### **2. OBJECTIVE**

The objective of this policy is to identify 'Legitimate Purposes', which will be considered as an exception for the purpose of sharing/procuring unpublished price sensitive information (UPSI) relating to the Company or its listed securities or proposed to be listed securities, if any.

### **3. DEFINITION**

**a) "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 the regulations:

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

**b) "Insider"** shall mean any person in receipt of UPSI pursuant to a "legitimate purpose" shall be considered as an "insider" for purposes of these regulations and due notice shall be given to such persons (Insiders) to maintain confidentiality of such UPSI in compliance with the regulations.

### **4. DIGITAL DATABASE**

The Board of Directors shall ensure that a structured digital database is maintained containing the names of such persons or entities, as the case may be, with whom UPSI is shared under Regulation 3 of the Regulations, along with the Permanent Account Number (PAN) or any other identifier authorized by law, where PAN is not available. Such database shall be maintained with adequate internal controls and checks, such as time stamping, audit trails, etc. to ensure non-tampering of the database.



## **5. 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.

## **6. 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 any circumstance where the terms of this Policy differ from any law, rule, regulation etc. for the time being in force, then such law, rule, regulation etc. shall take precedence over this Policy.

This Policy and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchanges, if required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment, re-amendment or re-enactment thereto.

## **7. APPROVED AND ADOPTED**

This Policy has been approved and adopted by the Board on 12<sup>th</sup> day of February, 2019.

## **POLICY AND PROCEDURE FOR INQUIRY IN CASE OF LEAK OR SUSPECTED LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION (“UPSI”)**

*[Under Regulation 9A(5) of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018]*

### **1. BACKGROUND**

The SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 (hereinafter “Regulations”) has mandated every listed Company to formulate a written policy and procedures for inquiry in case of leak/suspected leak of unpublished price sensitive information (UPSI), to be approved by the Board of Directors of the company and to initiate appropriate inquiries on becoming aware of leak of UPSI or suspected leak of UPSI and inform the Board promptly of such leaks, inquiries and results of such inquiries.

In this regard, Board of Directors has laid down this policy for the “Procedure of inquiry in case of leak of Unpublished Price Sensitive Information” (‘the policy’), for adoption.

### **2. OBJECTIVES**

- i. To strengthen the internal control system to prevent leak of UPSI.
- ii. To restrict and prohibit the practice of sharing of UPSI, with un-authorized persons, which originates from within the company and which affects the market price of the Company as well as loss of reputation and investors’ / financiers’ confidence in the company.
- iii. To have a uniform code to curb the un-ethical practice of sharing UPSI by Insiders, Employee(s) & Designated Persons with any person, firm, Company or Body Corporate.
- iv. To initiate inquiry in case of leak of UPSI or suspected leak of UPSI and inform the same to the Securities and Exchange Board of India (“SEBI”) promptly.
- v. To penalize any Insider, Employee & Designated Persons who is/are found guilty of violating this policy.

### **3. SCOPE**

The Company endeavors to preserve the confidentiality of 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 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.

### **4. DEFINITIONS**

- i. **“Chief Investor Relation Officer (CIO)”** shall mean the Compliance Officer of the Company appointed by the Board of Directors under Securities and Exchange Board India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- ii. **“Leak of UPSI”** shall mean communication of UPSI by any Insider, Employee or Designated Person, and/or their relatives, or any other known or unknown person to any person other than a person(s) authorized by the Board after following the due process prescribed in this behalf in the Code of Practices for Fair Disclosure of the Company and/or under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment, re-amendment or re-enactment thereto.



- iii. **“Support Staff”** shall include the Finance & Accounts staff, the IT staff and/or the Secretarial staff of the Company who have access to UPSI.
- iv. **“Un-published Price Sensitive Information (UPSI)”** shall mean any information, relating to a company or its securities, directly or indirectly, that is not generally available and which, upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily include but not restricted to, information relating to the following:
  - a) Periodical financial results of the Company;
  - b) Intended declaration of dividends (Interim and Final);
  - c) Change in capital structure i.e. Issue of securities, buy - back of securities or any forfeiture of shares or change in market lot of the Company’s shares;
  - d) Mergers, De-mergers, Amalgamation, Acquisitions, De-listing of Securities, Scheme of Arrangement or Takeover, disposals, spin off or selling division of whole or substantially whole of the undertaking and expansion of business and such other transactions;
  - e) Any major expansion plans or execution of new projects or any significant changes in policies, plans or operations of the Company;
  - f) Changes in Key Managerial Personnel;
  - g) Any other matter as may be prescribed under the Listing Regulations and/or Corporate Law to be price sensitive, from time to time.

## **5. DUTIES OF CHIEF INVESTOR RELATIONS OFFICER (‘CIO’)**

The CIO shall be responsible to;

- i. Oversee the Compliance of this policy.
- ii. Report the incident of actual or suspected leak of UPSI to the Securities and Exchange Board of India (SEBI).
- iii. Intimate the incident of actual or suspected leak of UPSI to the Stock Exchanges.
- iv. To co-ordinate with and disclose the relevant facts of the incident of actual or suspected leak of UPSI to the Inquiry committee.

## **6. DISCLOSURE OF ACTUAL OR SUSPECTED LEAK OF UPSI TO STOCK EXCHANGES:**

On becoming aware of actual or suspected leak of UPSI of the Company, the CIO 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 C”** to this policy.

## **7. REPORT OF ACTUAL OR SUSPECTED LEAK OF UPSI TO SEBI**

On becoming aware of actual or suspected leak of UPSI of the Company, the CIO shall ensure that a report on such actual or suspect leak of UPSI, preliminary inquiry thereon and results thereof shall be promptly made to the SEBI in the format as set out in **“Annexure D”** to this policy.

## **8. CONSTITUTION OF INQUIRY COMMITTEE**

The Inquiry Committee shall consist of minimum 3 (three) Members which shall include Managing Director, Chief Financial Officer and Chief Investor Relation Officer and any other officer of the Company as may be mutually decided by the members of the Committee, on a case to case basis.

## **9. DUTIES OF INQUIRY COMMITTEE:**

The Inquiry Committee shall be responsible:-



- a. To conduct a preliminary inquiry to ascertain the truth contained in the information or complaint pertaining to actual or suspected leak of UPSI, if any; and
- b. To authorize any person to collect necessary support material; and
- c. To decide disciplinary action thereon.

## **10. PROCEDURE FOR INQUIRY IN CASE OF LEAK OF UPSI:**

On becoming aware suo-moto or otherwise, of actual or suspected leak of UPSI of the Company by any Insider or any other known or un-known person, the CIO after informing the same to the Managing Director and/or Chief Financial Officer of the Company, shall follow the below mentioned procedure in order to inquire and/or investigate the matter:-

### **(a) Preliminary Inquiry:**

Preliminary inquiry is a fact-finding exercise. The object 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 on any disciplinary action.

The Inquiry Committee may appoint and/or authorize any person(s)/expert, as it may deem fit, to initiate/conduct an inquiry, to collect relevant facts or material substances on actual or suspected leak of UPSI.

Any member of the Committee or other officer who has any conflict of interest with the matter, shall disclose his/her concern/interest forthwith and shall not deal with the matter.

### **(b) Report of Preliminary Inquiry to the Inquiry Committee:**

The Person(s) appointed/authorized to inquire into the matter of actual or suspected leak of UPSI shall submit his/her report to the Inquiry Committee within 7 days from the date of his appointment on this behalf, or within such reasonable time, as may be allowed by the Inquiry Committee, keeping into view the facts and circumstances of the case.

### **(c) Disciplinary Action:**

The Disciplinary action(s) shall include, wage freeze, suspension, recovery, clawback, termination of employment contract/agreement etc., as may be decided by the Members of the Committee.

## **11. 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 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.

This Policy and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchanges, if required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment, re-amendment or re-enactment thereto.



## FORMAT FOR INTIMATION OF ACTUAL OR SUSPECTED LEAK OF UPSI TO THE STOCK EXCHANGES

To  
BSE Limited  
P. J. Towers, Dalal Street,  
Fort, Mumbai – 400 001  
Ref.: BSE Scrip Code No. \_\_\_\_\_

To  
National Stock Exchange of India Ltd,  
Exchange Plaza, Bandra (East),  
Mumbai - 400 051.  
Symbol: \_\_\_\_\_

Dear Sir / Madam,

**Sub: 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? If yes, narration of the same</b>	<b>Yes/No</b>

Request you to kindly take the aforementioned on your records.

Thanking you,

Yours faithfully  
For Prakash Steelage Limited

Compliance Officer  
M. No.





**FORMAT FOR REPORTING ACTUAL OR SUSPECTED LEAK OF UPSI TO THE SEBI**

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

Ref.: BSE Scrip Code No. \_\_\_\_\_; NSE Symbol \_\_\_\_\_

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) (Amendment) Regulations, 2018, 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? If yes, narration of the same</b>	<b>Yes/No</b>

Request you to kindly take the aforementioned on your records.

Thanking you,

Yours faithfully  
For Prakash Steelage Limited

Compliance Officer  
M. No.