

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UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI)**

OF

STEEL STRIPS WHEELS LIMITED

Effective Date: 15.05.2015
Last Review Date: 01.08.2025

1. Preamble

Steel Strips Wheels Limited (the "Company" or "SSWL") has always stood for a fair and equitable flow of economic benefit to its shareholders. In its communication with investors, it has always endeavored to provide a healthy level of disclosure, with responsibility and caution in discussion about the future, transparency and equal dissemination of information to all its investors and analysts, current or prospective. The Company welcomes enhanced sensitivity to equality in shareholder communication and has formalized its principles into a Code of Fair Disclosure (as defined below.)

2. Purpose

The Securities and Exchange Board of India has formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("SEBI (PIT) Regulations, 2015") to prescribe a legal framework for prohibition of insider trading. In terms of the provisions of SEBI (PIT) Regulations, 2015, every listed Company is required to formulate a Code of Fair Disclosure. Accordingly, the Company has formulated this Code of Fair Disclosure to ensure timely and adequate disclosure of Unpublished Price Sensitive Information.

3. Definitions

"Act" means the Securities and Exchange Board of India Act, 1992 (15 of 1992)

"Code" or **"this Code"** shall mean this Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information;

"Company" or **"the Company"** or **"SSWL"** means Steel Strips Wheels Limited;

"Generally Available Information" means information that is accessible to the public on a non-discriminatory basis such as information published on the website of the stock exchanges and shall not include unverified event or information reported in print or electronic media. "Generally Available" with respect to information shall be construed accordingly;

"SEBI (PIT) Regulations, 2015" means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time;

"SEBI (LODR) Regulations, 2015" means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time;

"Mainstream Media" shall include print or electronic mode of the following:

- a) Newspapers registered with the Registrar of Newspapers for India;
- b) News channels permitted by Ministry of Information and Broadcasting under Government of India;
- c) Content published by the publisher of news and current affairs content as defined under the Information Technology (Intermediary Guidelines and Digital Media Ethics Code) Rules, 2021; and
- d) Newspapers or news channels or news and current affairs content similarly registered or permitted or regulated, as the case may be, in jurisdictions outside India.

"Legitimate Purpose" shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the said regulations.

"Unpublished Price Sensitive Information" means 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 include 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;

Explanation 1- For the purpose of sub-clause (ix) above:

"Fraud" shall have the same meaning as referred to in Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.

"Default" shall have the same meaning as referred to in Clause 6 of paragraph A of Part A of Schedule III of SEBI (LODR) Regulations, 2015.

Explanation 2- For identification of events enumerated in this clause as unpublished price sensitive information, the guidelines for materiality referred at paragraph A of Part A of Schedule III of the SEBI (LODR) Regulations, 2015 as may be specified by the Board from time to time and materiality as referred at paragraph B of Part A of Schedule III of the SEBI (LODR) Regulations, 2015 shall be applicable.]

It is clarified that UPSI is not restricted to information regarding the events mentioned above and may include direct or indirect information relating to the Company or its securities. It shall also include any other matter as may be prescribed under the any SEBI Regulations and/or Corporate Law to be price sensitive, from time to time.

Words, terms and expressions used but not specifically defined herein shall have the same meaning as assigned thereto in the SEBI (PIT) Regulations, 2015, the Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and rules and regulations made thereunder or any other applicable laws or regulations, including the amendments thereon, as the case may be.

4. Chief Investor Relations Officer (CIRO)

The Chief Investor Relations Officer (CIRO) shall be responsible for ensuring that the Company complies with the continuous disclosure requirements of SEBI (PIT) Regulations, 2015 and this Code. He shall also be responsible for overseeing, monitor & coordinating dissemination of disclosure of price sensitive information to Stock Exchanges and stakeholders. In addition

to CIRO, the following persons ("Authorised Spokespersons") are also authorized to communicate with the Investors/media in co-ordination with the CIRO:

- Chairman
- Managing Director ;
- Deputy Managing Director;
- Executive Director;
- Chief Financial Officer; and
- Company Secretary

The Company Secretary in coordination with the CIRO shall disseminate/discard the information to the stock exchanges where the Securities of the Company are listed.

5. Principles of Fair Disclosure

- Prompt Public disclosure of Unpublished Price Sensitive Information

SSWL will comply with all periodic reporting and disclosure requirements contained in the Companies Act, 2013, SEBI (LODR) Regulations, 2015, SEBI (PIT) Regulations, 2015 and other applicable laws and regulations (including any amendments thereof). SSWL shall make prompt disclosure of Unpublished Price Sensitive Information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.

- Uniform disclosure of Unpublished Price Sensitive Information

SSWL shall disseminate the Unpublished Price Sensitive Information uniformly and universally without any selective disclosure.

- Prompt disclosure of information that get disclosed inadvertently or selectively

SSWL shall also promptly disseminate the Unpublished Price Sensitive Information that gets disclosed selectively, inadvertently or otherwise to make such information generally available by informing to the Stock Exchanges where the Securities of the Company are listed. If any Unpublished Price Sensitive Information is inadvertently disclosed without the consultation of the CIRO, the CIRO and the Company Secretary should be informed about the same as soon as possible and they may take such action to ensure that such information is generally available.

- Appropriate and fair response to queries on news reports

SSWL shall provide appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities. The CIRO may also decide whether a public announcement is necessary for verifying or denying rumors and in case it is necessary, the Company should make a public announcement for either verifying or denying the rumors.

- Information shared with analyst and research personnel

The CIRO / any person authorised by CIRO shall inform the Stock Exchanges and put on the website of the Company the following information:

- i. Schedule of analysts or institutional investors meet at least two working days in advance (excluding the date of the intimation and the date of the meet) and presentations made by the listed entity to analysts or institutional investors.
Explanation: For the purpose of this clause 'meet' shall mean group meetings or group conference calls conducted physically or through digital means.
- ii. Audio or video recordings and transcripts of post earnings/quarterly calls, by whatever name called, conducted physically or through digital means, in the following manner:
 - o the presentation and the audio/video recordings shall be promptly made available on the website and in any case, before the next trading day or within twenty-four hours from the conclusion of such calls, whichever is earlier;

- the transcripts of such calls shall be made available on the website within five working days of the conclusion of such calls:
- Need to know basis

Unpublished Price Sensitive Information shall be handled on a need to know basis, i.e unpublished price sensitive information should be disclosed only to those within the Company who need the information to discharge their duty and shall not be communicated to any person except in furtherance of the legitimate purposes, performance of duties or discharge of legal obligations.

- Sharing of Unpublished Price Sensitive Information for legitimate purpose.

Any person in receipt of unpublished price sensitive information pursuant to a legitimate purpose shall be considered an insider for the purpose of the said Regulations and due notice shall be given to such person to maintain confidentiality of such unpublished price sensitive information in compliance with the said Regulations.

6. Digital Database of recipient of Unpublished Price Sensitive Information.

A Structured Digital Database shall be maintained containing the names of such persons who have shared the information and also the names of such persons with whom information is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such database shall not be outsourced and shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

Provided that entry of information, not emanating from within the organization, in structured digital database may be done not later than 2 calendar days from the receipt of such information.

The Board Of Directors or head(s) of the organisation of every person required to handle unpublished price sensitive information shall ensure that the structured digital database is preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the Securities and Exchange Board of India regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

7. Modification and Amendments

SSWL reserves all right to modify and/or amend this Code of Fair Disclosure at any time. This Code of Fair Disclosure and subsequent amendment(s) thereto, shall be promptly intimated to the stock exchange where the Securities of the Company are listed.

This Code of Fair Disclosure and any amendment(s) thereof shall also be published on the official website of SSWL.

POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES

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

Preface

This Policy, which is part of "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)" formulated under Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations 2015, is 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 SEBI (Prohibition of Insider Trading) Regulations, 2015.

Objective

The policy is formulated with an objective to identify 'Legitimate Purposes' for which an insider is entitled to communicate, provide, or allow access to any unpublished price sensitive information (UPSI), relating to Steel Strips Wheels Limited ("the Company" or "SSWL"), its listed securities or securities which are proposed to be listed, to any person including other insiders, in the ordinary course of business.

Definition

"Insider"- Any person in receipt of UPSI pursuant to a "legitimate purpose" shall be considered as an "insider" for purpose of these regulations and due notice shall be given to such persons (Insiders) to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.

"Legitimate" Purposes" shall mean sharing of UPSI in the ordinary course of business by an Insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, any other person with whom UPSI is shared provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.

Sharing of UPSI for Legitimate Purpose

The UPSI shall be shared by any person(s) authorized by the Board of Directors or Chief Investor Relations Officer (CIO) of the Company, in this behalf, only in furtherance of legitimate purpose(s) which shall include the following;

- i. Sharing of UPSI in the ordinary course of business by any Insider, 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, credit rating agencies, bankers or such other person as may be decided by the Compliance Officer from time to time.
- ii. Sharing of UPSI where such communication is in furtherance of performance of duty (ies).
- iii. Sharing of UPSI for discharge of legal obligation(s).
- iv. Sharing of UPSI for any other genuine or reasonable purpose as may be determined by the CIO of the Company.
- v. Sharing of UPSI for any other purpose as may be prescribed under the SEBI Regulations or Company Law or any other law for the time being in force, in this behalf, as may be amended from time to time.

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 persons:-

- o To make aware such person that the information shared is or would be UPSI.
- o To make aware to such person the duties and responsibilities attached to the receipt of such UPSI and the liability attached to misuse of UPSI.
- o To instruct such person to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.

Digital Database

A Structured Digital Database shall be maintained containing the names of such persons who have shared the information and also the names of such persons with whom information is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such database shall not be outsourced and shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

Provided that entry of information, not emanating from within the organization, in structured digital database may be done not later than 2 calendar days from the receipt of such information.

The Board Of Directors or head(s) of the organisation of every person required to handle unpublished price sensitive information shall ensure that the structured digital database is preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the Securities and Exchange Board of India regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

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 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.
