

POLICY FOR PROCEDURE OF INQUIRY IN CASE OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION ("UPSI")

[As per requirement of Regulation 9(A) of SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended]

A. PREAMBLE

In terms of the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 ("the Regulations") every listed entity is required to frame a written policy and procedures for inquiry in case of leak of unpublished price sensitive information and initiate appropriate action on becoming aware of leak of unpublished price sensitive information and inform the Board promptly of such leaks, inquiries and results of such inquiries.

As per the requirement, Shyam Century Ferrous Limited has adopted this policy for procedure of inquiry in case of leak of Unpublished Price Sensitive Information ('the policy').

B. OBJECTIVE

The objectives for which the policy has been framed are as follows:

- (i) To strengthen the internal control system to prevent leak of UPSI;
- (ii) To restrict and prohibit the practice of sharing of UPSI, if any, with the unauthorized person, which may have potential affect on the market price of the Company as well as loss of reputation and investors' / financiers' confidence in the company;
- (iii) To maintain a uniform code to check the un-ethical practices of sharing UPSI by Insiders, Employee & Designated Persons;
- (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') / Stock Exchanges, as the case may be promptly;
- (v) To take disciplinary actions, if deemed fit against any Insider, Employee & 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.

C. DEFINITIONS

- (i) **Chief Investor Relation Officer ("CIO")** shall mean the Compliance Officer of the Company appointed by the Board of Director under Securities and Exchange Board India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

- (ii) **Support Staff**, shall include IT Staff, Secretarial Staff, Legal Staff, Finance Staff, Accounts Strategy Staff who might have access to unpublished price sensitive information.
- (iii) **"Unpublished Price Sensitive Information"** means any information, relating to a company or its securities, directly or indirectly, that is not generally available which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 followings (revised definition is effective from 10th June, 2025):-
- (i) financial results;
 - (ii) dividends;
 - (iii) change in capital structure;
 - (iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business, award termination of orders/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 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 promoters, director, key managerial personnel or subsidiary or arrest of key managerial personnel, promoter or director of the Company, whether occurred in 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) outcome of any litigation(s) or dispute(s) which may have an impact on the company;
 - (xiv) 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;

(xv) granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

D. Report of actual of suspected leak of UPSI to SEBI:

On becoming aware of actual or suspected leak of Unpublished Price Sensitive Information of the Company, the CIO/Compliance Officer shall inform to the Chairman/Chief Executive Officer immediately and ensure that a report on such actual or suspect leak of UPSI, preliminary enquiry thereon and results thereof shall be promptly informed to SEBI/Stock Exchanges as the case may be.

E. Constitution of Enquiry Committee:

The Board of Directors or any Committee authorized by them in this behalf, shall constitute a Committee to be called as, Enquiry Committee'. The Enquiry Committee shall consist of such number of members as the Board may decide from time to time.

F. Duties of Enquiry Committee:

The Enquiry Committee shall be responsible;

- (a) To conduct a preliminary enquiry to ascertain the truth contained in the information or complaint pertaining to actual or suspected leak of UPSI, if any;
- (b) If it is found that the allegation is frivolous, not maintainable or outside the scope, the same may be dismissed forthwith;
- (c) If it is found that the issue requires further investigation, Preliminary Enquiry may be initiated;
- (d) To authorize any person, if requires, to conduct preliminary enquiry and submit the report alongwith necessary supporting materials;
- (e) To submit the enquiry report to the Board of Directors and decide disciplinary action thereon.

G. Disciplinary Action:

The Disciplinary Action(s) shall include, wage freeze, suspension, recovery, claw back etc., as may be decided by the Members of the Committee.

H. Amendment

This Code shall be published on the official website of the Company. Subsequent modification(s)/amendment(s) to SEBI (Prevention of Insider Trading) Regulations, 2015 and any amendment thereto shall automatically apply to this Code.

I. Control Process

In case of any subsequent changes in the provisions of Insider Trading Regulations or any other applicable law which make the provisions in the Policy inconsistent with the Insider Trading Regulations or any other applicable law, the provisions of the Insider Trading Regulations and such law shall prevail over the Policy and the provisions in the Policy shall be modified in due course to make it consistent with the law.

J. Effective Date

The Policy is approved and adopted by the Board of Directors of the Company on 21st May, 2025 and is effective from same date.