

## Ayeppee Lamitubes Limited

### CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

Pursuant to Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015

#### 1. INTRODUCTION

The Securities and Exchange Board of India ("SEBI") notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("Regulations") on January 15, 2015, which is effective from May 15, 2015 to govern the conduct of insiders relating to insider trading.

Pursuant to Regulation 8 of the Regulations, requires inter alia all listed Companies are required to formulate a code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("Fair Disclosure Code") and publish on website of the Company.

#### 2. Scope

In compliance with the above requirements and Regulation, the Company has adopting this code of practices and procedures for fair disclosure of unpublished price sensitive information based on schedule A of the said Regulations. Ayeppee Lamitubes Limited endeavours to ensure timely and adequate disclosure of price sensitive information. The company is committed for compliance and all possible transparency in dealing with all stakeholders.

To achieve these objectives, maintain decency and to observe set procedure in relation to disclosure of price sensitive information of the Company, Ayeppee Lamitubes Limited implementing this code to be followed and observed as mentioned herein.

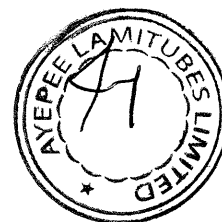
#### 3. Commencement, Terms and Definition

**Commencement:** This Code is called "code of practices and procedures for fair disclosure of Unpublished price sensitive information" or "Corporate Disclosure Code". This code shall come into effect from 01<sup>st</sup> April 2019, the existing code shall replace earlier code, keeping in view of various amendments in Regulation.

#### Terms and Definition:-

In this Code, except where the context otherwise requires, the following words and expressions shall have the following meaning.

- **"Board" or "Board of Directors"** means the Board of Directors of the Company.
- **"Company"** means the Ayeppee Lamitubes Limited, registered in Indian under the Companies Act 1956/2013.



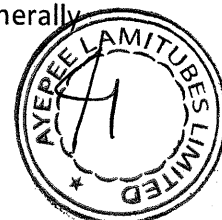
- **"Chief Investor Relations Officer"** means senior officer of the Company, designated so, to deal with dissemination of information and disclosure of unpublished price sensitive information.
- **"Code"** means this "code of practices and procedures for fair disclosure of unpublished price sensitive information" or "Corporate Disclosure Code" as amended time to time.
- **"Director"** means person appointed as Director on the Board of the Company pursuant to the applicable provisions of the Companies Act 2013/1956.
- **"Employee"** means the person employed by the Company including probationers and trainees for the purpose of this Code.
- **"Generally available information"** means information that is accessible to the public on a non-discriminatory basis.
- **"Unpublished price sensitive information" or "UPSI"** 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 of the Company and shall have the same meaning as defined in the Regulations.
- **"Regulation"** means the SEBI (Prohibition of Insider Trading) Regulation, 2015 as amended or re-enacted time to time.
- **"Stock Exchanges"** means Indian stock exchanges which are recognized by the Central Government or SEBI and where Securities of the Company is listed.
- **"Unpublished"** means information which is not published by the Company or its agents and is not specific in nature.

#### 4. CHIEF INVESTOR RELATION OFFICER

The Board of Directors of the Company shall designate a senior officer as Chief Investor Relation Officer, to deal with dissemination of information and disclosure of unpublished price sensitive information. In absence of Chief Inventor Relation Offer, the Compliance Officer or person as may be designated by the Board, shall discharge the relevant functions. The Company Secretary shall act as a Chief Investor Relation Officer, till the time the Board decided otherwise. In case Chief Investor Relation Officer is other than Company Secretary, he shall act in coordination of the Company Secretary or Compliance Officer.

#### 5. DISCLOSURE OF PRICE SENSITIVE INFORMATION

The Company shall disclose promptly or as early as possible the 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. Dissemination of unpublished price sensitive information shall be uniform and universal to avoid selective disclosure. If there would be any unpublished price sensitive information disclosed selectively to meet the statutory or business requirement or inadvertently or otherwise, such information shall be disseminated to make such information generally



available. The Company shall disclose and disseminate the unpublished price sensitive information to the Stock Exchanges continuous and immediate basis, as may be appropriate and required. Wherever necessary to make disclosure to Stock Exchanges about events materially bearing on performance / operation of the Company as well as price sensitive information, as per the SEBI LODR Regulations, the CFO or Company Secretary and a Director will take a view on materiality of event that qualify for disclosure, appropriate time and details for disclosures.

#### **6. RESPONDING TO MARKET RUMORS**

The Employees and Directors of the Company shall promptly direct any queries or requests for verification of market rumors received from Stock Exchanges or from the press or media or from any other source, to the Chief Investor Relation Officer. The Chief Investor Relation Officer, on receipt of requests as aforesaid, consults the Director and would respond and address the same appropriately and in fair manner.

#### **7. DEALING WITH ANALYSTS AND RESEARCH PERSONNEL**

Chief Investor Relation Officer shall ensure that the information shared with analysts and research personnel shall not be unpublished price sensitive information.

The Company shall follow reasonable practice to make a transcripts or records of the proceedings of meeting with analysts and other investor relation conference in relation to announcement of financial results and material updates and to post on website of the Company to ensure confirmation and documentation of disclosure made.

#### **8. MEDIUM OF DISCLOSURE/ DISSEMINATION**

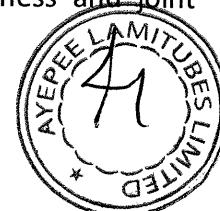
The Company shall disseminate all unpublished price sensitive information on a continuous and in a timely manner to Stock Exchanges as may be necessary as per the Regulation and thereafter it may be released to media. As a good corporate practice, the unpublished price sensitive information disclosed to the Stock Exchanges and to the media or press may also be supplemented by prompt updates on the Company's website. The Company may also consider other modes of public disclosure so as to improve investor access to the same.

#### **9. HANDLING AND DISCLOSURE OF INFORMATION FOR LEGITIMATE PURPOSES**

All information shall be handled and communicated within the Company on a need to- know basis and for performance of duties or discharge of his legal obligations. Unpublished price sensitive information can be shared or disclosed for legitimate purposes or in furtherance of the legitimate purposes.

"Legitimate Purposes" shall mean any or all of the following.

- sharing or disclosure 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, intellectual properties consultants, insolvency professionals or other advisors or consultants.
- Sharing or disclosure of unpublished price sensitive information in relation to due diligence, evaluation of strategic business opportunities, fund raising, possible business and joint venture arrangement, stake sell by promoters or principal shareholders.



- Sharing or disclosure of unpublished price sensitive information for such purpose as may be decided by the Board or Audit Committee.
- Sharing or disclosure of such unpublished price sensitive information for specific purpose as may be decided by the Company Secretary/CFO in consultation with the Chairman, in case of urgency or necessity for such sharing or disclosure.

Provided that above mentioned sharing or disclosure shall not be carried out to evade or circumvent the prohibitions of the Regulation. Person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of the Regulations and such persons shall maintain confidentiality of such unpublished price sensitive information in compliance with the Regulations. Wherever necessary, a non-disclosure agreement or appropriate letter may be signed as an additional measure.

#### 10. LEAKAGE OF INFORMATION AND WHISTLE BLOWER PROVISION

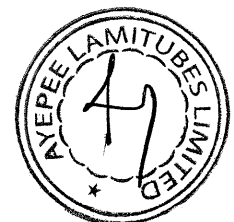
In case of leak or suspected leak of unpublished price sensitive information, inquiry shall be conducted in this respect. On becoming aware of leak or suspected leak of unpublished price sensitive information, Company Secretary shall inform the Board in this respect and inquiry and result of such inquiry.

When it comes to know about any instance of leak or suspected leak of unpublished price sensitive information, Chief Financial Officer or Company Secretary shall make an assessment and if they will be of the opinion about such leak, shall initiate inquiry in this respect and present a report to the Board. Inquiry shall be initiated by the aforesaid persons or by such persons including independent experts, as may be decided by the Board or Audit Committee.

**Whistle blower:** Employee shall report to the Chairman of the Audit Committee or Company Secretary or CFO, on becoming aware any leak of unpublished price sensitive information or violation of provision of this Code by any employee or insiders. Such employees shall be protected against unfair termination, retaliation and biased treatment.

#### 11. CLARIFICATIONS, AMENDMENT ETC

This Code has been framed in accordance with the SEBI (Prohibitions of Insider Trading) Regulations 2015. In case of any amendment in the Regulations, direction or clarification by SEBI, provision of this Code shall be read and implemented in context of such amended or clarified positions. This Code may be modified, amended or substituted by the Board as may be necessary.



---

Regd. Office: Ayepee Lamitubes Limited, B-1, MIDC P.O. Murbad, Thane 421401, Maharashtra,  
Tel: 9765405761; CIN: L74999MH1984PLC032132