

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CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION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

Trading in a company's securities by insiders who enjoy a special status, as compared to the investors, as regard price sensitive information and who as a result thereof are able to use their special status for individual benefit, is commonly referred to as Insider Trading.

With a view to govern the conduct of insiders relating to insider trading, the Securities and Exchange Board of India (SEBI) had formulated SEBI (Prohibition of Insider Trading) Regulations 2015 as amended time to time under the power conferred on it under the SEBI Act 1992.

Regulation 8 of the above mentioned Regulations requires *inter alia* all listed companies to formulate and publish on its official website, a code of practices and procedures for fair disclosure of unpublished price sensitive information that it would follow in order to adhere to each of the principles set out in Schedule A of the said Regulation.

2. OBJECTIVES

In compliance with the above requirements and Regulation, the Company has adopted this code of practices and procedures for fair disclosure of unpublished price sensitive information based on schedule A of the said Regulations. Ayepee Lamitubes endeavors to ensure timely and adequate disclosure of price sensitive information. The company is committed to fairness and transparency in dealing with all stakeholders and in ensuring compliance with applicable laws and regulations.

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

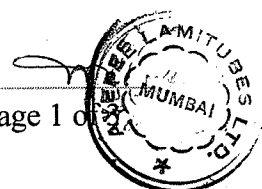
3. TITLE

- 3.1 This Code is called "code of practices and procedures for fair disclosure of unpublished price sensitive information" or Code of Corporate Disclosure Practices.

4. DEFINITIONS AND INTERPRETATION

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

- 4.1 "Company" or "Ayepee Lamitubes" means the Ayepee Lamitubes Limited, registered in India under the Companies Act 1956/2013 having CIN L74999MH1984PLC032132.



- 4.2 **“Code”** means this “code of practices and procedures for fair disclosure of unpublished price sensitive information” or Code of Corporate Disclosure Practices as amended time to time.
- 4.3 **“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.
- 4.4 **“Regulation”** means the SEBI (Prohibition of Insider Trading) Regulation, 2015 as amended or reenacted time to time.
- 4.5 **“Stock Exchanges”** means Indian stock exchanges which are recognized by the Central Government or SEBI and where Securities of the Company is listed.

5. CHIEF INVESTOR RELATION OFFICER

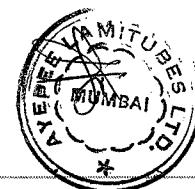
- 5.1 The Board of Directors of the Company shall designate a senior officer as Chief Investor Relation Officer, to deal with dissemination of information and disclosure of unpublished price sensitive information.

Unless the Board decides otherwise, the Company Secretary shall act as Chief Investor Relation Officer. In absence of Company Secretary, CFO or a Director shall act as Chief Investor Relation Officer.

6. DISCLOSURE OF PRICE SENSITIVE INFORMATION

- 6.1 The Company shall disclose promptly 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.
- 6.2 Dissemination of unpublished price sensitive information shall be uniform and universal to avoid selective disclosure as per applicable statutory provisions.
- 6.3 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.
- 6.4 The Company shall disclose and disseminate the unpublished price sensitive information to the Stock Exchanges continuous 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 Listing Agreements, 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.



7. RESPONDING TO MARKET RUMOURS

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.

8. 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 relations 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 disclosures made.

9. HANDLING OF INFORMATION ON NEED TO KNOW BASIS

All information shall be handled within the Company on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the Insider's legitimate purposes, performance of duties or discharge of his legal obligations.

10. CLARIFICATIONS, AMENDMENT ETC

10.1 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.

10.2 This Code may be modified, amended or substituted by the Board as may be necessary.

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