



APL APOLLO TUBES LIMITED

CODE OF PRACTICES

AND

PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

**[Approved by the Board of Directors on 9th May 2015]
[Effective from 15th May 2015]**

PREAMBLE:

The Securities and Exchange Board of India (SEBI), in its endeavor to protect the interests of investors in general, has formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015 under the powers conferred on it under the SEBI Act, 1992. It is mandatory in terms of the Regulations for every listed company to formulate a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information. In order to comply with the mandatory requirement of the Regulations, it was necessary to formulate a specific Code of Fair Disclosure for APL Apollo Tubes Limited (hereinafter referred to as 'the Company') for use by its Promoters, Directors, Officers, Employees, and Connected Persons.

APPLICABILITY

These regulations were notified on 15th January, 2015 and shall come into force with effect from 120th Day from the date of its notification i.e. w.e.f. from 15th May, 2015.

OBJECTIVE

This document embodies the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information to be adopted by the Company and followed by its Directors, Officers, Employees and Connected Persons. The Code seeks to ensure timely, fair and adequate disclosure of price sensitive information to the investor community by the Company to enable them to take informed investment decisions with regard to the Company's Securities.

1. DEFINITIONS

1.1 "Act" means the Securities and Exchange Board of India Act, 1992.

1.2 "Board" means the Board of Directors of the Company;

1.3 "Code" means Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Code of Conduct for Regulating, Monitoring and Reporting of Trading by Insiders, as amended from time to time;

1.4 "Company" means APL Apollo Tubes Limited;

1.5 "Compliance Officer" means Company Secretary of the Company or such other senior officer, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations designated so and reporting to the Board of Directors and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors of the Company.

1.6 "Connected Persons" means:

(i) any person who is or has during the six months prior to the concerned act been associated with a company,, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

(ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established:

a) an immediate relative of connected persons specified in clause (i); or b) a holding company or associate company or subsidiary company; or

- c) an intermediary as specified in Section 12 of the Act or an employee or director thereof; or
- d) an investment company, trustee company, asset management company or an employee or director thereof; or
- e) an official of a stock exchange or of clearing house or corporation; or
- f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
- g) a member of the Board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
- h) an official or an employee of a self-regulatory organization recognized or authorized by Securities and Exchange Board of India ("SEBI"); or
- i) a banker of the Company; or
- j) a concern, firm, trust, Hindu Undivided Family, company or association of persons wherein a director of the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest;

1.7 "Designated Person(s)" shall include:

- (i) All Directors, Executive and Non – Executive and Key Managerial Personnel (KMPs);
- (ii) All Functional Heads posted at the Corporate Office of the Company;
- (iii) All Unit Heads of the Company;
- (iv) All employees of Corporate Affairs/Secretarial Department;
- (v) All employees of Corporate Accounts & Finance Department;
- (vi) Other employees / persons as may be designated by the Compliance Officer in consultation with the Co - Chairman / Managing Director of the Company from time to time.

1.8 "Employee" means every employee of the Company including the Directors in the employment of the Company;

1.9 "Generally available Information" means information that is accessible to the public on a non-discriminatory basis;

1.10 "Immediate Relative" means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities;

1.11 "Insider" means any person who is:

- (i) a Connected Person; or
- (ii) in possession of or having access to unpublished price sensitive information;

1.12 "Key Managerial Personnel" means person as defined in Section 2(51) of the Companies Act, 2013;

1.13 “Prohibited Period” means;

(i) Seven (7) Days before the meeting in which the Board of Directors is to consider any Unpublished Price Sensitive Information and ending after 48 hours from the time the Unpublished Price Sensitive information is made public.

(ii) Such other period as may be specified by the Compliance Officer from time to time in consultation with the Co - Chairman / Managing Director. Illustrations of **“Prohibited Period”**

Date of Board Meeting	9 th May
Date of commencement of “Prohibited Period”	2 nd May
Date of conclusion of “Prohibited Period”	11 th May

“Free Period” means any Period other than the **“Prohibited Period”**.

1.14 “Promoter” shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof;

1.15 “Securities” shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund;

1.16 “Takeover Regulations” means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;

1.17 “Trading” means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities of the Company, and "trade" shall be construed accordingly;

1.18 “Trading Day” means a day on which the recognized stock exchanges are open for trading;

1.19 “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 following:

(i) financial results;

(ii) dividends;

(iii) change in capital structure;

(iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;

(v) changes in key managerial personnel; and

(vi) material events in accordance with the listing agreement.

1.20 “Regulations” shall mean the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto;

Words and expressions used and not defined in the regulations but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation..

2. COMPLIANCE OFFICER

The Company has appointed Company Secretary as a Compliance Officer of the Company. However, Board may appoint any other person to act as a compliance officer under this Code from time to time.

Duties of Compliance Officer:

(i) The Compliance Officer shall be responsible for setting forth policies, procedures, monitoring adherence to the rules for preservation of Unpublished Price-sensitive Information, pre clearing of trades by Designated Persons, monitoring of trades and the implementation of the code under the overall supervision of the Board of Directors of the Company.

(ii) The Compliance officer shall maintain records of all the declarations in the appropriate form given by the Designated Persons for a minimum period of five years.

(iii) The Compliance officer may in consultation with the Co - Chairman / Managing Director and shall as directed by the Board, specifies "Prohibited Period" from time to time and immediately makes an announcement thereof and shall maintain a record of "Prohibited Period" specified from time to time.

(iv) The Compliance Officer shall place report on insider trading to the Board of Directors for the purpose of the Code and in particular, shall provide reports to the Chairman of the Audit Committee and to the Chairman of the Board annually or at such frequency as may be stipulated by the board of directors.

3. PRESERVATION OF UNPUBLISHED PRICE SENSITIVE INFORMATION

3.1 Need to Know

Unpublished Price Sensitive Information is to be handled on a need-to-know basis and no unpublished price sensitive information shall be should be disclosed only to those within the company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of information.

3.2 Limited access to confidential information

Files containing confidential information shall be kept secure. Computer files must have adequate security of login and pass word, etc. Files containing confidential information should be deleted / destroyed after its use. Shredder should be used for the destruction of physical files.

3.3 Permitted Communication

Unpublished Price Sensitive Information may be disclosed, communicated, provided, allowed access to or procured, in connection with a transaction that would:

(i) entail an obligation to make an open offer under the takeover regulations where the Board is of informed opinion that the proposed transaction is in the best interests of the Company;

(ii) not attract the obligation to make an open offer under the takeover regulations but where the Board is of informed opinion that the proposed transaction is in the best interests of the Company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board may determine.

However, the Board 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, except for the

limited purpose and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.

4. PROHIBITIONS ON TRADING OF SECURITIES

No insider, either on his own behalf, or on behalf of any other person shall trade in the Securities of the Company when in possession of Unpublished Price Sensitive Information.

4.1 Trading Plan

An insider shall be entitled to formulate a trading plan for dealing in securities of the Company and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

Trading Plan shall:

- (i) not entail commencement of trading on behalf of the Insider earlier than six months from the public disclosure of the plan;
- (ii) not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;
- (iii) entail trading for a period of not less than twelve months;
- (iv) not entail overlap of any period for which another trading plan is already in existence;
- (v) set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and
- (vi) not entail trading in securities for market abuse.

The Compliance Officer shall consider the Trading Plan made as above and shall approve it forthwith. However, he shall be entitled to take express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the Trading Plan as per provisions of the regulations.

Upon approval of the Trading Plan, the Compliance Officer shall notify the Trading Plan to the stock exchange(s).

The Trading Plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

However, Implementation of the trading plan shall not be commenced if any unpublished price sensitive information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such event the compliance officer shall confirm that the commencement ought to be deferred until such unpublished price sensitive information becomes generally available information. Further, the Insider shall also not be allowed to deal in securities of the Company, if the date of trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.

5. TRADING RESTRICTIONS

5.1 Trading Window

The period prior to declaration of unpublished price sensitive information is particularly sensitive for transactions in the Company's securities. This sensitivity is due to the fact that the Designated Persons will, during that period, often possess unpublished price sensitive information. During such sensitive times, the Designated Persons will have to forego the opportunity of trading in the Company's securities. The Designated persons of the Company shall not deal in the securities of the Company when the trading window is closed. The period during which the trading window is closed shall be termed as "Prohibited Period".

The trading window shall, inter alia, be closed at the time of:

- Declaration of Financial results (quarterly, half-yearly and annual)
- Declaration of dividends (interim and final)
- Issue of securities by way of public/ rights/bonus, etc.
- Any major expansion plans or execution of new projects o Amalgamation, mergers, takeovers and buy-outs.
- Disposal of whole or substantially whole of the undertaking.
- Any significant changes in policies, plans or operations of the company.
- Any other matter / decision / information which in the opinion of the Management may affect the price of the company's shares.

The period of closure shall begin 7 days before meeting of the Board of Directors or from the date of circulation of agenda papers pertaining to the subject referred above, whichever is longer, and shall end 48 hours after the information is submitted to the Stock Exchange.

All Designated Persons of the company shall conduct all their dealings in the securities of the Company only during the "Free Period" and shall not deal in any transaction involving the purchase or sale of the Company's securities during the "Prohibited Period" or during any other period as may be specified by the Company from time to time.

5.2 Pre – clearance of Trade

All Designated Persons of the company who intend to deal in the securities of the company in excess of 1500 equity shares in number shall pre-clear the transactions as per the pre-dealing procedure as described herein below.

An application for pre-clearance of trade may be made to the Compliance Officer in Pre Clearance Application Form along with Undertaking executed in favour of the Company (format enclosed as 'Appendix A').

The Compliance Officer shall on receiving an application provide the Designated Person with an acknowledgement on the duplicate of the application. The Compliance Officer shall grant approval (in format enclosed as 'Appendix B') within 2 days from the date of acknowledgement. The Compliance Officer shall retain copies of all applications & acknowledgements. In exceptional circumstances consent may not be given if the Compliance officer is of the opinion that the proposed deal is on the basis of possession of any unpublished Price sensitive information. There shall be no obligation to give reasons for any withholding of consent. If so requested by the Compliance Officer, Designated person must ensure that his stock broker is authorised to disclose to the Company all matters relevant to his share dealings.

Other restrictions

All Designated persons shall execute their order in respect of securities of the company within one week after the approval of pre-clearance is given. If the order is not executed within one week after the approval is given, the designated persons must pre clear the transaction again.

The Designated Persons shall file the details of the trade (*including trade by their immediate relatives and any other person for whom they takes trading decisions*) with the Compliance Officer in the prescribed form (enclosed as 'Appendix C') within 2 (two) working days of from the date of execution of the Trade. In case the Trade is not undertaken, a report to that effect shall also be filed with the Compliance Officer in the same form within 2 working days after expiry of seven trading days of pre clearance approval.

All Designated Persons (*including their immediate relatives and any other person for whom they takes trading decisions*) who buy or sell any number of securities of the Company shall not enter into an opposite transaction i.e. sell or buy any number of securities during the next six months following the prior transaction. In case a contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

The Compliance Officer is empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate the regulations.

6. REPORTING REQUIREMENT

6.1 Initial Disclosure

Every Promoter, Key Managerial Personnel and Director shall disclose his holding of Securities of the Company as on the date of this Code taking effect, within thirty days of this Code taking effect, to the Company in 'Form A' (enclosed).

Every person on appointment as a Key Managerial Personnel or a Director of the Company or upon becoming a Promoter shall disclose his holding of securities of the Company as on the date of appointment or becoming a Promoter, to the Company within seven days of such appointment or becoming a promoter in 'Form B' (enclosed).

6.2 Continuous Disclosure

Every Promoter, Designated Person and Employee of the Company shall disclose to the Company the number of such securities acquired or disposed of by them if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Ten lakh rupees. Such disclosure shall be made in the

'Form C' within 2 trading days of such transaction.

The Company shall notify the particulars of such trading to the stock exchange(s) within two trading days of receipt of the disclosure or from becoming aware of such information.

All Designated Persons shall file an annual statement in the 'Appendix D' to the Compliance Officer of their entire holding in the Company's Securities along with the statement of Immediate Relative as on 31st March every year. The annual statement should be filed by 30th April every year.

The Board / Compliance Officer may, at its discretion require any other Connected Person or class of Connected Persons to make disclosures of holdings and trading in Securities of the Company in such form and at such frequency as may be determined by the Board / Compliance Officer in order to monitor compliance with the Regulations and this Code.

7. PENALTY FOR CONTRAVENTION OF THE CODE

Every Designated Person shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her dependents).

Any Designated Person who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalized and the Company may take appropriate action.

Designated Persons who violate the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, ineligibility for future participation in employee stock option plans, etc.

The action by the Company shall not preclude SEBI from taking any action in case of violation of the Regulations.

In case it is observed by the Company/Compliance Officer that there has been a violation of SEBI (Prohibition of Insider Trading) Regulations, 2015, SEBI shall be informed by the Company.

7. Code

The Board of Directors of APL Apollo Tubes Limited has always thrived to conduct its business in a fair and transparent manner with a view to protect the interest of all the stakeholders in the Company. Towards achieving this objective, the Company and the members of the Board, Officers, all employees and connected persons shall adhere to the following principles of fair disclosure of unpublished price sensitive information in letter as well as in spirit:

1. Prompt public disclosure of unpublished price sensitive information

The Company shall make prompt public 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, to stock exchanges, where its securities are listed. As a good corporate practice, the Unpublished Price Sensitive Information disclosed to the Stock Exchanges may be supplemented by updates to the press and by prompt updates on the Company's website. The Company may also consider other modes of public disclosures of such Information so as to improve investor access to the same.

2. Uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.

All the unpublished price sensitive information shall be reported promptly on uniform basis to all the stock exchanges on which the securities of the Company are listed for wide dissemination to avoid selective disclosure.

3. Designation of a senior officer as a Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information.

The Head of Finance/Chief Finance Officer shall act as Chief Investor Relations Officer (CIRO) and will be responsible for ensuring that the Company complies with the continuous disclosure requirements of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and this Code. He shall also be responsible for approval of, overseeing, monitoring & co-ordinating dissemination of information and disclosure of unpublished price sensitive information.

4. Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

In case any Unpublished Price Sensitive Information get disclosed selectively, inadvertently or otherwise, then such unpublished price sensitive information should be brought to the notice of the CIRO by the Employee/ Director concerned and disseminated immediately to make such information generally available in accordance with the Code.

5. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.

5.1 The Employees/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 CIRO.

5.2 The CIRO on receipt of requests as aforesaid, shall consult, where required, the Managing Director or the CEO as the case may be and respond to the same without any delay.

5.3 The CIRO shall be also responsible for deciding, as to the necessity of a public announcement for verifying or denying rumors and thereafter making appropriate disclosures.

5.4 All the requests/queries received shall be documented and as far as practicable, the CIRO shall request for such queries/requests in writing.

6. Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.

6.1 No person, except those authorised by the CIRO, shall disclose any information relating to the Company's securities to analysts/research personnel and institutional investors. The CIRO shall be invited to meeting/ conferences organised by the Company with the analysts/institutional investors/research personnel.

6.2 All Directors, Officers and Employees of the Company should follow the guidelines given hereunder while dealing with analysts and institutional investors:-

a. Sharing of unpublished price sensitive information:

The Directors, Officers and Employees shall provide only generally available information to the analysts/research persons/large investors like institutions. In case, non-public information is proposed to be provided, the person proposing to so provide information shall consult the CIRO in advance. The CIRO in such cases, shall ensure that the information provided to the analysts /research person/investor as above is made generally available simultaneously with such disclosure.

b. Extreme care and caution should be taken when dealing with analysts' questions that raise issues outside the intended scope of discussion.

c. The CIRO should tackle the unanticipated questions carefully. The unanticipated questions may be noted and a considered response be given later, if so required, in consultation with the Managing Director or the CEO as the case may be. If the answer to any question requires dissemination of Unpublished Price Sensitive Information, the CIRO shall report the same to the Managing Director/CEO and obtain necessary approval for its dissemination to the Stock Exchanges/public announcement through press or through official website of the Company. The CIRO shall, after dissemination of such Unpublished Price Sensitive Information as aforesaid, respond to such unanticipated questions.

7. Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.

7.1 All the analyst, broker or Institutional Investor meetings shall be attended by the CIRO and at least one (or more) senior Employee(s) of the Company. The CIRO in order to avoid misquoting or misrepresentation shall arrange for making transcripts or recordings of the proceedings of the meetings with analysts and other investor relations conferences on the official website of the Company to ensure official confirmation and documentation of disclosure made.

7.2 Wherever the Company proposes to organize meetings with investment analysts/institutional investors, the Company shall make a press release or post relevant information on its website after every such meeting. The Company may also consider live webcasting of analysts meets.

7.3 The CIRO shall be responsible for drafting of the press release or the text of the information to be posted on the website of the Company, in consultation with the Managing Director or the CEO.

8. Handling of all unpublished price sensitive information on a need –to know basis.

All the Unpublished Price Sensitive Information in the Company shall be handled on need to know basis. This means that such information should be disclosed only to those within the Company who need to know the same in furtherance of the insider's legitimate purposes, performance of duties or discharge of his/her legal obligations.

8. POWERS OF THE BOARD OF DIRECTORS

The Chairman or Managing Director of the Company, subject to approval of the Board, is severally authorized to amend or modify this Code in whole or in part.

The Board of Directors may stipulate further guidelines, procedures and rules, from time to time, to ensure fair disclosure of unpublished price sensitive information.

9. DISCLOSURES

This Code shall be published on the official web site of the Company.

Further, this Code and every subsequent modification, alteration or amendment made thereto, shall also be intimated to the Stock Exchange where the securities of the Company are listed.

This Code has been adopted by the Board of Directors of APL Apollo Tubes Limited in its meeting held on 9th May, 2015.

Subsequent modification(s) / amendment(s) to SEBI (Prevention of Insider Trading) Regulations, 2015 shall automatically apply to this Code.

APPENDIX A
PRE CLERANCE APPLICATION FORM

To
The Compliance Officer
APL Apollo Tubes Limited
37, Harogobind Enclave, Vikas Marg
Delhi-110092

Sub: Application for Pre-dealing approval in securities of the Company

Dear Sir/Madam,

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and APL Apollo Tubes Limited Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Code of Conduct for Regulating, Monitoring and Reporting of Trading by Insiders, (“Code”), I seek approval to purchase / sale / subscription/dealing of securities of the Company as per details given below:

S.No.	Particulars	
1	Name	
2	Designation, Department & Employee Code	
3	Number of securities held as on date	
4	Folio No. / DP ID / Client ID No.	
5	The proposal is for	Sale <input type="checkbox"/> Purchase <input type="checkbox"/> Subscription <input type="checkbox"/> Others <input type="checkbox"/>
6	Proposed date of dealing in securities	
7	Estimated number of securities proposed to be acquired/subscribed/sold	
8	Price at which the Transaction is proposed	
9	Current market price (as on the date of application)	
10	Whether the proposed transaction will be through stock exchange or off-market deal	
11	Folio No. / DP ID / Client ID No. where the securities will be credited / debited	

I enclose herewith the form of undertaking signed by me.

Yours faithfully

(Signature)

DECLARATION AND UNDERTAKING

I _____ of the company residing at _____, am desirous of dealing in the securities of the company as mentioned in my application dated _____ for pre-clearance of the transaction.

I further declare and undertake that:

a) I am not in possession of or otherwise privy to any unpublished Price Sensitive Information (as defined in the Company's Code up to the time of signing this Undertaking.

b) In the event that I have access to or received any information that could be construed as "Unpublished Price Sensitive Information" as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public.

c) I have not contravened the provisions of the Code as notified by the Company from time to time.

d) I shall submit the necessary report within two working days of execution of the transaction in case transaction is executed and within two working days from the date of expiry of seven days from the date of pre clearance approval in case transaction is not undertaken.

e) If approval is granted, I shall execute the deal within 7 days of the receipt of approval failing which I shall seek pre-clearance.

f) I have made full and true disclosure in the matter.

Date _____

Signature: ____

APPENDIX B
PRE- CLEARANCE APPROVAL

To,
Name: _____
Designation: _____
Place: _____

This is to inform you that your request for dealing in _____ (nos.) shares of the Company as mentioned in your application dated _____ is approved. Please note that the said transaction must be completed on or before _____ (date) that is within Seven (7) days from today.

In case you do not execute the approved transaction /deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within 2 days from the date of transaction/deal. In case the transaction is not undertaken a 'Nil' report shall be filed.

For APL Apollo Tubes Limited

Compliance Officer

Date: _____

Encl: Format for submission of details of transaction

APPENDIX C
**SUBMISSION OF DETAILS OF TRANSACTION EXECUTED UNDER PRE-
CLEARANCE APPROVAL**

To,
The Compliance Officer
APL Apollo Tubes Limited (“Company”)
37, Harogobind Enclave, Vikas Marg, Delhi

I hereby inform that:

- (i) Have not bought/sold/subscribed the securities of the Company.
- (ii) Have bought/sold/subscribed the securities of the Company as per the following details:

Name of holder	No. of securities dealt with	Bought/sold/subscribed	DP ID/Client ID / Folio No	Price (Rs.)

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 years and produce to the Compliance officer / SEBI any of the following documents:

- (i) Broker’s contract note.
- (ii) Proof of payment to/from brokers.
- (iii) Extract of bank passbook/statement (to be submitted in case of demat transactions).
- (iv) Copy of delivery instruction slip (applicable in case of sale transaction).

I agree to hold the above securities for a minimum period of six months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval. (*applicable in case of purchase / subscription*).

I hereby declare that the above information is correct and no provisions of the Company’s Code and/or the applicable laws/regulations have been contravened for effecting the aforesaid transaction(s).

Date:

Signature:

Name:

Designation

FORM A

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (1) (a) read with Regulation 6 (2)]

Name of the company: _____

ISIN of the company: _____

Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP / Directors/Immediate relatives/others etc)	Securities held as on the date of regulation coming into force		% of Shareholding	Open Interest of the Future contracts held as on the date of regulation coming into force		Open Interest of the Option Contracts held as on the date of regulation coming into force	
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms
1	2	3	4	5	6		7	

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Signature:

Designation:

Date:

Place:

FORM B

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (1) (b) read with Regulation 6(2)]

Name of the company: _____

ISIN of the company: _____

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN No., CIN/DIN & Address with contact nos.	Category of Person (Promoters/ KMP / Directors/immediate relatives/others etc.)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter/appointment of Director/KMP		% of Shareholding	Open Interest of the Future contracts held at the time of becoming Promoter/appointme nt of Director/KMP		Open Interest of the Option Contracts held at the time of becoming Promoter/appointme nt of Director/KMP	
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms
1	2	3	4	5	5	6	7		

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Signature:

Designation:

Date:

Place:

FORM C

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (2) read with Regulation 6(2)]

Name of the company: _____

ISIN of the company: _____

Details of change in holding of Securities of Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Name, PAN No., CIN/DIN, & address of Promoter/ Employee / Director with contact nos.	Category of Person to (Promoters/ KMP / Directors/ immediate relatives/ others etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposed		% of shareholding		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition (market purchase/public rights/preferential offer / off market/ Inter-se transfer etc.	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the trade was executed
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Pre transaction	Post transaction	From	To			Buy		Sell		
												Value	Number of units (contracts * lot size)	Value	Number of units (contracts * lot size)	
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Signature:

Designation:

Date:

Place:

Form D (Indicative format)

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

Regulation 7(3) – Transactions by Other connected persons as identified by the company

1	2	3		4		5		6		7	8	9	10	11	12	13				14	15	16	17	
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Pre transaction	Post transaction	From	To							Buy		Sell						
																Value	Number of units (contracts * lot size)	Value	Number of units (contracts * lot size)					

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Name:

Signature:

Date:

Place:
