

APL APOLLO TUBES LIMITED

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

(Pursuant to Regulation 8(1) and Schedule A of the SEBI (Prohibition of Insider Trading) Regulations, 2015)

The Board of Directors of APL Apollo Tubes Limited has always strived 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the Board, Officers, all employees and connected persons shall adhere to the following principles of fair disclosure of unpublished price sensitive information in letter as well as in spirit:

Accordingly the Board of Directors of the APL Apollo Tubes Limited ("Company") adopted the following Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI) in accordance with SEBI (Prohibition of Insider Trading) Regulations, 2015 on 9th May 2015 and subsequently approved certain amendments in the same on 12th April 2019 and 25th January, 2021.

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 Prompt public disclosure of unpublished price sensitive information

The Company shall make prompt public disclosure of Unpublished Price Sensitive Information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such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 As a good corporate practice, the Unpublished Price Sensitive Information disclosed to the Stock Exchanges may be supplemented by updates to the press and by prompt updates on the Company's website.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 Uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.

All the unpublished price sensitive information shall be reported promptly on uniform basis to all the stock exchanges on which the securities of the Company are listed for wide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of a senior officer as a Chief Investor Relations Officer to deal with dissemination of information and disclosure of unpublished price sensitive information.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 Financial 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 and 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 rumours 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 rumours 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, and the Managing Director/CEO, shall disclose any information relating to the Company's securities to analysts/research personnel and institutional investors, whether in conference calls or one to one calls. The CIRO shall be invited to meeting/conferences organised by the Company with the analysts/institutional investors/research personnel. Such analyst conference calls should be made accessible simultaneously to all stakeholders, some as participants by telephone and others in a listen-only mode by telephone or via a webcast over the Internet. At the beginning of the analyst conference call, the spokesperson as authorised by the CIRO will provide appropriate cautionary statements concerning any forward-looking information (*except future oriented financial information*) and, will make a reference to this 'fair disclosure code' available on the Company's website and other publicly available documents containing the assumptions, sensitivities and a full discussion of the risks and uncertainties relating to the matter which is the subject of the analyst conference call. The Company may post the details of persons who are authorized by CIRO and who can be reached out by analysts , institutional investors for necessary queries.

The Company will provide advance notice of the analyst conference call and webcast to the stock exchanges announcing the date and time along with necessary information on how interested parties may access the call and webcast. Such notice will be given at least 3 days in advance. In addition, the Company may also send invitations to market participants (including analysts), investors (including institutional investors), shareholders and the media to participate. Any non-material supplemental information provided to participants will also be posted concurrently to the Company's website .

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 audio or video recordings of the proceedings of the meetings with analysts and other investor relations conferences. The presentation, if any, given during the call, shall be made available on the official website of the Company and/or to stock exchanges to ensure official confirmation and documentation of disclosure, immediately after the post-earnings conference call/quarterly call, before the next trading day or within twenty-four hours from the occurrence of event or information, as required under the Regulation 30 of SEBI (LODR) Regulations, 2015, whichever is earlier. The transcript of such call will be made available at the earliest.

It should be ensured that in the case of one to one calls whether over telephone or other media:

- i. Only the spokesperson authorised by the CISO speaks from the Company side;
- ii. Only publicly available information should be shared;
- iii. In the case of forward looking information, the same policy as in the case of conference calls as mentioned should be adopted;
- iv. Selective disclosure should be avoided. In the case of giving non-public information, the policy provided in 6.2(a) below should be adopted;
- v. No unpublished price sensitive information shall be shared even if a non-disclosure agreement is being executed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. In case inadvertently any unpublished price sensitive information is shared, the same should be immediately brought to the notice of Chief Financial Officer and Company Secretary of the Company;
- vi. No preferential treatment shall be given to any analyst over the other.

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 in the public domain to the analysts/research persons/large investors like institutions and may share any information relating to or comment on any trends in the industry, economy, or other broader spectrum that may have a bearing on the Company. In case, non-public information is proposed to be provided, the person proposing to so provide information shall consult the CISO in advance. The CISO 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 CISO 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/CEO. If the answer to any question requires dissemination of Unpublished Price Sensitive Information, the CISO 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 CISO shall, after dissemination of such Unpublished Price Sensitive Information as aforesaid, respond to such unanticipated questions.

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

8.1 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 legitimate purposes, performance of duties or discharge of his/her legal obligations.

8.2 Following factors must be satisfied while determining what constitutes a legitimate purpose:

- i. It must be shared in the ordinary of course of business or for Corporate Purpose;
- ii. Required to be done in furtherance of fiduciary duties or in fulfillment of any statutory obligation;
- iii. The action is executed in a manner which is considered as fair and transparent; and
- iv. Information shared is in the interest of the Company and should not result into personal gain of the Insider.

8.3 While sharing unpublished price sensitive information for legitimate purpose(s), following things should be taken care off:

- i. The insider before communicating any UPSI to any person for legitimate purpose shall first approach the Department Head ("Head") who shall be responsible for assessing the need to share such information. The Head on being satisfied shall give a written confirmation to the insider upon which the insider may communicate the UPSI.
- ii. The Compliance Officer shall be duly informed with respect of sharing of UPSI
- iii. The Company should execute a non-disclosure agreement with the Recipient along with an undertaking that the recipient will abide by Regulations
- iv. UPSI shall be shared through secured email or such other secured digital medium as approved by the Head.

8.4. **Quiet Period:** The Company shall institute quiet periods, *which will be a period starting from seven days before the date of Board meeting that would consider the quarterly/annual financial results and ending as soon as the financial results are disseminated to the stock exchanges*, during which the Company shall not initiate or participate in any meetings or telephone or other electronic contact (including e-mails) with market participants (including analysts), investors (including institutional investors), shareholders or the media, other than to respond to unsolicited inquiries concerning factual matters. During such quiet periods, the Company will not make presentations at any analyst or investor conferences, or make any other external speeches or other presentations, except in exceptional circumstances with the approval of the CIRO and subsequent approval/ratification by the Audit Committee of the Board. The Managing Director/CEO may institute such other event based quiet periods from time to time, as he may deem fit, subject to approval/ratification by the Audit Committee.

Any term which is used but not defined under this Code shall have the meaning assigned to it under the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Schedules annexed thereto (modification and/or re-enactment included) and/or the other Codes of Conduct prepared by Company under or pursuant to the Regulations. The Notes/Explanations given under the Regulations shall also be applicable in interpreting the provisions of this Code.