

## **Venus Pipes & Tubes Limited**

### **CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION FOR PREVENTION OF INSIDER TRADING**

[Pursuant to Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015]

## **CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION FOR PREVENTION OF INSIDER TRADING**

### **1. INTRODUCTION**

- 1.1 As per Regulation 8(1) of the Securities and Exchange Board of India (“**SEBI**”) (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time (“**Insider Trading Regulations**”), every company whose securities are listed on stock exchanges is required to formulate a framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for its securities. Further, while framing the policy the principles, such as equality of access to information, publication of policies such as those on dividend, inorganic growth pursuits, calls and meetings with analysts, and publication of transcripts of such calls and meetings shall be taken into consideration.
- 1.2 Pursuant to Regulation 8(1) of Insider Trading Regulation, the Board of Directors of Venus Pipes & Tubes Limited (“**Company**” or “**VENUS**”) has formulated this Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information for Prevention of Insider Trading (“**Code**”).
- 1.3 The Board of Directors of the Company, at its meeting held on October 21, 2021 approved the Code. The Code will be effective from the date of listing on stock exchange.

### **2. OVERSEEING AND COORDINATING DISCLOSURE:**

- 2.1 The Company designates Mr. Pavan Kumar Jain as the Chief Investor Relation Officer (“**CIRO**”) who shall be responsible for ensuring timely and adequate disclosure of Unpublished Price Sensitive Information pursuant to the Code, as required under the Regulations.
- 2.2 The CIRO /Company shall ensure:
- a) prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such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.
  - b) uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
  - c) prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
  - d) Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
  - e) that information shared with analysts and research personnel is not unpublished price sensitive information
  - f) handling of all unpublished price sensitive information on a need-to-know basis.
- 2.3 The CIRO with the approval of the Director (Finance) shall be responsible for overseeing and co-

ordinating disclosure of unpublished price sensitive information to the stock exchanges, analysts and shareholders. They will also be responsible for vetting the information released to media consistent with information displayed on stock exchanges.

- 2.4 Information disclosure/dissemination shall be approved in advance by Director (Finance).
- 2.5 If information is accidentally disclosed without prior approval, the person responsible may inform the CIRO immediately, even if the information is not considered price sensitive.

### **3. RESPONDING TO MARKET RUMOURS:**

- 3.1 The CIRO shall respond to any queries or requests for verification of market rumours by stock exchanges. Employees of the Company shall not respond under any circumstances to enquiries from the stock exchanges, the media or others unless authorized to do so by the CIRO.
- 3.2 The CIRO shall be also responsible for deciding, in consultation with the Director (Finance) and/or the Chairman and Managing Director, if deemed necessary, as to the necessity of a public announcement for verifying or denying rumours and thereafter making appropriate disclosures.

### **4. TIMELY REPORTING OF SHAREHOLDINGS/ OWNERSHIP AND CHANGES IN OWNERSHIP:**

- 4.1 The Compliance Officer shall be responsible for ensuring that disclosures of shareholding/ownership of major shareholders and disclosure of changes in ownership as required under the stock exchange Listing Agreements and/or any rules/regulations made under the Securities and Exchange Board of India Act, 1992 are made in a timely and adequate manner. The Compliance Officer shall ensure that the Company complies with the disclosure requirements.

### **5. DISCLOSURE/ DISSEMINATION OF UNPUBLISHED PRICE SENSITIVE INFORMATION WITH SPECIAL REFERENCE TO ANALYSTS, INSTITUTIONAL INVESTORS:**

- 5.1 Other than the Directors no person, except those authorized by the CIRO shall disclose any information relating to the Company's securities to analysts/research persons and institutional investors. The Directors shall include the CIRO in handling unpublished price sensitive information.
- 5.2 All the Officers, other than the Designated Employees and Directors of the Company should follow the guidelines given hereunder while dealing with analysts and institutional investors: -

#### **(1) Sharing of non-public information:**

Directors/ other Officers authorized by the Director (Finance) shall provide only public information to the analysts/ research persons/ large investors like institutions. In case non-public information is proposed to be provided, the person proposing to do so shall provide such information in consultation with the CIRO in advance. The CIRO in such cases shall

ensure that the information provided to the analyst/research person/investor is simultaneously made public at the earliest.

**(2) Handling of unanticipated questions:**

The CIRO should tackle the unanticipated questions carefully. The unanticipated questions may be noted and a considered response be given later in consultation with the Director (Finance) and the Chairman and Managing Director. If the answer to any question requires dissemination of unpublished price sensitive information, the CIRO shall report the same to the Director (Finance) and Chairman and Managing Director and obtain necessary approval for its dissemination to the stock exchanges/public announcement through press. The CIRO after dissemination of such unpublished price sensitive information aforesaid, respond to such unanticipated questions.

The Directors/ employees shall take extreme care and caution when dealing with analysts' questions that raise issues outside the intended scope of discussion.

**(3) Recording of discussion:**

All the analyst, broker or institutional investor meetings shall be attended by the CIRO and another senior employee(s) of the Company as may be notified by the CIRO with the approval of the Director (Finance). All the discussion during quarterly con-calls will be recorded and transcripts will be placed on the website under the "Investor" page.

**(4) Simultaneous release of Information:**

Whenever the CIRO 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 CIRO shall be responsible for vetting of the text of the information to be posted on the Company's web-site with the approval of the Director (Finance) and/ or the Chairman and Managing Director.

**6. INSTITUTIONAL MECHANISM FOR PREVENTION OF INSIDER TRADING:**

6.1 The CIRO shall put in place adequate and effective system of internal controls to ensure compliance with the requirements of the Insider Trading Regulations and this Code to prevent insider trading.

**7. WHISTLE BLOWER MECHANISM TO REPORT ANY LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION:**

7.1 In case any employee suspects any leak of unpublished price sensitive information, he may immediately blow the whistle and address the instance to the Chairman and Managing Director of the Company or in exceptional cases i.e. in respect of complaint against officer of [E-9] grade to the Chairperson of the Audit Committee, by an email or sealed envelope.

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

- 8.1 The CIRO with approval of the Director (Finance) and /or the Chairman and Managing Director shall disseminate all unpublished price Sensitive information on a continuous and in a timely manner to stock exchanges where Securities of the Company are listed and thereafter to the press.
- 8.2 As a good corporate practice, the unpublished price sensitive information disclosed to the stock exchanges and to the Press may also be supplemented by prompt updates on the Company's website by the CIRO. The Company may also consider other modes of public disclosure of unpublished price sensitive information so as to improve investor access to the same.
- 8.3 The CIRO shall mark a copy of the press release to the corporate coordination division simultaneously for supplementing the same on Company's website: [www.venuspipes.com](http://www.venuspipes.com)
- 8.4 The information filed by the Company with the stock exchanges under the stock exchange Listing Agreement shall also be posted on the Company's website.

\*\*\*\*\*