

# **HARIOM PIPE INDUSTRIES LIMITED**

**CODE OF CONDUCT UNDER PIT REGULATION, 2015**

**CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY INSIDERS**  
*(Under Regulation 9(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015)*

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## 1. INTRODUCTION:

- i. The Securities and Exchange Board of India ("SEBI") notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 on January 15, 2015 replacing the two-decade old insider trading norms in India to put in place a framework for prohibition of insider trading in securities and to strengthen the legal framework thereof. These regulations are in force with effect from May 15, 2015 and the same is made applicable to all the Companies whose shares are listed on the Stock Exchanges.
- ii. It is also mandatory for every listed company / entity to formulate a Code of Conduct to Regulate, Monitor and Report Trading by Insiders and other connected persons in terms of the regulation 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("**Code of Conduct**").
- iii. In order to comply with the mandatory requirements of the regulations, it is necessary to formulate a specific Code of Conduct for Hariom Pipe Industries Limited (hereinafter referred to as the "**Company**" or "**HPIL**") to Regulate, Monitor and Report Trading by its Directors, Key Managerial Personnel (KMP) and other connected persons.
- iv. HPIL Code of Conduct for Prevention of Insider Trading (hereinafter referred to as "**the Original Code**") was formulated under SEBI (Prohibition of Insider Trading) Regulations, 1992 and was in force.
- v. In line with the revised SEBI (Prohibition of Insider Trading) Regulations, 2015 introduced by SEBI, the Code of Conduct to Regulate, Monitor and Report Trading by Insiders ("**Code of Conduct**") has been adopted by the Board of Directors of Hariom Pipe Industries Limited to Regulate, Monitor and Report Trading by Insiders i.e Directors, KMP and Designated Persons with effect from 02<sup>nd</sup> September, 2021 in substitution of the then existing code of conduct.
- vi. The Code is based on the principles laid down under Schedule B of Regulations, that Directors, KMP, and Designated Persons of the Company owe a fiduciary duty to, among others, the shareholders of the Company to place the interest of the shareholders above their own and conduct their personal securities transactions in a manner that does not create any conflict of interest situation. The Code is also a guiding charter for all persons associated with the functioning of the Company and their dealing in securities of the Company. Further, the Code also seeks to ensure timely and adequate disclosures with regard to the Company's securities.

## 2. DEFINITIONS:

- a. "**Code**" shall mean this Code of Conduct to Regulate, Monitor and Report Trading by Insiders of Hariom Pipe Industries Limited;
- b. "**Compliance Officer**" shall mean the Company Secretary or Officer appointed by the Company for reporting compliance under this Code;

- c. **“Trading”** means and includes subscribing, buying, selling, dealing or agreeing to subscribe, buy, sell, deal in any securities and shall not include exercise of stock options;
- d. **“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;
- e. **“Insider”** means any person who, is a connected person or in possession of or having access to unpublished price sensitive information;
- f. **“Insider Trading Regulations”** shall mean the SEBI (Insider Trading) Regulations, 2015;
- g. **“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;
- h. **Directors** shall mean the Board of Directors of the Company.
- i. **“KMP”** shall mean the Key Managerial Personnel appointed by the Company from time to time as per the provisions of Companies Act, 2013.
- j. **“Designated Persons”** shall mean and include such persons described in Clause 3 of this Code;
- k. **“Connected Person”** 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 SEBI 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 recognised or authorized by the Securities and Exchange Board; 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 a company or his immediate relative or banker of the company, has more than ten per cent of the holding or interest;

l. **“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. periodical financial results of the Company;
- ii. intended declaration of dividends (both interim and final);
- iii. change in capital structure;
- iv. mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
- v. changes in key managerial personnel;
- vi. material events in accordance with the listing agreement.

m. **“SEBI Act”** shall mean Securities and Exchange Board of India Act, 1992;

n. **“Securities”** shall include:

- a. Shares, scripts, bonds, debentures, debenture stocks or other marketable securities of like nature.
- b. Such other instruments recognized as securities and issued by the Company from time to time and have the same meaning assigned to it under the Securities Contract (Regulation) Act, 1956 or any modifications thereof except units of mutual fund.

o. **“Trading Window”** shall mean period during which trading in the Company’s securities is allowed.

### 3. APPLICABILITY:

- i. This code shall be called the “HPIL Code of Conduct to Regulate, Monitor and Report Trading by Insiders” (hereinafter referred to as “the Code”).
- ii. The Code shall come into effect from 02<sup>nd</sup> September, 2021.

- iii. The Code shall be applicable to:
  - a. Directors,
  - b. KMP; and
  - c. Designated Persons of the Company (as may be specified from time to time).
  - d. Immediate relatives of person mentioned in point a, b and c;

For the purpose of this Code, the term “Designated Persons” shall mean to include:

(i) All the employees of the Secretarial, Finance, Accounts and Taxation Department of the Company and Subsidiary Company.

(ii) All employees of the Company and subsidiary company holding designation of Manager and above level.

(iii) Statutory, Internal, Secretarial and Cost Auditors of the company and subsidiary company including their team involved in the audit of the company; and

(iv) Other connected persons.

#### **4. PROHIBITION ON DEALING, COMMUNICATING OR COUNSELLING ON MATTERS REALTING TO INSIDER TRADING:**

- i. No Director / KMP / Designated Persons shall:
  - a. either on his own or on behalf of any other person, deal in securities of the Company when he/she is in possession of unpublished price sensitive information; or
  - b. communicate or counsel or procure directly or indirectly any unpublished price sensitive information to any person who while in possession of such unpublished price sensitive information shall not deal in securities.

Provided that nothing contained above shall be applicable to any communication required in the ordinary course of business or profession or employment or information required under any law.

- ii. The Company shall not deal in the securities of another Company or associate of that other Company while in possession of any unpublished price sensitive information.

#### **5. TRADING PLANS:**

- i. An insider shall be entitled to formulate a trading plan for not less than 12 (twelve) months 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.
- ii. Trading plan does not entail trading when trading window of the Company is closed for the purpose of declaring periodical financial results.
- iii. Operating multiple trading plans during the same period is not allowed under this

code.

- iv. Upon approval of the trading plan, the Compliance Officer shall notify the plan to the stock exchanges on which the securities of the Company are listed.
- v. The trading plan once approved shall be irrevocable and an insider shall mandatorily have to implement the plan.
- vi. The trading plan shall be commenced after a statutory cool-off period of six months and after obtaining clearance from the compliance officer.

## **6. COMPLIANCE OFFICER:**

The Board has appointed Company Secretary as the Compliance Officer who shall report to the Chairman & Managing Director for the compliances under this code.

(i) The Compliance Officer shall be responsible for:

- a. setting forth policies and procedures;
- b. monitoring adherence to the rules for preservation of "Price Sensitive Information";
- c. issuing notifications for any modifications in the policies, procedures and rules;
- d. pre-clearing trades of Designated Persons and their dependents trades (directly or through respective department heads as decided by the Company);
- e. monitoring of trades and the implementation of the Code of Conduct under the overall supervision of the Board of Directors of the Company;
- f. Maintaining records of the Directors and the Designated Persons and any changes made therein.
- g. Assisting all the Directors and the Designated Persons in addressing any clarifications regarding the Insider Trading Regulations and the Company's Code of Conduct.
- h. Maintaining record of the declarations given by the Directors / KMP / Designated Persons for a minimum period of 5 (five) years.
- i. To place a status report before the Chairman and Managing Director, detailing dealings in the securities by the Directors, KMP and Designated Persons along with the documents executed, if any, by such persons in accordance with the pre-dealing procedure prescribed under the Code on a quarterly basis.

(ii) In order to discharge the functions effectively, the Compliance Officer shall be adequately empowered and provided with adequate manpower and infrastructure to effectively discharge her functions. In the performance of his duties, the Compliance Officer shall have access to all information and documents relating to the Securities of the Company.

## **7. PRESERVATION OF UNPUBLISHED PRICE SENSITIVE INFORMATION:**

### **➤ Restrictions on communication and trading by insiders**

a. The Directors, KMP and the Designated Persons shall maintain the confidentiality of all Price Sensitive Information. The Directors, KMP and the Designated Persons shall not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities of the Company based on the same.

Provided further that any person in receipt of UPSI pursuant to legitimate purpose shall be considered as an Insider and due notice shall be given to maintain confidentiality of such UPSI.

b. In case an Insider or any other person notices any leak of UPSI/ suspects leak of UPSI, a complaint may be raised under the Whistle-blower Policy and same shall be investigated as per the Policy and Procedure for Enquiry in case of leak or suspected leak of UPSI framed by the Company.

c. Insiders shall not trade in the Securities of the Company or counsel any person to trade in the Securities of the Company while in possession of UPSI. If covered persons had traded securities while in possession of the UPSI, such trades will be presumed to have been motivated by the knowledge and awareness of such information in his possession

➤ **Restriction on communication of UPSI is not applicable in case of:**

a. a transaction that would entail an open offer under SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI Takeover Regulations”) and any amendments thereto, where the Board is of the informed opinion that sharing of such information is in the best interest of the Company; or

b. a transaction that would not attract an open offer, where the Board is of the informed opinion that sharing of such information is in the best interest of the Company, provided that such UPSI is made public at least two trading days before the proposed transaction in such form as the Board may determine to be adequate and fair to cover all relevant and material facts.

c. For the purposes of Clause 5, the parties with whom UPSI is shared, shall enter into confidentiality / non-disclosure agreements with the Company and be required to keep the UPSI confidential and shall not trade in the Securities of the Company when in possession of UPSI

**8. NEED TO KNOW & LIMITED ACCESS TO CONFIDENTIAL INFORMATION:**

Price Sensitive Information shall be handled on a “need to know” basis. Such information 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 the information;

All non-public information directly received by any Directors, KMP and the Designated persons should be reported to the head of his / her department / Compliance Officer.

Files containing confidential information shall be kept secure. Computer files must have adequate security of login and pass word etc.

**9. TRADING WINDOW:**



All Directors, KMP and Designated Persons of the Company shall be subject to trading restrictions as enumerated below:-

a. The Company has designated a “Trading Window”, being the period during which transactions in the shares of the Company can be effected by Directors, KMP and the Designated Persons for trading in the Company’s securities.

The “Trading Window” shall remain closed as under:

<b>S. No.</b>	<b>Particulars</b>	<b>Trading Window shall remain close</b>
1	Declaration of Financial Results (quarterly, half-yearly and annual).	From the date as mentioned in the Board Meeting Notice.
2	Declaration of dividends (interim and final).	From the date of notice given to the stock exchanges for convening the meeting of the Board of Directors.
3	Issue of securities by way of public / rights / bonus etc.	From the date of notice given to the stock exchanges for convening the meeting of the Board of Directors.
4	Any major expansion plans or execution of new projects.	From the date of notice given to the stock exchanges for convening the meeting of the Board of Directors or when the Chairman and Managing Director / Executive Director communicates to the Compliance Officer about the closure of Trading Window.
5	Amalgamation, mergers, takeovers and buy-back.	From the date of notice given to the stock exchanges for convening the meeting of the Board of Directors.
6	Disposal of whole or substantially whole of the Undertaking.	From the date of notice given to the stock exchanges for convening the meeting of the Board of Directors.
7	Any significant changes in policies, plans or operations of the Company.	From the date of notice given to the stock exchanges for convening the meeting of the Board of Directors.
8	Declaration of Financial Results (quarterly, half-yearly and annual).	From the date of notice given to the stock exchanges for convening the meeting of the Board of Directors.

b. The trading window shall be opened 48 (forty-eight) hours after the outcome of the Board meeting referred to in para (a) is made public.

c. All the Directors / KMP / Designated Persons of the Company shall conduct all their dealings in the securities of the Company only in a valid trading window and shall not deal in any transaction involving the purchase or sale of the Company’s securities during the periods when trading window is closed or during any other period as may be specified by the Company from time to time.

## 10. PRE CLEARANCE OF TRADES:

All Directors / KMP / Designated Persons/Promoters or part of Promoters group and their immediate relatives who intend to deal in the Securities of the Company above Rs. 10,00,000/- in value should pre-clear the transactions as per the pre-dealing procedure as described hereunder.

i. An application (**Annexure I**) shall be made to the Compliance Officer by the Directors / KMP / Designated Persons/ Promoters or part of Promoters group the estimated number of Securities that such person and/or their immediate relatives indicating intends to deal in, details of depository with which such person has demat account, the details as to the securities in such depository mode, etc. The Compliance Officer shall assess the applications and grant approval for pre-clearance of trade (**Annexure II**) within a reasonable time.

ii. The Directors / KMP / Designated Persons/ Promoters or part of Promoters group shall execute an Undertaking (**Annexure III**) in favour of the Company incorporating inter-alia, the following clauses, and submit the same to the Compliance Officer along with the application form as mentioned in clauses (i) above:

a. The Directors / KMP / Designated Persons/ Promoters or part of Promoters group does not have any access or has not received "Price Sensitive Information" up to the time of signing the undertaking;

b. In case the Directors / KMP / Designated Persons/ Promoters or part of Promoters group has access to or receives "Price Sensitive Information" after the signing of this Undertaking but before the execution of the transaction, he/she shall inform the Compliance Officer of the change in his/her position and that he/she shall completely refrain from the dealing in the securities of the Company till such time such information becomes public;

c. He/she has not contravened the Code as notified by the Company from time to time; and

d. He/she has made full disclosure in the matter.

## 11. PERIOD FOR COMPLETING THE TRANSACTIONS:

i. All Directors / KMP / Designated Persons and their immediate relatives shall execute their order in respect of Securities of the Company within 7 (seven) trading days after the approval of pre-clearance is given by the Compliance Officer. The date on which the order is executed shall be intimated forthwith to the Compliance Officer (in the format attached as **Annexure IV**).

ii. If the order is not executed within 7 (seven) trading days after the approval is given, the Directors / KMP / Designated Persons and their immediate relatives must pre clear the transaction again and execute the same, following the aforesaid process.

However, this clause is not applicable in case of any Director/KMP/Designated Persons is executing trading plan approved by the Compliance Officer as per clause 5 of the Code.

**12. HOLDING PERIOD / OTHER RESTRICTIONS:**

All Directors / KMP / Designated Persons 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 6 (six) months following the prior transaction. All Directors / KMP / Designated Persons shall not take positions in derivative transactions in the shares of the Company at any time. In the case of subscription in the primary market (initial public offers) the above mentioned entities shall hold their investments for a minimum period of 30 (thirty) days. The holding period would commence when the securities are actually allotted.

**13. WAIVER OF HOLDING PERIOD:**

The Compliance Officer may waive the holding period in cases where the sale is necessitated by personal emergency after recording the reasons in writing. An application in this regard (attached as **Annexure V**) shall be made to the Compliance Officer.

**13 (A) OTHER RESTRICTIONS:**

The Designated Persons shall execute their order of HPIL Securities within seven trading days after the approval of pre-clearance is given, failing which fresh pre-clearance would be needed for the trades to be executed.

The Designated Person shall not execute/deal in a contra trade for any number of HPIL securities for a period of 6 months from the execution of the last trade in securities. However, this shall not be applicable for trades pursuant to exercise of stock options.

Explanation: Contra trade means: In case the Designated Person pre-clears for buying shares of the Company, he cannot enter into a sale of securities of the Company for a period of 6 months from the date of execution of buy order and vice-versa.

The Designated Person shall apply in Annexure IX to the Compliance Officer. The Compliance Officer may take necessary undertakings and declarations and seek appropriate information as he deems necessary from the designated person before granting the relaxation.

The Compliance Officer may grant relaxation in Annexure X attached herewith

Notwithstanding anything above, if a contra trade is executed inadvertently or otherwise in violation of this code, the profits there from must be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI.

**14. DISCLOSURES & REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES:**

**A. DISCLOSURE OF HOLDINGS:**

- i. Omitted

ii. Every person on appointment as a Key Managerial Personnel or a Director of the Company or upon becoming a Promoter or part of Promoter's Group shall disclose to the Company in Form B of the Insider Trading Regulations, the number of shares or voting rights held by such person and positions taken in derivatives by such person and his / her immediate relative, within 7 (seven) days of such appointment or becoming a Promoter or part of Promoter's group.

iii. All the Directors / KMP / Designated Persons / Promoters or part of Promoter's Group shall disclose to the Company on a continuing basis in Form C of the Insider Trading Regulations, the total number of shares or voting rights held and any change, whether in one transaction or a series of transactions over any calendar quarter, of him/her and his/her immediate relative from the last disclosure made, if such change aggregates to a traded value in excess of Rs. 10,00,000 and this disclosure shall be made within 2 (two) trading days of:

- a. The receipt of intimation of allotment of shares, or
- b. The acquisition or sale of shares or voting rights, as the case may be.

iv. The Company, within 2 (two) trading days of receipt of disclosure or from becoming aware of such information, shall notify to all the stock exchanges on which the shares of the Company are listed, the information of such trading as mentioned in clause iii above.

#### **B. REPORTING OF TRANSACTIONS:**

In addition to complying with the disclosure requirements as prescribed under this code, all the Directors / KMP / Designated Persons shall file with the Compliance Officer, the details of their transactions relating to the Company's Securities including that of their immediate relatives as given under:

a. All holdings in securities of the Company by Directors / KMP / Designated Persons at the time of joining the Company (attached as **Annexure VI**) and changes thereon (attached as **Annexure VII**).

b. Annual statement of all holdings in Company's Securities as on 31<sup>st</sup> March every year – latest by 15<sup>th</sup> April (attached as **Annexure VIII**).

#### **14A. DISCLOSURE UNDER THIS CODE AND THE REGULATIONS:**

Designated Persons shall be required to disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the company on an annual basis and as and when the information change:

1. Immediate relatives;
2. Persons with whom such designated person(s) shares a material financial relationship;
3. Phone, mobile and cell numbers which are used by them.

In addition, the names of educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a one time basis.

**Explanation** – The term "material financial relationship" shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the

immediately preceding twelve months, equivalent to at least 25% of such payer's annual income but shall exclude relationships in which the payment is based on arm's length transactions.

**15. MAINTENANCE OF RECORDS OF DISCLOSURE:**

i. The Compliance Officer shall maintain records of all the declarations in the appropriate forms given by the Directors / KMP / Designated Persons for a minimum period of 5 (five) years.

ii. The Compliance officer shall place before the Board or a Committee specified by the Company, on a quarterly basis all the details of the dealing in the securities by Directors / KMP / Designated Persons of the Company, if any received, and the accompanying documents that such persons had executed under the pre-dealing procedure as envisaged in this code.

**16. PENALTY FOR CONTRAVENTION OF THE CODE:**

i. Any Directors / KMP / Designated Persons who trades in Securities of the Company or communicates any information for trading in Securities of the Company, in contravention of the Code shall be held guilty and penalized and appropriate action shall be taken by the Company, which may include wage freeze, suspension, ineligibility for future participation in the employee stock option plans, if any or termination of their employment / contract, or such other action, as the Company may in this regard deem fit.

ii. The penal action taken by the Company shall not preclude SEBI from taking any action in case of violation of the Insider Trading Regulations.

iii. In case the Company / Compliance officer observes that there has been a violation of Insider Trading Regulations by any Directors / KMP / Designated Persons, the Compliance Officer shall inform SEBI about such violation. The concerned Directors / KMP / Designated Persons shall provide all the requisite information and render necessary co-operation as may be required by the Company / Compliance Officer / SEBI in this connection.

Sr. No.	Particulars	Details
1	Reviewed & recommended by	Audit Committee
2	Approved by	Board of Directors

**17. CLARIFICATION:**

For all queries concerning this Code, the Directors / KMP / Designated Personnel may please contact:

Mr. Chirag Partani

Company Secretary & Compliance Officer

Ph no: 040-24016101

e-mail: [cs@hariompipes.com](mailto:cs@hariompipes.com)

Enclosures: As above

**Annexure – I**

**APPLICATION FORM FOR PRE-CLEARANCE OF TRADE OF COMPANIES SECURITIES [Clause 10 (i)]**

To  
The Compliance Officer  
HPIL Code of Conduct for Prevention of Insider Trading,  
Hariom Pipe Industries Limited  
3-4-174/12/2, 1st Floor, Samarpan, lane beside Spencer's  
Pillar No. 125, Attapur Hyderabad Hyderabad.

Dear Sir / Madam,

I, \_\_\_\_\_ (Name and Designation), intend to deal with the Securities of the Company as per the particulars furnished below:

Name of the person for whom the transaction is to be executed	
Relationship with the Applicant	
No. of Securities (specify) covered by the transaction.	
Nature of transaction for which approval is sought.	Purchase / Sale
Depository. ID No.	
Client ID No.	
Particulars of broker through whom the transaction is to be executed.	Name: Address:  Tel No.

Pursuant to the clause 10 (ii) of the Code of Conduct, I enclose duly stamped and executed undertaking executed in favor of the Company containing the prescribed particulars.

I request you to kindly pre-clear the above transaction at the earliest.

Thanking You.

Yours faithfully,

\_\_\_\_\_  
(Name of the Applicant)  
Employee no.  
Department:

*Annexure – II*

**APPROVAL FOR PRE-CLEARANCE OF TRADE IN COMPANIES SECURITIES [Clause 10 (i)]**

Date:

To,  
Name:

Dear Sir / Madam,

Subject: Pre-clearance of transaction in Company's securities.

Re: Your application dated \_\_\_\_\_ for pre-clearance of transaction for \_\_\_\_\_ securities of the Company in your name.

With reference to the above application pursuant to clause 10 (i) of HPIL Code of Conduct for prevention of Insider Trading, seeking pre-clearance of your transaction in securities of the Company, we hereby accord our approval to your proposed transaction.

You may kindly note pursuant to the clause 11 of the said Code of Conduct, the aforesaid transaction shall be executed within seven (7) trading days from the date of receipt of this approval letter, failing which an application seeking pre-clearance to the proposed transaction together with the undertaking in the prescribed format shall be made afresh.

Thanking You.  
Yours faithfully,

**For Hariom Pipe Industries Limited**

**(Compliance Officer)**

***Annexure – III***

**UNDERTAKING TO BE ACCOMPANIED WITH EVERY PRE-CLEARANCE  
APPLICATION  
[Clause 10 (ii)]**

To  
The Compliance Officer  
HPIL Code of Conduct for Prevention of Insider Trading,  
Hariom Pipe Industries Limited  
3-4-174/12/2, 1st Floor, Samarpan, lane beside Spencer's  
Pillar No. 125, Attapur Hyderabad Hyderabad.

Dear Sir / Madam,

I, \_\_\_\_\_ being a Director / KMP/ Designated Person of the Company, am desirous of dealing in \_\_\_\_\_ securities of the Company as mentioned in my application dated \_\_\_\_\_ for pre-clearance of transaction.

Pursuant to clause 10(ii) of the Code of Conduct, I hereby confirm:

- a. To maintain confidentiality of all "Unpublished Price Sensitive Information" that may come into my possession in the discharge of my duties with the Company.
- b. Not to pass on any such information directly or indirectly by way of making a recommendation for the purchase or sale of the securities of the Company based on the same.
- c. To report to the Compliance Officer, any non-public information that may be received by me.
- d. That I did not have access to or received any "Unpublished Price Sensitive information" up to the date of signing this undertaking.
- e. That in case I have access to or receive "Unpublished Price Sensitive information" after the signing of this undertaking but before the execution of transaction, I shall inform the Compliance Officer of the change in my position and that I shall completely refrain from dealing in the securities of the Company till such time such information becomes public.
- f. That I have not contravened the Code of Conduct for prevention of Insider trading as notified by the Company from time to time; and
- g. That I have made full and true disclosures in the matter.

(Signature)

Name of the Director/KMP/Designated Person:

Employee no.:

Department:



***Annexure – IV***  
**CONFIRMATION OF COMPLETION OF TRANSACTION**  
**[as per Clause 11]**

To  
The Compliance Officer  
HPIL Code of Conduct for Prevention of Insider Trading,  
Hariom Pipe Industries Limited  
3-4-174/12/2, 1st Floor, Samarpan, lane beside Spencer's  
Pillar No. 125, Attapur Hyderabad Hyderabad.

Dear Sir / Madam,

Subject: Intimation of completion of transaction.

I hereby confirm that the transaction for dealing in the securities of the Company for which, pre-clearance was granted on \_\_\_\_\_ was completed on \_\_\_\_\_ by purchasing / Selling \_\_\_\_\_ (nos.) of securities of the Company.

Thanking You.  
Yours faithfully,

(Signature)  
Name of the Director/KMP/Designated Person:  
Employee no.:  
Department:

Place:  
Date:

**Annexure – V**  
**APPLICATION FOR WAIVER OF MINIMUM HOLDING PERIOD**  
**[as per Clause 13]**

To  
The Compliance Officer  
HPIL Code of Conduct for Prevention of Insider Trading,  
Hariom Pipe Industries Limited  
3-4-174/12/2, 1st Floor, Samarpan, lane beside Spencer's  
Pillar No. 125, Attapur Hyderabad Hyderabad.

Dear Sir / Madam,

**Subject: Waiver of minimum holding period**

I request you to grant me waiver of minimum holding period under the Code of Conduct for Prevention of Insider Trading with respect to \_\_\_\_\_(nos.) of Securities of the Company held by me / \_\_\_\_\_(name of the relative) singly / jointly, acquired by me on \_\_\_\_\_ (date). I propose to deal in the said securities on account of \_\_\_\_\_ (reason of waiver).

Thanking You.  
Yours faithfully,

\_\_\_\_\_  
Name of the Director/KMP/Designated Person:

Employee no.:

Department:

Place:

Date:

**Annexure – VI**  
**DETAILS OF TRANSACTION RELATING TO COMPANY'S**  
**SECURITIES INCLUDING THAT OF THE IMMEDIATE RELATIVES**  
(to be given at the time of joining) [as per Clause 14(b)(i)]

To  
The Compliance Officer  
HPIL Code of Conduct for Prevention of Insider Trading,  
Hariom Pipe Industries Limited  
3-4-174/12/2, 1st Floor, Samarpan, lane beside Spencer's  
Pillar No. 125, Attapur Hyderabad Hyderabad.

I, \_\_\_\_\_ (Name), have joined the Company as \_\_\_\_\_  
(designation) on \_\_\_\_\_ hereby furnish the following details:

<b>Name of the Employee</b>	
No. of Securities (specify) held	
Date of Purchase	
Depository. ID No.	
Client ID No.	
Details Of Shares Held By Dependant Family Members	
<b>Name of the immediate Relative*</b>	
Relationship	
No. of Securities (specify) held	
Date of Purchase	
Depository. ID No.	
Client ID No.	

\*If there are more immediate relatives, additional table can be added.

Pursuant to the clause 14(B) (I) of the Code of Conduct, I submit this statement containing the prescribed particulars.

Thanking You.  
Yours faithfully,

\_\_\_\_\_  
Name of the Director/KMP/Designated Person:

Employee no.:

Department:

Place:

Date:

**Annexure – VII**  
**DETAILS OF CHANGES IN HOLDING**  
**[as per clause 14(B)(i)]**

**To**

The Compliance Officer  
 HPIL Code of Conduct for Prevention of Insider Trading,  
 Hariom Pipe Industries Limited  
 3-4-174/12/2, 1st Floor, Samarpan, lane beside Spencer's  
 Pillar No. 125, Attapur Hyderabad Hyderabad.

I, \_\_\_\_\_ (Name & designation), hereby furnish the following details regarding change in the holding:

Name of the Employee	
Department	
No. of Securities (specify) held before the transaction	
Nature of transaction	
Date of transaction	
No. of securities transacted	
Whether approval obtained	
Date of approval	
Balance holding	
Depository. ID No.	
Client ID No.	
<b>DETAILS OF SHARES HELD BY IMMEDIATE RELATIVES</b>	
Name of the immediate Relative*	
Relationship	
No. of Securities (specify) held before the transaction	
Nature of transaction	
Date of transaction	
No. of securities transacted	
Whether approval obtained	
Date of approval	
Balance holding	
Depository. ID No.	
Client ID No.	

\*If there are more immediate relatives, additional table can be added.

Pursuant to the clause 14 (B) (i) of the Code of Conduct, I submit this statement containing the prescribed particulars.

Thanking You.  
 Yours faithfully,

Name of the Director/KMP/Designated Person:  
 Employee no.:  
 Department:

**Annexure – VIII**  
**ANNUAL STATEMENT OF TRANSACTIONS IN SECURITIES**  
[as per clause 14 (B) (iii)]

**To**  
**The Compliance Officer**  
**HPIL Code of Conduct for Prevention of Insider Trading,**  
**Hariom Pipe Industries Limited**  
**3-4-174/12/2, 1st Floor, Samarpan, lane beside Spencer's**  
**Pillar No. 125, Attapur Hyderabad Hyderabad.**

I, \_\_\_\_\_ (Name & designation), hereby furnish the following annual statement of transactions in the securities of the Company:

Name of the Employee	
Department	
No. of Securities (specify) held at the beginning of the year	
No. of shares bought / sold during the year	
Date of transaction	
Depository. ID No.	
Client ID No.	
<b>DETAILS OF SHARES HELD BY IMMEDIATE RELATIVES</b>	
Name of the immediate Relative*	
Relationship	
No. of Securities (specify) held at the beginning of the year	
No. of shares bought / sold during the year	
Date of transaction	
No. of shares held at the end of year	
Depository. ID No.	
Client ID No.	

\*If there are more immediate relatives, additional table can be added.

Pursuant to the clause 14 (B) (iii) of the Code of Conduct, I submit this statement containing the prescribed particulars.

Thanking You.  
Yours faithfully,

(Signature)  
Name of the Director/KMP/ Designated Person:  
Employee no.:  
Department:  
Place & Date: