



# Uniphos Enterprises Limited

Regd. Office: 11, G.I.D.C., Vapi, Dist Valsad, Gujarat, PIN 396 195.

## UNIPHOS ENTERPRISES LIMITED

(Hereinafter referred to as “the Company”)

### ***THE COMPANY’S CODE OF CONDUCT FOR MONITORING AND PREVENTION OF INSIDER TRADING***

*(Pursuant to SEBI (Prohibition of Insider Trading Regulations, 2015) as amended*

*This Policy is only an internal code of conduct and one of the measures to avoid Insider Trading. It will be the responsibility of each person covered under the SEBI Insider Trading Regulation to ensure compliance of the SEBI Act, Guidelines and other related statutes.*

### **INDEX**

#### **SECTION 1 - PRELIMINARY AND RESTRICTIONS ON INSIDER TRADING**

<b>Sl. No.</b>	<b>Description</b>
1.1	Introduction
1.2	Purpose and Applicability
1.3	Important Definitions
1.4	Role of Compliance Officer
1.5	Prohibition on communication or procurement of UPSI
1.6	Chinese Wall
1.7	No Trading Period or Trading Window Closure
1.8	Responsibility of Audit Committee
1.9	Meetings of the Audit Committee and the Board

#### **SECTION 2 – PRE-CLEARANCE OF TRADES AND DISCLOSURES/ REPORTING AND RESPONSIBILITIES ON DESIGNATED PERSONS**

<b>Sl. No.</b>	<b>Description</b>
2.1	Pre-clearance of trades
2.2	Contra Trade
2.3	Trading Plans
2.4	Disclosures and Reporting Requirements
2.5	Amendment



# Uniphos Enterprises Limited

Regd. Office: 11, G.I.D.C., Vapi, Dist Valsad, Gujarat, PIN 396 195.

## SECTION 3 – VIOLATION / CONTRAVENTIONS OF CODE

Sl. No.	Description
3.1	Responsibility of Designated Person / Insider
3.2	Action/Penalty for contraventions of Code

## CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURES OF UNPUBLISHED PRICE SENSITIVE INFORMATION

## POLICY FOR PROCEDURE OF INQUIRY IN CASE OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION (“UPSI”)

## FORMS / ANNEXURES

<b>Form-A</b>	Initial Disclosure
<b>Form-B</b>	Application and undertaking for pre-clearance of dealings of securities
<b>Form-C</b>	Continual Disclosure
<b>Form-D</b>	Annual Disclosure
<b>Form-E</b>	Confirmation of Deal
<b>Form-F</b>	Continual Disclosure
<b>Annexure 1</b>	Format for intimation of Actual or Suspected leak of UPSI to the Stock Exchanges
<b>Annexure 2</b>	Format for Reporting Actual or Suspected leak of UPSI to the SEBI



# Uniphos Enterprises Limited

Regd. Office: 11, G.I.D.C., Vapi, Dist Valsad, Gujarat, PIN 396 195.

## SECTION 1 - PRELIMINARY AND RESTRICTIONS ON INSIDER TRADING

### 1.1 INTRODUCTION

The Securities and Exchange Board of India (SEBI), as part of its efforts to protect the interest of investors in general and to regulate the securities market, has formulated the SEBI (Insider Trading) Regulations, 2015, under the powers conferred on it by the SEBI Act, 1992. These Regulations come into force w.e.f. 15 May 2015, and the same is applicable on to all companies whose securities are listed on Indian Stock Exchanges.

The Insider Trading regulations envisage listed companies or proposed to be listed companies to formulate a new code of conduct to regulate monitor and report trading by its Designated persons and Connected persons by adopting the prescribed minimum standards for achieving compliance with these regulations and establishing principles for fair disclosure of Unpublished Price Sensitive Information (“**UPSI**”).

Uniphos Enterprises Limited’s (“**UEL/Company**”) Code of Internal Procedure and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders” (hereinafter referred as the *Company’s Code of Conduct for Monitoring and Prevention of Insider Trading*) is framed in line with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

### 1.2 PURPOSE AND APPLICABILITY

This Code has been formulated to maintain the highest ethical standards while dealing in Securities of the Company by the Insiders. The purpose of the Code is also to put in place a framework for prohibition of insider trading in securities and to strengthen the legal framework thereof.

This Code shall be applicable to all Designated Persons/Insiders as may be specified by the Board of Directors, their dependent family members, connected persons, Promoter and Promote Group(s)

### 1.3 IMPORTANT DEFINITIONS

In this Code the following definitions have been adopted:

- 1.3.1 “**Act**” means the Securities and Exchange Board of India Act, 1992, as amended from time to time.
- 1.3.2 “**Board**” means the Board of Directors of the Company.
- 1.3.3 “**Chinese Wall**” means the limit up to which information may be revealed by an Insider in furtherance of the Insider’s legitimate purposes, performance of duties or discharge of his legal obligations. The employees in the inside area shall not communicate any Unpublished Price Sensitive Information to anyone in public area. All the unpublished price sensitive information is to be handled on “need to know basis”



# Uniphos Enterprises Limited

Regd. Office: 11, G.I.D.C., Vapi, Dist Valsad, Gujarat, PIN 396 195.

- 1.3.4 “**Code**” or “**Code of Conduct**” means the Company’s Code of Conduct for Monitoring and Prevention of Insider Trading as amended from time to time.
- 1.3.5 “**Company**” or “**the Company**” means Uniphos Enterprises Limited
- 1.3.6 “**Compliance Officer**” means: Company Secretary of the Company or such other senior officer, designated so, as may be appointed by the Board of Directors of the Company pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, who is financially literate i.e., who has the ability to read and understand basic financial statements i.e., balance sheet, profit and loss account, and statement of cash flows is appointed as the Compliance Officer.

Presently the Company Secretary is designated as the Compliance Officer of the Company and in absence of the Company Secretary or such other senior officer for the time being, the Managing Director shall designate a competent person as Compliance Officer until the Company Secretary or such other senior officer is appointed.

1.3.7 “**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 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



# Uniphos Enterprises Limited

Regd. Office: 11, G.I.D.C., Vapi, Dist Valsad, Gujarat, PIN 396 195.

- (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 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.

## 1.3.8 “Designated Person” means-

- (i) All promoters of the Company and promoters who are individuals or investment companies for intermediaries or fiduciaries;
- (ii) Members of the Board of Directors and Key Managerial Personnel;  
Chief Executive Officer and employees up to two levels below Chief Executive Officer of the Company, intermediary, fiduciary and the material subsidiaries irrespective of their functional role in the Company or ability to have access to unpublished price sensitive information;
- (iii) Employees at the level of Deputy General Manager and above and all the employees in the important departments including Accounts and Finance department, Company Secretarial department, Legal department, Internal Audit department, IT department, Mergers & Acquisition Department (hereinafter referred as “Designated employees”).
- (iv) Personal Assistants of all persons falling under categories (i) to (iii) above, unless any person(s) is(are) specifically identified for not having access to UPSI
- (v) Immediate Relative of all the Designated Person as above, where “immediate relative” shall mean 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;
- (vi) Any person in receipt of Unpublished Price Sensitive information pursuant to a “legitimate purpose”
- (vii) Any other person having possession of Unpublished Price Sensitive Information.



# Uniphos Enterprises Limited

Regd. Office: 11, G.I.D.C., Vapi, Dist Valsad, Gujarat, PIN 396 195.

- 1.3.9 **“Dealing in securities”** means an act of subscribing, buying, selling or agreeing to subscribe, buy, pledge, sell or deal in any securities by any person either as principal or agent;
- 1.3.10 **“Director”** shall have the meaning assigned to it under the Companies Act, 2013.
- 1.3.11 **“Employee”** means every employee of the Company (whether working in India or abroad) including the Directors in the employment of the Company.
- 1.3.12 **“Generally Available Information”** means information that is accessible to the public on a non-discriminatory basis.
- 1.3.13 **“Immediate Relative”** means a spouse of a person, and includes parents, 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
- 1.3.14 **“Insider”** means any person who is:
- (i) a connected person; or
  - (ii) in possession of or having access to unpublished price sensitive information.
- 1.3.15 **“Key Managerial Personnel”** shall have the meaning assigned to it under the Companies Act, 2013 and who are designated as key management personnel by the Board of Directors.
- 1.3.16 **“Officer”** shall have the meaning assigned to it under the Companies Act, 2013.
- 1.3.17 **“Promoter”** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (including any modification(s), amendment(s) or re-enactment(s) thereof).
- 1.3.18 **“Promoter group”** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;]
- 1.3.19 **“Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (including any modification(s), amendment(s) or re-enactment(s) thereof), except units of a mutual fund.
- 1.3.20 **“Trading”** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, pledge and deal in any securities, and "trade" shall be construed accordingly.



# Uniphos Enterprises Limited

Regd. Office: 11, G.I.D.C., Vapi, Dist Valsad, Gujarat, PIN 396 195.

1.3.21 **“Trading day”** means a day on which the recognised stock exchanges are open for trading.

1.3.22 **"Unpublished price sensitive information" or “UPSI”** 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 of the Company and shall, ordinarily include but is not restricted to, information relating to: –

- (i) financial results;
- (ii) dividends;
- (iii) change in capital structure;
- (iv) mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions; and
- (v) changes in key managerial personnel.

(Terms not specifically defined herein shall have the same meaning as assigned to them in the SEBI (Prohibition of Insider Trading) Regulations, 2015. Any change in SEBI (Prohibition of Insider Trading) Regulations, 2015 which has bearing on this Code shall be deemed to have been incorporated in this Code.)

(Words and expressions used and not defined in these 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.)

## 1.4 ROLE OF COMPLIANCE OFFICER

1.4.1 The Compliance Officer 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.

1.4.2 The Compliance officer shall be under the overall supervision of the Board of Directors of the Company and shall be responsible for:-

- (i) compliance of policies, procedures, maintenance of records;
- (ii) monitoring adherence to the rules for the preservation of unpublished price sensitive information;
- (iii) pre-clearing trades of Designated Persons and their immediate relatives in respect of the securities of the Company and the implementation of this code;





# Uniphos Enterprises Limited

Regd. Office: 11, G.I.D.C., Vapi, Dist Valsad, Gujarat, PIN 396 195.

- (iv) assisting all employees in addressing any clarifications regarding the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and this Code of Conduct;
- (v) report on trading of securities by Designated Persons to the Audit Committee on quarterly basis;
- (vi) communicating regarding the closing and opening of the Trading Window by e-mail to the Designated Persons and notify the notice of closure of trading window on the portal of the Stock Exchanges.

1.4.3 The Compliance Officer, under the guidance from the Chairman and the Board, is responsible for maintaining a **Structured Digital Database** of persons with whom the UPSI is shared. The Structured Digital Database will have to contain:

- (i) Nature of UPSI
- (ii) Name and PAN/ any other identifier authorized by law where PAN is not available, of persons who have shared UPSI;
- (iii) Name and PAN/ any other identifier authorized by law where PAN is not available, of persons /entities with whom the UPSI is shared;
- (iv) Date and Time of sharing;
- (v) Date of entry;
- (vi) Date when UPSI became publicly available;
- (vii) NDA or confidentiality agreement executed in this regard.

Structured Digital Database shall not be outsourced and shall be maintained internally, in a software developed by the listed entity or procured from outside, with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

Structured Digital Database shall be preserved for a period of eight years after completion of the relevant transactions and in the event of receipt of any information from SEBI regarding any investigation or enforcement proceedings, the relevant information in the Structured Digital Database shall be preserved till the completion of such proceedings.

## 1.5 PROHIBITION ON COMMUNICATING OR PROCURING UPSI

1.5.1 Designated Persons and Insiders shall–

- (i) not communicate, provide, or allow access to any UPSI, relating to the Company or its securities, or proposed to be listed by the Company, to any person including other insiders directly or indirectly, except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations or except to the extent allowed by these Rules;
- (ii) not procure from or cause the communication by any insider of UPSI, relating to the Company or securities listed or proposed to be listed by the Company, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations;





# Uniphos Enterprises Limited

Regd. Office: 11, G.I.D.C., Vapi, Dist Valsad, Gujarat, PIN 396 195.

- (iii) not to communicate directly or indirectly to any person and/or tip material, non-public information to others, including recommending the purchase or sale of a securities of the Company while in possession UPSI;
- (iv) immediately report to the Compliance Officer in case of receipt of UPSI directly by any Designated Persons and Insiders;
- (v) not enter into derivative transactions in respect of the securities of the Company;
- (vi) not directly or indirectly short sell any Security if such a person (a) does not own the Securities of the Company; or (b) owns the Securities of the Company but does not deliver against such sale within the acceptable settlement cycle;
- (vii) advise appropriately in writing to their Portfolio Manager handling their (including their immediate relative's) personal portfolio investments, to not to trade inadvertently in securities of the Company resulting in violation of the Code by such Designated Persons and Insiders.

1.5.2 While the Company is in the process of proposal of merger, de-merger, amalgamation, acquisition of other listed company/ies, Designated Persons and Insiders shall not deal in securities of the Company as well as securities of such other listed company/ies while in possession of UPSI pertaining to such proposal, till expiry of 48 hours after such UPSI becomes Generally Available Information.

## 1.6 CHINESE WALL

To prevent the misuse of confidential information, the Company has laid down Chinese Walls procedures which separate those areas of the Company that routinely have access to confidential information, considered "inside areas" from those which are considered "public areas".

- 1.6.1 The employees in the inside area shall not communicate any Unpublished Price Sensitive Information to anyone in public area.
- 1.6.2 The Company shall have process of maintaining securely, computer files containing confidential information must have adequate security of login and password etc., and physical storage of documents relating to UPSI and wherever necessary non-disclosure / confidentiality agreements shall be executed with the parties with whom confidential data is shared.
- 1.6.3 All the unpublished price sensitive information is to be handled on "need to know basis", i.e., Unpublished Price Sensitive 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 the non-public information directly received by any employee should immediately be reported to the compliance officer. In exceptional circumstances employees from the public areas may be brought "over the wall" and given confidential information on the basis of "need to know" criteria, under intimation to the Compliance Officer.



# Uniphos Enterprises Limited

Regd. Office: 11, G.I.D.C., Vapi, Dist Valsad, Gujarat, PIN 396 195.

## 1.7 NO TRADING PERIOD OR TRADING WINDOW CLOSURE

- 1.7.1 The trading period during which the Company's securities can be traded is called trading window. The trading window shall be closed during the time the price sensitive information is un-published.
- 1.7.2 When the trading window is closed, the Designated Persons (including their immediate relatives) shall not trade in the Company's securities in such period.
- 1.7.3 The trading window shall be, inter-alia closed at the time of:
- (i) Declaration of Financial results (quarterly, half yearly and annually);
  - (ii) Declaration of dividends (interim and final);
  - (iii) Change in capital structure including but not limited to issue of securities by way of public/rights/bonus and buy back of securities;
  - (iv) Announcement of any major expansion of business, disposals of business or execution of new projects;
  - (v) Announcement of any restructuring including mergers, de-mergers, amalgamation, acquisitions, delistings of securities, buyback of securities, split of securities;
  - (vi) Changes in key managerial personnel;
  - (vii) Such other time as the compliance officer determines that a designated person or class of designated person is reasonably expected to have possession of unpublished price sensitive information.
- (viii) The Trading Window shall be closed at the end of every quarter till 48 (Forty Eight) hours after the declaration of Audited / Unaudited Quarterly Financial Results of the Company as under:
- (a) For Quarter 1 (1st April to 30th June): Trading Window will be closed from 1st July till 48 (Forty Eight) hours after the declaration of Quarterly Financial Results.
  - (b) For Quarter 2 (1st July to 30th September): Trading Window will be closed from 1st October till 48 (Forty Eight) hours after the declaration of Quarterly/Half Yearly Financial Results.
  - (c) For Quarter 3 (1st October to 31st December): Trading Window will be closed from 1st January till 48 (Forty Eight) hours after the declaration of Quarterly/Nine Months Financial Results.
  - (d) For Quarter 4 (1st January to 31st March): Trading Window will be closed from 1st April till 48 (Forty Eight) hours after the declaration of Quarterly/Annual Financial Results.
- 1.7.4 The Trading Window shall automatically get opened 48 (Forty Eight) hours after the information referred above in para 1.7.3 is made public.



# Uniphos Enterprises Limited

Regd. Office: 11, G.I.D.C., Vapi, Dist Valsad, Gujarat, PIN 396 195.

- 1.7.5 All Designated Person of the Company and their immediate relative(s) 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 or pledge of the Company's securities during the periods when Trading Window is closed as referred above or during any other period as may be specified by the Managing Director / Compliance Officer / Chief Financial Officer from time to time.
- 1.7.6 In case of Employee Stock Options / Purchase Plan / Schemes (ESOPs/ ESPSSs) of the Company, exercise of Option may be allowed in the period when the Trading Window is closed. However, sale of shares allotted on exercise of ESOPs / ESPSSs shall not be allowed when Trading Window is closed.
- 1.7.7 The Compliance Officer shall intimate the closure of Trading Window to all the Designated Person(s) of the Company when he / she determines that a designated person or class of Designated Person(s) can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates.
- 1.7.8 The Compliance Officer after taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, shall decide the timing for reopening of the trading window, however in any event it shall not be earlier than 48 (Forty Eight) hours after the information becomes generally available.
- 1.7.9 The Trading Window shall also be applicable to any person having contractual or fiduciary relation with the Company, such as Auditors, Accountancy Firms, Law Firms, Analysts, Consultants, etc., assisting or advising the Company

## **1.8 RESPONSIBILITY OF AUDIT COMMITTEE**

- 1.8.1 Audit Committee shall review compliance with the provisions of the Regulations at least once a year and verify the systems for Internal Control are adequate and operating effectively.

## **1.9 MEETINGS OF THE AUDIT COMMITTEE AND THE BOARD**

- 1.9.1 Audit Committee and Board Meetings should preferably be held on the same day to avoid leakage of material information. Otherwise the gap between the two meetings shall be as narrow as possible.



# Uniphos Enterprises Limited

Regd. Office: 11, G.I.D.C., Vapi, Dist Valsad, Gujarat, PIN 396 195.

## SECTION 2 – PRE-CLEARANCE OF TRADES AND DISCLOSURES/ REPORTING AND RESPONSIBILITIES ON DESIGNATED PERSONS

### 2.1 PRE-CLEARANCE OF TRADES

- 2.1.1 Except when “Trading Window” is closed as referred to in 1.7.3, all insiders who intend to trade in the Company’s securities should obtain pre-clearance from the Compliance Officer or such other official(s) authorized by the Compliance Officer if the transaction/s (either single or cumulative) aggregates to the total traded value in excess of Rs. 10 lakhs or such other value as may be specified by the Regulations over any calendar quarter.
- 2.1.2 The pre-clearance for trading in the securities of the Company by the Compliance Officer shall be given by the Managing Director.
- 2.1.3 There would be no need for any pre-clearance where trades are done pursuant to a trading plan which has been approved.
- 2.1.4 However, no Designated Person shall be entitled to apply for pre-clearance of any proposed trade by himself or his Immediate Relative if such Designated Person / Immediate Relative is in possession of Unpublished Price Sensitive Information even if the Trading Window is not closed and hence he shall not be allowed to trade.
- 2.1.5 Procedure for pre-clearance of trades is described hereunder.
- (i) An application in **FORM B** shall be made to the Compliance Officer indicating the estimated number of securities that the Designated Person intends to deal in, the details of the depository with which he or she has a security account, the details of the securities in such depository mode and such other details as may be required by any rule made by the Company in this behalf.
  - (ii) Once pre-clearance is given for a transaction the trade should be executed by the Designated Person within seven trading days from the date of the pre-clearance. If the trade is not executed within the period stipulated as aforesaid, the Designated Person must obtain a fresh pre-clearance. In the event the period between the date of the aforesaid approval and the commencement of the closure of the Trading Window is less than 7 trading days, then the said transaction shall be executed within such lesser period. If the Designated Person receives any UPSI after pre-clearance, then pre-clearance approval stands suspended with immediate effect.
  - (iii) In case the sale or pledge of securities is necessitated by personal emergency, the holding period may be waived by the Compliance Officer upon receipt of an application from such Designated Person and after recording in writing, the reasons in this regard.
  - (iv) Designated Person shall file immediately with the Compliance Office, the Confirmation of sale/purchase/pledge of shares (for which approval was granted) in FORM E after completion of sale/purchase/pledge as the case may be. Even in cases where the transaction has not been undertaken, the same should be reported to the Compliance Office in the above format.



# Uniphos Enterprises Limited

Regd. Office: 11, G.I.D.C., Vapi, Dist Valsad, Gujarat, PIN 396 195.

## 2.2 CONTRA TRADE

- 2.2.1 Designated Person who trade in the securities of the Company shall not enter into a contra trade transaction during the next six months following the previous transaction (i.e. if you BUY securities, you cannot SELL securities for the next six months and vice versa).
- 2.2.2 In case of any Contra Trade being executed, inadvertently or otherwise, in violation of such restriction, the profits from such trade shall be liable to be disgorged for remittance to the SEBI for credit to the Investor Protection and Education Fund administration by SEBI.
- 2.2.3 In the event, the sale of securities is necessitated by personal emergency within the 6 months period, the above requirement may be waived by the Compliance officer after recording in writing his/her reasons. However, no such sale will be permitted when the Trading window is closed.
- 2.2.4 Contra-trade shall not be applicable to trades pursuant to exercise of stock options.

## 2.3 TRADING PLANS

- 2.3.1 Designated Person 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.
- 2.3.2 Such Trading Plan shall:
  - (i) not entail commencement of trading on behalf of the Designated Person 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 the Company's 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.
- 2.3.3 The Compliance Officer shall review the Trading Plan to assess whether the plan would have any potential for violations of SEBI (Prohibition of Insider Trading) Regulations 2015 and shall be entitled to take express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the Regulations.



# Uniphos Enterprises Limited

Regd. Office: 11, G.I.D.C., Vapi, Dist Valsad, Gujarat, PIN 396 195.

- 2.3.4 The Trading Plan once approved shall be irrevocable and the Designated Person 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, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Designated Person is in possession of any unpublished price sensitive information and the said information has not become generally available at the time of the commencement of implementation of the plan and shall be deferred until such unpublished price sensitive information becomes generally available information.

Further, the Designated Person 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 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 so as to avoid a violation of sub-regulation (1) of regulation 4.

- 2.3.5 Upon approval of the trading plan, the compliance officer shall notify the plan to the Stock Exchanges on which the securities are listed.
- 2.3.6 Trading window norms and restrictions on contra trade shall not apply for trades made as per approved trading plan.

## 2.4 DISCLOSURES AND REPORTING REQUIREMENTS

- 2.4.1 Apart from the restrictions mentioned in this policy, the Company is required to obtain certain disclosures. The disclosures to be made by any person under this section shall also include those relating to trading in securities of the Company by an Insider and relating to trading by such person's immediate relatives and any other person for whom such person takes trading decisions.
- 2.4.2 The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this code, provided that trading in derivatives of securities is permitted by any law for the time being in force.

### 2.4.3 Initial Disclosure

Every person on appointment as a Director or the Key Managerial Personnel of the Company or any person upon becoming a Promoter or a Designated Person shall disclose his holding of securities of the Company as on the date of appointment or re-appointment or becoming a Promoter or Designated Person, to the Company within seven days of such appointment or becoming in the format given in **FORM A** (as prescribed or amended by SEBI, from time to time).





# Uniphos Enterprises Limited

Regd. Office: 11, G.I.D.C., Vapi, Dist Valsad, Gujarat, PIN 396 195.

## 2.4.4 Continual Disclosure

Every Promoter, Director and Designated Persons shall disclose to the Company in **FORM C** (as prescribed or amended by SEBI, from time to time), the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities so traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs.10 Lakhs or such other value as may be specified by the Regulations. The disclosure shall be made within 2 working days of:

- (i) the receipt of intimation of allotment of shares, or
- (ii) the acquisition or sale of shares or voting rights, as the case may be.

## 2.4.5 Annual Disclosure

- (i) The Directors and Designated Persons shall disclose to the Compliance Officer the number of securities held by them in the Company as on 31st March each year in **FORM D**. They shall also disclose the number of securities in the Company held by their dependents (spouse and dependent children). This disclosure should be made before the 30th April each year. This disclosure should be made even if the shareholding is NIL as on 31st March of each year.
- (ii) The Directors and Designated Persons shall also give an annual confirmation of their adherence to the Code.
- (iii) Designated persons shall be required to disclose names and PAN or any other identifier authorised by law of the following persons to the Company on an annual basis and as and when the information changes:
  - (a) immediate relatives;
  - (b) persons with whom such designated person(s) shares a material financial relationship; (The term “Material financial relationship” as per Note 1.)
  - (c) Phone, mobile and cell numbers which are used by them;
  - (d) PAN (where PAN is not available, Aadhar / Passport copies or any other identifier authorized by law) including for Immediate Relatives; and
  - (e) educational institutions from which Designated Persons have graduated and names of their past employers (to be disclosed only on one time basis).

### Notes

1. 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 12 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.
2. Holding includes joint holding whether as a 1st holder or 2nd/3rd holder.





# Uniphos Enterprises Limited

Regd. Office: 11, G.I.D.C., Vapi, Dist Valsad, Gujarat, PIN 396 195.

## 2.4.6 Reporting of compliance of the Company's Insider Trading Code and Maintenance of Disclosures

- (i) The Company shall endeavor to put in place, adequate and effective system of internal controls to ensure compliance with the requirements of this Code and SEBI (Prohibition of Insider Trading Regulations, 2015).
- (ii) The Audit Committee of the Company shall review compliance of the Code at least once in a financial year and shall verify that the systems for internal controls are adequate and operating effectively.
- (iii) The Compliance officer shall place before the Audit Committee on a quarterly basis, details of the cases of violation, if any, under the Company's Insider Trading Code.
- (iv) The Compliance officer shall maintain records of all such declarations in the appropriate form given by the Directors / Officers / Designated Persons for a minimum period of five years.

## 2.5 Amendment

Any two Directors (of which one may be a Managing Director) and the Compliance Officer are authorized to make minor modifications to this Code which would remove ambiguities, enhance clarity on the provisions of the Code etc. The Board may subject to the applicable laws carry out major amendment to any provision(s) or substitute any of the provision(s) with the new provision(s) or replace the Policy entirely with a new Policy, at any time without assigning any reason whatsoever. However, no such amendment or modification shall be inconsistent with the applicable provisions of the SEBI (Prohibition of Insider Trading Regulations, 2015, Act or any law for the time being in force. Any subsequent statutory amendment / modification in the SEBI (Prohibition of Insider Trading Regulations, 2015 /Listing Regulations and / or any other laws in this regard shall automatically apply to this Policy with immediate effect.



# Uniphos Enterprises Limited

Regd. Office: 11, G.I.D.C., Vapi, Dist Valsad, Gujarat, PIN 396 195.

## SECTION 3 –VIOLATION/ CONTRAVENTIONS OF CODE

### 3.1 RESPONSIBILITY OF DESIGNATED PERSON / INSIDER

3.1.1 It is the responsibility of every Designated Person/Insider to whom the Code is applicable, to follow and comply with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her dependents). When in doubt, the Designated Person/Insiders may seek assistance of the Compliance Officer for any clarification on any provisions of the Code or other related applicable regulations issued by Securities and Exchange Board of India.

### 3.2 ACTION/PENALTY FOR CONTRAVENTIONS OF CODE

3.2.1 Any Designated Person /Insider (including Fiduciary / Intermediary) who trades in securities or communicates any information for trading in securities of the Company, in contravention of this Code shall be guilty of insider trading and may be penalized and appropriate action may be taken by the Company and shall be liable for action/penalty as may be decided by the Audit Committee of the Board of Directors. Any amount so collected as penalty by the Company shall be remitted to Investor Protection and Education Fund (IPEF) administered by SEBI.

3.2.2 Designated Person /Insider who violate this Code shall also be liable for disciplinary action including but not limited to warning letter, monetary penalty, wage freeze, suspension, ineligibility for future participation in ESOPs, withholding of promotions, termination of employment / contract, blacklisting, claim for damages/ indemnification, recovery, claw back, etc., as may be considered appropriate by the Audit Committee.

3.2.3 The Audit Committee, while deciding disciplinary action, shall consider the factors such as, whether the violation was accidental / inadvertent or willful, quantum of trade, whether the Designated Person /Insider was actually in possession of UPSI in case of trading during window closure period, the conduct of a Designated Person /Insider when he/ she became aware about the violation, etc.

3.2.4 Any Designated Person/Insider who executes a contra trade, inadvertently or otherwise, in violation of the Code as mentioned in point 2.2 of this Code, the profits from such trade shall be disgorged for remittance to SEBI for crediting to the Investor Protection and Education Fund administered by SEBI.

3.2.5 Where violation of Code / SEBI (Prohibition of Insider Trading) Regulations, 2015 is established, the Company shall report the incidence promptly to Stock Exchanges and/or any such authorities where the concerned securities are traded, in such form and such manner as specified by SEBI from time to time.

3.2.6 The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015. For this purpose the Compliance Officer shall report the incidence promptly to Stock Exchanges and/or any such authorities where the concerned securities are traded, in such form and such manner as specified by SEBI from time to time.

3.2.7 The Designated Person / Insider shall co-operate with the Company / SEBI in all such investigations.

3.2.8 The Company shall also be free to take any other action (civil / criminal) for violation of this Code, under the applicable laws of the Country. Violation of this Code also amounts to violation of Code of Ethics of the Company.



# Uniphos Enterprises Limited

Regd. Office: 11, G.I.D.C., Vapi, Dist Valsad, Gujarat, PIN 396 195.

## CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI)

[Under Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time]

### 1. Background

The SEBI (Prohibition of Insider Trading) Regulations, 2015 (“PIT Regulations”) mandates every listed company to formulate and publish on its official website, a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (“Code”). The said Code is posted on the Company's Website.

### 2. Objective and Scope

- 2.1 The Code intends to formulate a stated framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for the Company’s securities and to maintain the uniformity, transparency and fairness in dealings with all stakeholders and ensure adherence to applicable laws and regulations.
- 2.2 The Company endeavors to preserve the confidentiality of Unpublished Price Sensitive Information (UPSI) and to prevent misuse of such information. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations

### 3. Definitions

For the purpose of this code the following terms shall have the meanings assigned to them hereunder. Terms not specifically defined herein shall have the same meaning as assigned to them in the SEBI (Prohibition of Insider Trading) Regulations 2015 and “Policy on Prohibition of Insider Trading Code” of Uniphos Enterprises Limited.

- 3.1 "**Code**" or "**this Code**" means this Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.
- 3.2 "**Chief Investor Relation Officer**" or "**CIO**" means unless otherwise resolved by the Board, the Company Secretary shall act as the chief investor relations officer to deal with dissemination of information and disclosure of UPSI.
- 3.3 "**Generally available information**" means information that is accessible to the public on a non-discriminatory basis.
- 3.4 "**Insider Trading Regulations**" means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.
- 3.5 "**Legitimate purpose**" shall include sharing of UPSI in the ordinary course of business by an insider with Company’s partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing of UPSI has not been carried out to evade or circumvent the prohibitions of the SEBI Regulations;



# Uniphos Enterprises Limited

Regd. Office: 11, G.I.D.C., Vapi, Dist Valsad, Gujarat, PIN 396 195.

- 3.6 **"Unpublished price sensitive information"** or **"UPSI"** 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 include but is not restricted to, information relating to: –
- (i) financial results;
  - (ii) dividends;
  - (iii) change in capital structure;
  - (iv) mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions; and
  - (v) changes in key managerial personnel.

## 4. Principles of fair Disclosure and Conduct

- 4.1 Prompt public disclosure of UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available;
- 4.2 Uniform and universal dissemination of UPSI information to avoid selective disclosure;
- 4.3 Unless otherwise resolved by the Board, the Company Secretary shall act as the chief investor relations officer to deal with dissemination of information and disclosure of UPSI;
- 4.4 Prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available;
- 4.5 Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities;
- 4.6 Ensuring that information shared with analysts and research personnel is not UPSI. The Company shall be careful while answering to the queries of analysts. Unanticipated questions shall be taken on notice and a considered response shall be given later.;
- 4.7 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; and
- 4.8 Handling of all UPSI on a need-to-know basis. UPSI shall be disclosed to Company officials only after a proper clarification is sought as to the purpose for which the information is needed.

## 5. Sharing of UPSI for 'legitimate purpose'

- 5.1 The SEBI Regulations require the Board to formulate a policy for determination of 'legitimate purpose', in line with the guidance provided in the SEBI Regulations. The assessment of whether sharing of UPSI for a particular instance would tantamount to 'legitimate purpose' would entirely depend on the specific facts and circumstances of each case.



# Uniphos Enterprises Limited

Regd. Office: 11, G.I.D.C., Vapi, Dist Valsad, Gujarat, PIN 396 195.

Accordingly, this Policy only sets out the principles that should be considered while assessing if the purpose for which UPSI is proposed to be shared is “legitimate”;

- 5.2 Primarily, the following factors should be considered:
- (i) whether sharing of such information is in the ordinary course of business of the Company;
  - (ii) whether information is sought to be shared to evade or circumvent the prohibitions of the Regulations;
  - (iii) whether sharing the information is in the best interests of the Company or in furtherance of a genuine commercial purpose;
  - (iv) whether the information is required to be shared for enabling the Company to discharge its legal obligations;
  - (v) whether the nature of information being shared is commensurate to the purpose for which access is sought to be provided to the recipient.
- 5.3 It is clarified that in the event there exist multiple purposes for sharing UPSI, each purpose will be evaluated on its own merits, in line with the aforementioned principles;
- 5.4 The recipient of UPSI shall be informed of the following, by way of written intimation and/ or contractual agreement, such as, confidentiality agreement or non – disclosure agreement, that:
- (i) the information being shared is UPSI and that the Company is the exclusive owner of such UPSI;
  - (ii) upon receipt of UPSI, the recipient would be deemed to be an Insider and subject to the provisions of the SEBI Regulations,
  - (iii) the recipient must maintain confidentiality of the UPSI at all times,
  - (iv) the recipient may use the UPSI only for the approved purposes for which it was disclosed;
  - (v) the recipient should provide a written undertaking that he/she/it shall not undertake Trades in the securities of the Company while in possession of the UPSI;
  - (vi) the recipient must extend all cooperation to the Company, as may be required in this regard, and;
  - (vii) the recipient must also adopt a code of conduct in terms of Regulation 9 of the SEBI Regulations, to inter alia ensure that it safeguards the UPSI in line with the SEBI Regulations;
- 5.5 The information should be shared by the Company, from time to time, in the ordinary course of its business activities with its advisers and service providers, viz., auditors, merchant bankers and legal advisers/consultants of the Company, in line with the aforementioned principles;



# Uniphos Enterprises Limited

Regd. Office: 11, G.I.D.C., Vapi, Dist Valsad, Gujarat, PIN 396 195.

5.6 Additionally, the Board, or the Compliance Officer or any person authorized by the Board in this regard, shall be responsible for maintaining structured digital database, in compliance with the SEBI Regulations, comprising necessary details of all recipients of UPSI, who receive UPSI in compliance with the SEBI Regulations, including, name, address, email, Permanent Account Number (PAN), or any other identifier authorized by law (where PAN is not available) and such other documents as may be necessary, in the manner that may be prescribed by the Board or SEBI. In this regard, adequate systems and controls shall be put in place to ensure compliance with the SEBI Regulations towards sharing of UPSI for legitimate purposes.

## **6. Restrictions for Sharing UPSI**

6.1 Till the UPSI becomes generally available information, it can be shared with the Insiders only on a need-to-know basis and for legitimate purpose as provided under this policy.

6.2 The Compliance Officer or any of the Director(s) shall issue a notice to the Insider to maintain confidentiality of UPSI shared for legitimate purpose.

6.3 The Board of Directors shall require the Insider(s) to maintain confidentiality and / or non-disclosure agreement to keep UPSI so received confidential and shall not otherwise trade in securities of the Company when in possession of UPSI .

6.4 The Insider will obtain Company's written consent, in case UPSI received by the Insider under this Policy is proposed to be used by the Insider for purpose other than the initial legitimate purpose for which the Company has provided UPSI.

## **7. Disclosure with reference to Analysts/ Media**

7.1 All UPSI shall be first communicated to the Stock Exchanges before the same is shared with Analyst and Research personnel.

7.2 Transcript of the Meetings / Concalls with Analysts shall be furnished to the Stock Exchanges and then posted on the Company's website.

## **8. Responding to Market Rumors**

8.1 The Managing Director / Chief Financial Officer / Compliance Officer and/or the Investor Relations Team and /or any other official(s) ("Spokesperson") authorized by the Board of Directors of the Company shall give an appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities. They shall also be responsible for deciding whether a public announcement is necessary for verifying or denying rumors and making disclosures.

## **9. Issue of Notice to the recipient of UPSI**

Any person in receipt of Unpublished Price Sensitive Information pursuant for a "Legitimate Purpose" shall be considered an "Insider" for purposes of this Code and due notice shall be given to such persons, under this code;





# Uniphos Enterprises Limited

Regd. Office: 11, G.I.D.C., Vapi, Dist Valsad, Gujarat, PIN 396 195.

- 9.1 To make aware to such person that the information shared is or would be UPSI.
- 9.2 To make aware to such person the duties and responsibilities attached to the receipt of such UPSI and the liability attached to misuse or unwarranted;
- 9.3 To instruct such person to maintain confidentiality of such Unpublished Price Sensitive Information in compliance with the PIT Regulations and to refrain from trading / dealing in securities of the Company, whether directly or indirectly, when in possession of UPSI.

## 10. Amendment

Any two Directors (of which one may be a Managing Director) and the Compliance Officer are authorized to make minor modifications to this Code which would remove ambiguities, enhance clarity on the provisions of the Code etc. The Board reserves the right to amend or modify this policy in whole or in part, as it may deem appropriate, to ensure compliance with the SEBI Regulations.

## **POLICY FOR PROCEDURE OF INQUIRY IN CASE OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION (“UPSI”)**

[Under Regulation 9A of SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time]

### 1. Background

The SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 (“**PIT Regulations**”), in terms of Regulation 9A(5), mandates every listed company shall formulate written policies and procedures for inquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information and inform the Board promptly of such leaks, inquiries and results of such inquiries. The said Code is posted on the Company's Website.

Any inquiry into any actual or suspected leak of UPSI needs to be tailored to the facts and circumstances of each such instance. Given that it is not possible to provide a standard operating procedure applicable while enquiring into each such instance of leak/ suspected leak of UPSI, this policy sets out the broad principles that the Board will follow while inquiring into cases of actual or suspected leak of UPSI.

### 2. Objective

- 2.1 To strengthen the internal control system to prevent leak of UPSI;
- 2.2 To restrict and prohibit the practice of sharing of UPSI, with the un-authorized person, which originates from within the Company and which affects the market price of the Company as well as loss of reputation and investors’ / financiers’ confidence in the Company;





# Uniphos Enterprises Limited

Regd. Office: 11, G.I.D.C., Vapi, Dist Valsad, Gujarat, PIN 396 195.

- 2.3 To have a uniform code to curb the un-ethical practices of sharing UPSI by Insiders, Employee & Designated Persons with any person, firm, Company or Body Corporate;
- 2.4 To initiate inquiry in case of leak of UPSI or suspected leak of UPSI and inform the same to the Securities and Exchange Board of India (“SEBI”) promptly;
- 2.5 To take disciplinary actions, if deemed fit against any Insider, Employee & Designated Persons who appears to have found guilty of violating this policy, apart from any action that SEBI may initiate/take against the Insider, Employee & Designated Persons.

### 3. Scope

To lay procedures for inquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information and inform the SEBI promptly of such leaks, inquiries and results of such inquiries.

### 4. Definitions

For the purpose of this code the following terms shall have the meanings assigned to them hereunder. Terms not specifically defined herein shall have the same meaning as assigned to them in the SEBI (Prohibition of Insider Trading) Regulations 2015 and “Policy on Prohibition of Insider Trading Code” of Uniphos Enterprises Limited.

- 4.1 “**Chief Investor Relation Officer**” or “**CIO**” means unless otherwise resolved by the Board, the Company Secretary shall act as the chief investor relations officer to deal with dissemination of information and disclosure of UPSI.
- 4.2 “**Disciplinary Action**” means any action that can be taken on the completion of / during the investigation proceedings including but not limiting to a warning, imposition of fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.
- 4.3 “**Unpublished price sensitive information**” or “**UPSI**” 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 include but is not restricted to, information relating to: –
  - (i) financial results;
  - (ii) dividends;
  - (iii) change in capital structure;
  - (iv) mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business and such other transactions; and
  - (v) changes in key managerial personnel.
- 4.4 “**Leak of UPSI**” shall refer to such communication of information which is / shall be UPSI, by any Insider, employee & Designated Person of the Company, by virtue of which UPSI is made available or becomes available, by any means or mode to any person before its official publication or announcement or formal circulation in public domain. Words not defined in this Policy shall have the meaning ascribed to them in the Regulations.



# Uniphos Enterprises Limited

Regd. Office: 11, G.I.D.C., Vapi, Dist Valsad, Gujarat, PIN 396 195.

## 5. Duties of Chief Investor Relations Officer

The CIO shall be responsible to;

- 5.1 Oversee the Compliance of this policy.
- 5.2 To co-ordinate with and disclose the relevant facts of the incident of actual or suspected leak of UPSI to the Inquiry committee.
- 5.3 Intimate the incident of actual or suspected leak of UPSI to the Stock Exchanges.
- 5.4 Report the incident of actual or suspected leak of UPSI to the Securities and Exchange Board of India.

## 6. Constitution of Inquiry Committee

- 6.1 In case of actual or suspected leak of UPSI, a Committee shall be constituted by the Board or by the Committee of the Board or of such person(s) as may be authorized by the Board or Committee in this behalf, to be called as "Inquiry Committee" to perform such duties as may be prescribed by this Code or by any other applicable law for the time being in force.
- 6.2 The Inquiry Committee shall consist of minimum 3 (three) Members which shall include Chief Financial Officer and Chief Investor Relation Officer and / or any other officer(s) of the Company as the Board or the Committee of the Board, may deem fit.
- 6.3 The Board or Committee of the Board may change / alter / re-constitute the Inquiry Committee as may be required from time to time.

## 7. Duties of Inquiry Committee

- 7.1 The Inquiry Committee shall be responsible;
  - (i) To conduct a preliminary inquiry to ascertain the truth contained in the information or complaint pertaining to actual or suspected leak of UPSI, if any;
  - (ii) To authorize any person, if required, to collect necessary support material;
  - (iii) To consider the facts and circumstances and decide / direct on the matter;
  - (iv) To decide disciplinary action thereon.

## 8. Procedure for inquiry in case of leak of UPSI

The Inquiry Committee shall upon becoming aware of actual or suspected leak of UPSI, including by way of (i) suo motu, including through its internal monitoring; or (ii) a written complaint and/or email received through the whistle blower mechanism of the Company; or (iii) communication received from regulatory authorities shall follow the below mentioned procedure in order to inquire and/or otherwise investigate the matter.

- 8.1 The written/email complaint shall *inter alia*, state particulars of the complaine, details of the complaint and shall be addressed to the Audit Committee or the Board or Chairman or Managing Director.
- 8.2 The Chief Investor Relation Officer shall immediately on receipt of the complaint, convene meeting of the Enquiry Committee and place the complaint before the Committee.



# Uniphos Enterprises Limited

Regd. Office: 11, G.I.D.C., Vapi, Dist Valsad, Gujarat, PIN 396 195.

## 8.3 To take cognizance of the matter:

The Inquiry Committee shall meet within a period of 2 (two) working days after receipt of the information or becoming aware of actual or suspected leak of UPSI, take cognizance of the matter and decide as follows:

- (i) If it is found that the allegation is frivolous, not maintainable or outside the scope, the same may be dismissed.
- (ii) If it is found that the issue requires further investigation, Preliminary Inquiry may be initiated.

## 8.4 Preliminary Inquiry

- (i) Preliminary Inquiry is a fact-finding exercise which shall be conducted by the Investigating Officer (IO). The object of preliminary inquiry is to ascertain the truth or otherwise of the allegations contained in the information or complaint, if any, and to collect necessary available material in support of the allegations, and thereafter to decide whether there is justification to embark any disciplinary action.
- (ii) The Inquiry Committee, if required and in addition to IO may also appoint and/or authorize any person(s), as it may deem fit, to initiate/conduct an inquiry to collect the relevant fact, material substances on actual or suspected leak of UPSI, including, seeking oral and written representations from any person(s) alleged to have caused the leak of UPSI.

## 8.5 Report of Preliminary Inquiry to the Inquiry Committee

The Chief Investor Relation Officer or Person(s) appointed/authorized to inquire the matter of actual or suspected leak of UPSI shall submit his/her report to the Inquiry Committee within 7 days from the date of his appointment on this behalf.

## 8.6 Proceedings before the Inquiry Committee

On receipt of recommendation of the Chief Investor Relation Officer and after due review of evidence(s)/ record(s) and representation(s) made by the person(s) alleged to have cause leak of UPSI, if the Inquiry committee forms an opinion that such person(s) is/are guilty of leak of UPSI or suspected leak of UPSI, then it will order for necessary Disciplinary Action, which will be in addition to the penal provisions stated under SEBI Insider Trading Regulations and any other statutory enactments, as applicable.

## 8.7 Disciplinary Action

The Disciplinary Action(s) shall include wage freeze, suspension, recovery, claw back, termination etc., as may be decided by the Members of the inquiry Committee, in addition to the action to be initiated by the SEBI, if any.

## 9. Disclosure / Report of actual or suspected leak of UPSI to

- 9.1 On becoming aware of actual or suspected leak of UPSI of the Company, whether suo moto or by way of receipt of information from any person, the CIO shall ensure that the matter is placed for consideration before the Inquiry Committee,



# Uniphos Enterprises Limited

Regd. Office: 11, G.I.D.C., Vapi, Dist Valsad, Gujarat, PIN 396 195.

- 9.2 On becoming aware of actual or suspected leak of Unpublished Price Sensitive Information of the Company, the CIO shall ensure that the same shall be promptly intimated to the Stock Exchanges on which the securities of the Company are listed in the format as set out in “**Annexure 1**” to this policy.
- 9.3 On becoming aware of actual or suspected leak of Unpublished Price Sensitive Information of the Company, the CIO shall ensure that a report on such actual or suspect leak of UPSI, preliminary inquiry thereon and results thereof shall be promptly informed to SEBI in the format as set out in “**Annexure 2**” to this policy.

## **10. Amendment**

Any two Directors (of which one may be a Managing Director) and the Compliance Officer are authorized to make minor modifications to this Code which would remove ambiguities, enhance clarity on the provisions of the Code etc. The Board reserves the right to amend or modify this policy in whole or in part, as it may deem appropriate, to ensure compliance with the SEBI Regulations.

*Updated and noted by the Board at its meeting held on 14th February, 2023*



# Uniphos Enterprises Limited

Regd. Office: 11, G.I.D.C., Vapi, Dist Valsad, Gujarat, PIN 396 195.

## FORM A

### INITIAL DISCLOSURE TO THE COMPANY SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015

[REGULATION 7(1)(B) READ WITH REGULATION 6(2) –]

**Name of the Company:** Uniphos Enterprises Limited

**ISIN of the Company:** INE037A01022

Details of securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2)

Name, PAN, CIN/DIN & address with contact nos.	Category of Person (KMP/Directors or Promoter or member of the promoter group/ immediate relative to/others etc)	Date of appointment of KMP/Director/ OR Date of becoming Promoter/member of the promoter group	Securities held at the time of appointment of KMP/Director or upon becoming Promoter or member of promoter group		% of Shareholding
			Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements, etc.)	No.	
1	2	3	4	5	6

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

Details of Open Interest (OI) in derivatives on the securities of the company held on appointment of KMP or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such person and by other such persons as mentioned in Regulation 6(2)

Open Interest of the Future contracts held at the time of appointment of Director/KMP or upon becoming Promoter/ member of the promoter group			Open Interest of the Option Contracts held at the time of appointment of Director/KMP or upon becoming Promoter/ member of the promoter group		
Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
1	2	3	4	5	6

*Note: In case of options, notional value shall be calculated based on premium plus strike price of options*

**Name & Signature:**.....

**Designation:**.....

**Date:**.....

**Place:**.....



# Uniphos Enterprises Limited

Regd. Office: 11, G.I.D.C., Vapi, Dist Valsad, Gujarat, PIN 396 195.

## FORM B

### APPLICATION FOR PRE-CLEARANCE OF DEALINGS IN SECURITIES

To  
The Compliance Officer,  
Uniphos Enterprises Limited,  
Uniphos House, C. D. Marg  
Khar (West), Mumbai 400 052

Date: \_\_\_\_\_

Name of Applicant : \_\_\_\_\_

Designation : \_\_\_\_\_

Department : \_\_\_\_\_

With reference to the "Code of Conduct for Monitoring and Prevention of Insider Trading" (the "Code"), I seek your approval to subscribe to/agree to subscribe to/ purchase/sell/pledge / trade in equity shares/ securities of the Company.

#### CURRENT HOLDING AND SECURITIES TO BE TRADED – SELF

Name	Designation, Department	Folio/ DP ID/ Client ID	No. of Shares held	Nature of Transaction for which Approval is sought (buy/sale/pledge etc)	Proposed, no. of securities to be traded

#### CURRENT HOLDING AND SECURITIES TO BE TRADED – IMMEDIATE RELATIVES

Name	Relationship	Folio/ DP ID/ Client ID	No. of Shares held	Nature of Transaction for which Approval is sought (buy/sale/pledge etc)	Proposed no. of securities to be traded

I have gone through the Code of Conduct in respect of prevention of Insider Trading and I will abide by all the rules made thereunder. I have understood that I will be dealing in the securities in the course of next seven trading days after receiving the permission from you.

#### AS REQUIRED UNDER THE CODE, I HEREBY STATE / UNDERTAKE THAT –

- (a) I neither possess nor have any access to information that could be construed as "Unpublished Price Sensitive Information" as defined in the Code up to the time of signing this undertaking;



# Uniphos Enterprises Limited

Regd. Office: 11, G.I.D.C., Vapi, Dist Valsad, Gujarat, PIN 396 195.

- (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 and have made full and true disclosure in the matter.
- (d) I WILL INFORM THE COMPLIANCE OFFICER, DETAILS OF DEALING IN SECURITIES WITHIN TWO (2) TRADING DAYS, IN “FORM C”, AS PER THE FORMAT PRESCRIBED BY SEBI, IN CASE THE AGGREGATE VALUE OF THE SECURITIES TRADED ALONGWITH SECURITIES TRADED IN THE RELEVANT CALENDAR QUARTER EXCEEDS RS. 10 LACS.
- (e) In case value does not exceed Rs. 10 lacs, I will intimate details of dealing in securities to the Compliance Officer within seven (7) trading days from the last date of validity of pre-clearance.

Date: \_\_\_\_\_ Place: \_\_\_\_\_ Signature: \_\_\_\_\_

..... for use by Compliance Officer .....

### PRE-CLEARANCE APPROVAL / REJECTION

Your application dated \_\_\_\_\_ for pre-clearance for dealing in securities is hereby

APPROVED

REJECTED

Nature of approval (sale/purchase/pledge, etc): \_\_\_\_\_.

Number of securities: \_\_\_\_\_

The approval is valid upto and including \_\_\_\_\_ (date) and will lapse immediately if you receive any UPSI after receipt of this pre-clearance or if trading window is closed.

**Compliance officer Signature:** ..... **Date** ..... **Place** .....

**Approval reference number, if any**.....

NOTE – You are required inform the Compliance Officer, details of dealing in Securities within **Two (2) Trading Days, in “Form C”**, in case aggregate value of the securities traded along with securities traded in the relevant Calendar Quarter exceeds Rs. 10 Lacs. In case value does not exceed Rs. 10 Lacs, you can intimate details of dealing to the Compliance Officer within 7 Trading Days from the last date of validity of Pre- Clearance, even if no dealing is done





# Uniphos Enterprises Limited

Regd. Office: 11, G.I.D.C., Vapi, Dist Valsad, Gujarat, PIN 396 195.

## FORM C CONTINUAL DISCLOSURE

SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7(2) read with Regulation 6(2) – Continual disclosure]

**Name of the Company:** Uniphos Enterprises Limited

**ISIN of the Company:** INE037A01022

Details of change in holding of securities of Promoter, Member of the Promoter Group, Designated Person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2)

Name, PAN, CIN/DIN, & address with contact nos.	Category of Person (Promoter/ member of the promoter group/ designated person/ Directors/ immediate relative to/others etc.)	Securities held prior to acquisition/disposal		Securities acquired/disposed				Securities held post acquisition/disposal		Date of allotment advice/ acquisition of shares/ sale of shares, specify		Date of intimation to company	Mode of acquisition / disposal (on market/public/ rights/ preferential offer / off market/ Inter-se transfer, ESOPs etc.)	Exchange on which the trade was executed
		Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of shareholding	Type of security (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No	Value	Transaction Type (Purchase/ Sale/ Pledge / Revocation/ Invocation/ others – please specify)	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of shareholding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

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



# Uniphos Enterprises Limited

Regd. Office: 11, G.I.D.C., Vapi, Dist Valsad, Gujarat, PIN 396 195.

Details of trading in derivatives on the securities of the Company by Promoter, member of the promoter group, designated person or Director of a Listed Company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2)

Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
1	2	3	4	5	6	7

*Note: In case of options, notional value shall be calculated based on premium plus strike price of options*

**Name & Signature** .....

**Designation**.....

**Date**.....



# Uniphos Enterprises Limited

Regd. Office: 11, G.I.D.C., Vapi, Dist Valsad, Gujarat, PIN 396 195.

## FORM D FORM FOR ANNUAL DISCLOSURE

To,  
The Compliance Officer,  
Uniphos Enterprises Limited,  
Uniphos House, C. D. Marg,  
Khar (West), Mumbai – 400 052

Date: \_\_\_\_\_

### ANNUAL DISCLOSURE FOR THE YEAR ENDED 31<sup>ST</sup> MARCH .....

#### (a) STATEMENT OF SHAREHOLDING OF PROMOTER / DIRECTOR / KMP / OTHER DESIGNATED PERSONS

Name	Department and Designation	Date of dealing	Opening balance	No. of shares Purchased during the year / half year	No. of Shares Sold during the year / half year	Closing balance after sale or purchase	Folio No./DP ID / Client ID

#### (b) DETAILS OF SHARES HELD BY IMMEDIATE RELATIVES

Name (Relationship)	Date	Opening balance	No. of shares Purchased during the year / half year	No. of Shares Sold during the year / half year	Closing balance after sale or purchase	Folio No./DP ID / Client ID

*Note – Annual Disclosure form is mandatory even if there is no change in holding / Nil holding. Report each individual transaction date-wise, separately in the form. In case of Pledge of securities, please report it in Sold column and Unpledge in Purchase column. Indicate Pledge / Unpledge using ( \*) sign before the number in sale / purchase columns as the case may be*

### III. INFORMATION OR CHANGE IN INFORMATION PROVIDED UNDER CLAUSE 2.4.5 AS APPLICABLE

**I/We further declare that the above disclosures is true and correct and is in accordance with the previous disclosures given to the Company.**

**Name & Signature .....**

**Designation .....**

**Date.....**



# Uniphos Enterprises Limited

Regd. Office: 11, G.I.D.C., Vapi, Dist Valsad, Gujarat, PIN 396 195.

## **FORM E** **CONFIRMATION OF DEAL**

To,  
The Compliance Officer,  
Uniphos Enterprises Limited,  
Uniphos House, C. D. Marg,  
Khar (West), Mumbai – 400 052

Date: \_\_\_\_\_

Dear Sir,

I confirm that the share dealing for which approval was granted on \_\_\_\_\_ was completed on \_\_\_\_\_ by purchasing / selling \_\_\_\_\_ (nos.) equity shares of the Company.

Date: \_\_\_\_\_

Signature: \_\_\_\_\_



# Uniphos Enterprises Limited

Regd. Office: 11, G.I.D.C., Vapi, Dist Valsad, Gujarat, PIN 396 195.

## Annexure A

### Format for intimation of Actual or Suspected leak of UPSI to the Stock Exchanges

**[Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015]**

To,  
**BSE Limited**  
P. J. Towers, Dalal Street, Fort  
Mumbai – 400 001.

To,  
**National Stock Exchange of India Limited**  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (East), Mumbai-400 051.

**Ref.: BSE Scrip Code: 500429**

**NSE Symbol: UNIENTER**

Dear Sir / Madam,

**Sub:** Intimation of actual or suspected leak of UPSI pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, we are reporting actual or suspected leak of Unpublished Price Sensitive Information (UPSI) of the Company, as follows:

Name of Offender, if known.	
Name of Organization.	
Designation (Employee, Insider, Designated Person or any other)	
Nature of Information	
Whether any action initiated by the Company. If yes, narration of the same	Yes/ No
Any other information.	

Request you to take the aforementioned on your records.

Thanking you,

Yours faithfully,

**For Uniphos Enterprises Limited**

**Company Secretary & Compliance Officer**



# Uniphos Enterprises Limited

Regd. Office: 11, G.I.D.C., Vapi, Dist Valsad, Gujarat, PIN 396 195.

## Annexure B

### Format for Reporting Actual or Suspected leak of UPSI to the SEBI

To,

**Securities and Exchange Board of India**

Plot No. C 4-A, G Block,  
Near Bank of India, Bandra Kurla  
Complex, Bandra East, Mumbai – 400  
051, Maharashtra

**Ref.: Scrip Code** BSE Security Id: 500429  
NSE Symbol: UNIENTER

Dear Sir / Madam,

**Sub:** *Report of actual or suspected leak of UPSI pursuant to Regulation 9A (5) of SEBI (Prohibition of Insider Trading) Regulation, 2015.*

Pursuant to Regulation 9A (5) of SEBI (Prohibition of Insider Trading) Regulation, 2015, we are reporting actual or suspected leak of Unpublished Price Sensitive Information (UPSI) of the Company, as follows:

Name of Offender, if known.	
Name of Organization.	
Designation (Employee, Insider, Designated Person or any other)	
Nature of Information	
Whether any action initiated by the Company. If yes, narration of the same	Yes/ No
Any other information.	

Request you to take the aforementioned on your records.

Thanking you,

Yours faithfully,

**For Uniphos Enterprises Limited**

**Company Secretary & Compliance Officer**