



UNO MINDA LIMITED

CODE OF PRACTICES & PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

**[Under Regulation 8(1) of the Securities and Exchange Board of India (Prohibition
of Insider Trading) Regulations, 2015]**

UNO MINDA LIMITED

CODE OF PRACTICES & PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

A. Preface:

In an endeavour to prevent the misuse of unpublished price sensitive information in the day-to-day business affairs and to promote the culture of fair disclosure of information in due compliance with the Principles of Fair Disclosures as set out in the SEBI (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred as "Regulations"), the Board of Directors of M/s Uno Minda Limited (hereinafter referred as "Company") have formulated a code of Conduct to be known as "Code of Conduct for fair disclosure of unpublished price sensitive information" (hereinafter referred as "Code").

B. Objects of the Code:

The Code aims at:

- Preventing the misuse of unpublished price sensitive information within the Organization and practice of selective disclosures to the public;
- Acknowledging the necessity of communicating, providing or allowing access to information and promoting the principle of equality of access to information.

C. Chief Investor Relations Officer (CIRO):

The Company Secretary and Compliance Officer of the Company shall act as the Chief Investor Relations Officer, who would be responsible for satisfactory discharge of the duties and responsibilities laid down under this Code.

In the absence of CIRO for any reason whatsoever, the Chief Financial Officer (CFO) of the Company would be responsible for discharging responsibilities under this Code.

D. Procedural Aspects involved in complying with the principles of fair disclosure of information:

S.No.	Principle	Procedure
1.	Prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information	In this regard, to ensure fair and timely disclosure of information that would have material impact on the market price of the securities, the Company generally follows the below-mentioned procedure: (a) Intimates the Stock Exchange(s) well in advance about the Board Meeting in which any such proposal is to be considered;

	generally available.	<p>(b) Intimates the outcome of the said Board Meeting within, stipulated time periods;</p> <p>(c) Updates the Stock Exchange(s) about the current happenings in respect of the events that have material bearing on the market sentiments for onward dissemination to the public at large.</p>
2.	Uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.	<p>To ensure that the unpublished price sensitive information is evenly and properly disseminated, the Company generally, in compliance with the provisions of applicable statutes, follows the following procedure & practices:</p> <p>(i) Intimates the said information to the Stock Exchange(s) where its securities are listed, within the stipulated time period;</p> <p>(ii) Publicize the said information in the Newspapers, where deems fit;</p> <p>(iii) Uploading the said information on the Official Website under Investors' Section, if required or in terms of the mandates casted by varied Statutes.</p>
3.	Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.	<p>To ensure authentication of the information to be disclosed to the stakeholders, the said information is generally cross verified by the Chief Investor Relations Officer.</p> <p>However, if any information gets disclosed selectively, inadvertently or otherwise, the Company (i) intimates the facts and rectified information to the Stock Exchange(s), where the securities of the Company are listed, for onward dissemination to the shareholders; (ii) publicize the facts and rectified information, if required, in the Newspapers; (iii) uploading the facts and rectified information on the Official Website under Investors' Section.</p>
4.	Appropriate and fair response to queries on news reports and requests for verification of market rumors by Regulatory Authorities.	The Chief Investor Relations Officer/ KMPs shall be responsible for giving appropriate response to queries on news reports or mainstream media and requests for verification of market rumors by Regulatory Authorities.

5.	Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.	<p>The Chief Investor Relations Officer/ respective Departmental Heads/ KMPs of the Company shall take all necessary measures to ensure that no unpublished price sensitive information is being disclosed to any analysts, research personnel and such related associations (hereinafter referred as agency), except on a need to know basis and in line with any other applicable codes, policies and procedures, including specifically, this Code and the Code of Conduct to Regulate, Monitor and Report trading by Designated Persons and their Immediate Relatives.</p> <p>In this regard, since this Code is duly available on the Company's website as well as Stock Exchanges website, therefore, whenever any such Agency along with their officials will approach the Company for seeking financial or any price sensitive information, it would be deemed that they have duly read and understood this Code. And accordingly, such Agency would not use the information for their personal gain.</p>
6.	Developing best practices to make transcripts or record of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.	<p>The Company may, from time to time, authorize any concerned persons, depending upon the domain of conferences and meetings, to make transcripts or record of proceedings of meetings with analysts.</p> <p>Further, the said proceedings shall be disclosed on the Official Website of the Company, where deems appropriate / necessary.</p>
7.	Handling of all unpublished price sensitive information on a need-to-know basis.	<p>Due procedures as prescribed in the <i>"Code of Conduct to Regulate, Monitor and Report trading by Designated Persons and their Immediate Relatives"</i> would be followed to ensure that the unpublished price sensitive information be communicated only on a "need to know" basis, i.e., Price Sensitive Information should be disclosed for legitimate purposes only as defined in the <i>"Policy for Determination of Legitimate Purpose"</i> which is annexed to this code.</p>

E. Declaration:

The Company hereby declares that all requisite measures shall be taken to ensure adherence with the principles of fair disclosure of unpublished price sensitive information.

F. General:

The decision of the Board of Directors of the Company with regard to any or all matters relating to this code shall be final and binding on all concerned. The Board of Directors of the Company shall have the power to modify, amend or replace this code in part or full as may be thought fit from time to time in their absolute discretion.

G. Review:

In case of any subsequent changes in the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015 or in any other regulations, Companies Act, 2013 or SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which makes any of the provisions in this code inconsistent with the Act or regulations, the provisions of the respective Act or regulations would prevail over this code.

This Code of practices & procedures for fair disclosure of unpublished price sensitive information is approved by the Board of Directors on this 26th day of May, 2015 and last amended on 30th March, 2025.

Annexure

POLICY FOR DETERMINATION OF LEGITIMATE PURPOSE

1. Background

This “**Policy for Determination of Legitimate Purpose**” (**‘Policy’**) is framed by the Board of Directors of the Company pursuant to the amendment in (*Regulation 3(2A) and 3(2B)*) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“Regulations”) and is part of “**Code of practices & procedures for fair disclosure of unpublished price sensitive information**” of Uno Minda Limited.

2. Applicability

This policy is applicable to all Insiders.

3. Definitions

(a) “Connected Person” means –

- (i) any person who is or has been, during the six months prior to the concerned act of trading in securities of the Company, associated with the Company, directly or indirectly, in any capacity including by reason of frequent communication with Company’s 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/herself 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) a relative of connected persons specified in clause (i); or
 - (b) a holding company or associate company or subsidiary company; or
 - (c) an intermediary as specified in section 12 of the Act or an employee or director thereof; or
 - (d) an investment company, trustee company, asset management company or an employee or director thereof; or
 - (e) an official of a stock exchange or of clearing house or corporation; or
 - (f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
 - (g) a member of the board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
 - (h) an official or an employee of a self-regulatory organization recognised or authorized by the SEBI; or

- (i) a banker of the company; or
- (j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his relative or banker of the company, has more than ten per cent. of the holding or interest in the company; or
- (k) a firm or its partner or its employee in which a connected person specified in sub-clause (i) of clause (d) is also a partner; or
- (l) a person sharing household or residence with a connected person specified in sub-clause (i) of clause (d).

It is intended that a connected person is one who has a connection with the company that is expected to put him in possession of UPSI. This definition is also intended to bring into its ambit persons who may seemingly not occupy any position in a company but are in regular touch with the company and its officers and are involved in the know of the company's operations.

(b) "Generally available information" means information that is accessible to the public on a non-discriminatory basis and shall not include unverified event or information reported in print or electronic media.

(c) "Insider" means any person who is

- i) a Connected Person or
- ii) in possession of or having access to Unpublished Price Sensitive Information.

Further, any person in receipt of UPSI pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of Regulation

(d) "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 including but not restricted to, information relating to the following: –

- (i) financial results;
- (ii) dividends;
- (iii) change in capital structure;
- (iv) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business *award or termination of order/contracts not in the normal course of business* and such other transactions;
- (v) changes in key managerial personnel, *other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor.*
- (vi) *change in rating(s), other than ESG rating(s);*
- (vii) *fund raising proposed to be undertaken;*
- (viii) *agreements, by whatever name called, which may impact the management or control of the company;*
- (ix) *fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;*
- (x) *resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;*

- (xi) *admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;*
- (xii) *initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;*
- (xiii) *action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;*
- (xiv) *outcome of any litigation(s) or dispute(s) which may have an impact on the company;*
- (xv) *giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;*
- (xvi) *granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.*

For the purpose of this definition,

- *'Fraud' shall have the same meaning as referred to in Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.*
- *'Default' shall have the same meaning as referred to in Clause 6 of paragraph A of Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015*
- *Identification of events enumerated in this clause as UPSI, the guidelines for materiality referred at paragraph A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be specified by the Board from time to time and materiality as referred at paragraph B of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be applicable.*

(Italic words or phrases as used in the above definition shall be effective from June 10, 2025 or such date as may be specified by SEBI)

The above is only an illustrative list and there might be other instances in relation to which certain unpublished information, upon becoming public, might materially affect the price of securities of the Company.

(e) "Relative" shall mean the following:

- (i) spouse of the person;
- (ii) parent of the person and parent of its spouse;
- (iii) sibling of the person and sibling of its spouse;
- (iv) child of the person and child of its spouse;
- (v) spouse of the person listed at sub-clause (iii); and
- (vi) spouse of the person listed at sub-clause (iv)

4. Legitimate Purpose

"Legitimate Purpose" shall inter-alia include sharing of UPSI in the ordinary course of business or on need to know basis by an insider with partners, collaborators, lenders, customers,

suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, rating agencies, investment bankers, due diligence service providers for the purposes of carrying out assignment for or on behalf of and/ for the benefit of Company and for carrying on his role or function and provided that such sharing has not been carried out to evade or circumvent the prohibitions of Regulations.

In following cases which are illustrative in nature, sharing of UPSI would be considered as legitimate purpose:

- I. As part of compliance with applicable laws or for investigation, inquiry or request for information under any proceedings or pursuant to any order of courts or tribunals or by any statutory or governmental authorities or any other administrative body under any law.
- II. Arising out of any contractual obligations or arrangement entered into by the Company set forth in any contract, agreement, arrangement, understanding or undertaking etc.
- III. Sharing of UPSI for any activities such as due-diligence for any kind of restructuring, namely mergers & acquisitions, joint venture agreements, share purchase agreements, franchisee agreement, etc.
- IV. Sharing the relevant UPSI with intermediaries, fiduciaries, merchant bankers, advisors, lawyers, bankers, consultants, valuers, auditors, insolvency professionals, business support agents, transaction processing service providers in order to avail professional services from them.
- V. Sharing the relevant UPSI with business partners is essential to fulfill the terms and conditions of a business contract with a client, vendor, collaborator, JV Partner or lender.
- VI. Sharing the relevant UPSI for advice, consultation, transaction support, intermediation and approvals in the process of evaluation of new products, business opportunities and new lines of business.

Any person in receipt of UPSI pursuant to a “legitimate purpose” shall be considered an “insider” for purposes of the Regulations and shall comply with the Code.

5. Process for sharing UPSI

(a) The insider shall conduct the following steps while sharing UPSI:

- (i) Satisfy that information is UPSI and sharing is for legitimate purpose.
- (ii) Identify the persons with whom the information is to be shared.
- (iii) Notify the recipient, not being any statutory authority or court, that UPSI which is being shared should be kept confidential.

(b) The Company shall be responsible for maintaining a structured digital database containing the nature of UPSI and the names of such persons who have shared the information and also the names of such persons or entities as the case may be with whom UPSI is shared along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

6. Policy Review

The provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time) and any clarification issued by SEBI & Stock Exchange(s), shall automatically apply and be part of this Policy.

In the events of inconsistency of this Policy with any legal provisions, the provisions of the law shall override this Policy.
