



UNO MINDA LIMITED

**CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT
TRADING BY DESIGNATED PERSONS AND THEIR IMMEDIATE
RELATIVES**

(Under Regulation 9(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015)

UNO MINDA LIMITED

CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSONS AND THEIR IMMEDIATE RELATIVES

1. BACKGROUND

- 1.1 The Company endeavours to preserve the confidentiality of unpublished price sensitive information (UPSI) and to prevent misuse of such information by the Directors, Officers or any other person who have reasonable access to the UPSI. The Company is committed to transparency and fairness in dealing with all stakeholders, in ensuring adherence to all laws and regulation.

Every Director, Officer, Designated Person of the Company has a duty to safeguard the confidentiality of all such UPSI obtained in the course of his or her employment with the Company. No such person shall use his or her position or knowledge of the UPSI of the Company to gain personal benefit or to provide benefit to any third party in relation to the trading of the Securities of the Company.

To achieve these objectives, Company hereby notifies this Code of Conduct (Code) for prevention of any Insider Trading in the Securities of the Company and this Code is to be followed by all the Designated Persons and their immediate relatives.

2. SALIENT POINTS OF COMPLIANCE OF THIS CODE

- 2.1 This Code is notified to regulate and prevent the trading (as defined in the 'Definition') in securities of the Company by the Designated Persons and their immediate relatives (as defined in the 'Definition') when they are in possession of any UPSI (as defined in the 'Definition') which may affect the price of securities of the Company in the security market;
- 2.2 To prohibit communicating the UPSI and to deal in the securities of the Company when they are in possession of the UPSI of the Company till the time the same is disclosed to public;
- 2.3 To define a procedure for approval/disclosure by Designated Persons before trading by himself/ herself or by their immediate relatives in the Securities of the Company above a prescribed limit/value;
- 2.4 To define a period prior to declaration of Price Sensitive information, which is called as "Trading Window". No Designated person and his/ her immediate relative shall trade in the securities of the Company till the time Trading Window is closed;
- 2.5 To disclose the Securities held by Designated Persons and their immediate relatives to the Company on annual basis in the prescribed format as prescribed by the Compliance Officer or through an automated tool deployed by the Company, if any.
- 2.6 This Code has been made pursuant to Regulation 9 of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time, hereinafter referred to as the "**Regulations**".

3. Definitions

The definitions as framed in Regulation 2 of Chapter I of the Regulations shall apply and form part of this Code.

“Act” means the Companies Act, 2013 and applicable rules framed thereunder;

“Audit Committee” means the Committee of the Board of Directors constituted pursuant to Section 177 of the Companies Act, 2013 read with Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended;

“Board” or **“Board of Directors”** means the members of the board of the Company;

“Company” means Uno Minda Limited;

“Chief Executive Officer” (CEO) shall mean the officer appointed and designated as such under the Act and shall include the Managing Director of the Company whenever there is no such officer appointed by the Company.

‘Code of Conduct’ or ‘Code’ - means this code to regulate, monitor and report trading by designated persons and their immediate relatives;

“Compliance officer” means any senior officer, designated so and reporting to the board of directors, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of UPSI, monitoring of trades and the implementation of the codes specified in the regulations under the overall supervision of the board of directors of the company;

‘Closure of Trading Window’ means that period which shall be communicated by the Compliance Officer, during which no Designated Persons of the Company and their immediate relatives shall trade in the securities of the Company;

“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 UPSI 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 Securities and Exchange Board of India Act, 1992 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 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, having 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 clause (i) above is also a partner; or
- (l) a person sharing household or residence with a connected person specified in clause (i) above;

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.

“Designated Persons” shall mean the persons to be covered by the code of conduct on the basis of their role and function in the Company and the access that such role and function would provide to UPSI in addition to seniority and professional designation and shall include the following:

- (i) All Directors on the Board of the Company;
- (ii) Promoters and Promoter Group of the Company;
- (iii) Key Managerial Personnel (As defined under the Act) of the Company;
- (iv) Senior Management Personnel of the Company;
- (v) Employees of the Company or its subsidiary, Associate or Joint venture Company, on a case-to-case basis, who could be reasonably expected to have access to UPSI relating to the Company, to be decided by the Compliance Officer;
- (vi) All the Secretarial personnel of the Company or its subsidiary, Associate or Joint venture Company;
- (vii) All the IT personnel of the Company who may have access to UPSI;
- (viii) Other support staff or such other persons including persons in contractual or advisory capacity with the Company or its subsidiary, Associate or Joint venture Company, who may be designated as such from time to time, by the Compliance Officer, for the purpose of this Code; and
- (ix) Chief Executive Officer and employees upto two levels below Chief Executive Officer of the Company and its material subsidiaries irrespective of their functional role in the Company or ability to have access to UPSI;

“Fiduciary (ies)” means professional firms such as auditors, accountancy firms, law firms, analysts, insolvency professional entities, consultants, banks etc., assisting or advising the Company.

“Immediate relative” means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.

“Insider” means any person who is

- (i) a connected person; or
- (ii) in possession of or having access to UPSI.

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

“Insider trading” - means when Insiders/Directors/ Designated Persons of the Company use UPSI to arrive at the decision to trade in the Securities of the Company.

“Legitimate Purpose” as defined in Code of Practices and Procedures for Fair Disclosure of UPSI and shall inter-alia include sharing of UPSI in the ordinary course of business or 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 or 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, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Regulations.

“Promoter” and “Promoter Group” shall have the meaning assigned to it under the Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any amendment thereof.

“Regulation” -means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.

“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)

“Trade/ Trading” means and includes subscribing, redeeming, switching, buying, selling, dealing, or agreeing to subscribe, redeem, switch, buy, sell, deal in any securities, and “trade” shall be construed accordingly.

“Trading Day” means a day on which the recognized stock exchanges are open for trading.

"Unpublished price sensitive information" means any information, relating to the 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.

4. PROHIBITION ON DEALING, COMMUNICATING OR COUNSELLING ON MATTERS RELATING TO INSIDER TRADING

- i. No insider shall communicate, provide, or allow access to any UPSI, relating to Company or securities of the company or securities proposed to be listed by company, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- ii. No person shall procure from or cause the communication by any insider of UPSI, relating to Company or securities of the Company or securities proposed to be listed by the Company except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- iii. To prevent the misuse of UPSI, the Company adopts the "Chinese Wall" procedure which separates those designated persons of the Company who routinely have access to UPSI, considered "inside- areas" from those departments which deal with sale/ marketing or other departments providing support services, considered "public-areas".
- iv. The Managing Director or Chief Financial Officer or the Compliance Officer of the Company, shall decide on how and when any person(s) should be brought 'inside' on any proposed or ongoing sensitive transaction(s). A person(s) shall be brought inside on any proposed or ongoing sensitive transaction(s) of the Company who may be an existing or

proposed partner, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants etc. for legitimate purpose which shall include the following;

- 1) in the ordinary course of business;
- 2) in furtherance of performance of duty(ies);
- 3) for discharge of legal obligation(s);
- 4) for any other genuine or reasonable purpose as may be determined by the Compliance Officer of the Company; and
- 5) for any other purpose as may be prescribed under the Regulations or any other law for the time being in force, in this regard, as may be amended from time to time.

Any person(s) who has/have been brought inside on any proposed and/or on going sensitive transaction(s) and in receipt of UPSI shall be considered an “Insider” for purposes of this Code and due notice shall be given to such persons, in the format as set out by the Compliance Officer from time to time:

- 1) To make aware such person that the information shared is or would be confidential;
- 2) To make aware to such person the duties and responsibilities attached to the receipt of such information and the liability attached to misuse or unwarranted use of such information.

- v. The board of directors of company has made a policy for determination of “legitimate purposes” as a part of “Codes of Fair Disclosure and Conduct” formulated under Regulation 8 of the Regulations. Notwithstanding anything contained in this Code, UPSI may be communicated, provided, allowed access to or procured, in terms of the provisions of Regulation 3(3) and 3(4) of the **Regulations**.
- vi. The Compliance Officer shall ensure that a structured digital database is maintained 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 with whom information is shared under this regulation 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.

Entry of information, not emanating from within the Organisation, in structured digital database may be done not later than 2 calendar days from the receipt of such information

- vii. The Compliance Officer shall ensure that the structured digital database is preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the Securities and Exchange Board of India (SEBI) regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

5. COMPLIANCE OFFICER

The Board of Directors has appointed Company Secretary as compliance officer and in his absence Chief Financial Officer of the Company, who shall, for the purpose of ensuring compliance under the Regulations, report to the Managing Director and Board of Directors and will be responsible for the Compliance of the Code.

- (i) The compliance officer shall be responsible for setting forth policies, procedures, monitoring adherence to the rules for the preservation of “Price Sensitive Information”, pre-clearance of designated persons’ and their immediate relative trades, monitoring of trades and the implementation of the code of conduct under the overall supervision of the Board.

- (ii) The compliance officer shall maintain a record of all Insiders and disclosures made by them;
- (iii) The compliance officer shall assist all Insiders in addressing any clarifications regarding the Regulation and the Company's Code of Conduct.
- (iv) Obtaining disclosures from Insiders and to give information, in respect of the disclosures received, to all the stock exchanges where the Securities are listed, as applicable.
- (v) The compliance officer shall report to the Board of Directors and in particular, shall provide reports to the Chairperson of the Audit Committee, if any, or to the Chairperson of the board of directors **on periodic basis**.
- (vi) The compliance Officer shall do all such things as provided in the Regulations as may be prescribed by SEBI from time to time.

6. PRESERVATION OF UPSI

All Directors, Senior Officers, Designated Persons shall maintain the confidentiality of all Unpublished Price Sensitive Information.

Need to know

Price Sensitive Information is to be handled on a "need to know" basis and no UPSI shall be communicated to any person except in furtherance of legitimate purposes, in the course of performance of duties or in discharge of legal obligations

Limited access to confidential information

All the measures should be taken in order to ensure that the files or any document containing confidential information is kept secure.

7. PREVENTION OF MISUSE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

Trading Window

Designated persons may execute trades subject to compliance with this Code and the Regulations. Towards this end, a notional trading window shall be used as an instrument of monitoring trading by the Designated persons.

The Trading Window shall be closed when the Compliance Officer determines that a designated person or class of designated persons can reasonably be expected to have possession of UPSI. Such closure shall be imposed in relation to such securities to which such UPSI relates. Designated persons and their immediate relatives shall not trade in securities when the trading window is closed.

However, for UPSI not emanating from within the Listed Company, trading window may not be closed.

In case of declaration of financial results, the Trading Window shall be closed during the period beginning from the last day of any financial period for which results are required to be announced and ending 48 (forty eight) hours after the public release of such results. The gap between clearance of results by the Audit Committee and the Board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.

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. and their relatives, assisting or advising the company.

The timing for re-opening of the trading window shall be determined by the compliance officer taking into account various factors including the UPSI in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours after the information becomes generally available.

Trading Plans

An insider shall be entitled to formulate a trading plan and present it to the compliance officer for approval and public disclosure pursuant to which trades may be carried out on his/her behalf in accordance with such plan.

Such trading plan shall:

- (a) not entail commencement of trading on behalf of the insider earlier than one hundred and twenty calendar days from the public disclosure of the plan;
- (b) not entail overlap of any period for which another trading plan is already in existence;
- (c) set out following parameters for each trade to be executed:
 - i. either the value of trade to be effected or the number of securities to be traded;
 - ii. nature of the trade;
 - iii. either specific date or time period not exceeding five consecutive trading days;
 - iv. price limit, that is an upper price limit for a buy trade and a lower price limit for a sell trade, subject to the range as specified below:
 - (a) for a buy trade: the upper price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent higher than such closing price;
 - (b) for a sell trade: the lower price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent lower than such closing price.

Explanation:

- (i) While the parameters in sub-clauses (i), (ii) and (iii) shall be mandatorily mentioned for each trade, the parameter in sub-clause (iv) shall be optional.
- (ii) The price limit in sub-clause (iv) shall be rounded off to the nearest numeral.
- (d) (iii) Insider may make- adjustments, with the approval of the compliance officer, in the number of securities and price limit in the event of corporate actions related to bonus issue and stock split occurring after the approval of trading plan and the same shall be notified on the stock exchanges on which securities are listed. not entail trading in securities for market abuse.

The compliance officer shall review the trading plan to assess whether the plan would have any potential for violation of these regulations and:

- (i) shall be entitled to seek express undertakings that the person is not in possession of UPSI; or
- (ii) he would ensure that any UPSI in his possession becomes generally available before he commences his trades;

to enable such assessment and to approve and monitor the implementation of the plan. The compliance officer may thereafter approve the plan.

Pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.

Trading window norms shall not be applicable for trades carried out in accordance with an approved trading plan

The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either execute any trade in the securities outside the scope of the trading plan or to deviate from it except due to permanent incapacity or bankruptcy or operation of law

Provided that the implementation of the trading plan shall not be commenced if any UPSI in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation UPSI

Provided further that, if the insider has set a price limit for a trade under sub-clause (iv) of clause (v) of sub-regulation 2, the insider shall execute the trade only if the execution price of the security is within such limit. If price of the security is outside the price limit set by the insider, the trade shall not be executed.

Explanation: In case of non-implementation (full/partial) of trading plan due to either reasons enumerated in sub-regulation 4 or failure of execution of trade due to inadequate liquidity in the scrip, the following procedure shall be adopted:

(i) The insider shall intimate non-implementation (full/partial) of trading plan to the compliance officer within two trading days of end of tenure of the trading plan with reasons thereof and supporting documents, if any.

(ii) Upon receipt of information from the insider, the compliance officer, shall place such information along with his recommendation to accept or reject the submissions of the insider, before the Audit Committee in the immediate next meeting. The Audit Committee shall decide whether such non-implementation (full/partial) was bona fide or not.

(iii) The decision of the Audit Committee shall be notified by the compliance officer on the same day to the stock exchanges on which the securities are listed.

(iv) In case the Audit Committee does not accept the submissions made by the insider, then the compliance officer shall take-action as per this Code of Conduct.

The compliance officer shall approve or reject the trading plan within two trading days of receipt of the trading plan and notify the approved plan to the stock exchanges on which the securities are listed, on the day of approval Pre-clearance of Trades shall not be required for a Trade executed as per an approved trading plan.

Trading window norms and restrictions on contra trade shall not be applicable for Trades carried out in accordance with an approved trading plan.

8. PRE-CLEARANCE OF TRADES

When the trading window is open, trading by designated persons shall be subject to preclearance by the compliance officer, if the value of the proposed trades is 500 securities or Rupees. 5 Lacs in value, whichever is lower in a week (either in one transaction or in a series of transaction). An application cum undertaking shall be made in **Form-I** (enclosed as Annexure) or through an automated tool deployed by the Company, if any, to the Compliance Officer at least 2 day before the intending day of the transaction for trading in securities.

No designated person shall apply for pre-clearance of any proposed trade if such designated person is in possession of UPSI even if the trading window is not closed.

The Compliance Officer shall inform his decisions regarding the clearance within 2 working days of receipt of applications for pre-clearance. In absence of the Compliance Officer said pre-clearance shall be approved by the Officer designated by the Compliance Officer.

Prior to approving any trades, the Compliance Officer shall be entitled to seek declarations to the effect that the applicant for pre-clearance is not in possession of any UPSI. He shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.

In case of the Compliance Officer intending to trade in the Securities of the Company beyond the threshold limit, the pre-clearance of the Chief Financial Officer/Managing Director or in their absence, the Chairperson of the Board, will have to be obtained.

Designated persons or their immediate relatives shall execute their trade in respect of securities of the Company within seven (7) trading days after the approval of pre-clearance is given failing which the transaction has to be pre-cleared again. In case the designated persons or their immediate relatives intend not to trade after securing pre-clearance, he/she shall inform forthwith to the Compliance Officer. After execution of pre-cleared trade by Designated Persons or their immediate relative, such Designated persons shall file within 2 working days of the execution of the Trade, the details of such Trade, with the Compliance Officer.

The Designated Persons shall not, within six months of trading in any number of Securities of the Company, enter into an opposite Trade or contra trade, as the case may be, any number of the Securities of the Company.

The Compliance Officer can grant relaxation from strict application of the above restriction related to contra trade after recording the reasons in writing in this regard provided that such relaxation does not violate the Regulations.

In case a contra trade is executed in less than 6 months, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.

Provided that this shall not be applicable for trades pursuant to exercise of stock options.

9. TRADING WHEN IN POSSESSION OF UPSI

No Insider shall trade in securities that are listed or proposed to be listed on a stock exchange when in possession of UPSI.

Save as provided in this Code and the Regulations, no insider shall trade in securities of the Company when in possession of UPSI except as provided in **Regulation 4 of Regulations**.

Insiders shall maintain the confidentiality of all UPSI. They shall, while in possession of any UPSI, neither deal in the securities of the Company on the basis of UPSI nor pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities of the Company.

In the case of connected persons, the onus of establishing that they were not in possession of UPSI, shall be on such connected persons and in other cases, the onus would be on the Securities and Exchange Board of India.

10. REPORTING REQUIREMENTS

Initial Disclosures

Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter or member of promoter group shall disclose his/her holding of securities of the company as on the date of appointment or becoming a promoter, to the company **within (7) seven days** of such appointment or becoming a promoter in “**Form A** or through an automated solution deployed by the Company, if any”

Continual Disclosures

Every promoter, member of promoter group, designated person and director of the Company shall disclose in “**Form B** or through an automated solution deployed by the Company, if any ” to the Company the number of such securities* acquired or disposed of **within (2) two trading** days of such transaction,

Disclosures by other connected persons

Connected person will make disclosures of holdings in securities of the company in “**such format as prescribed by the Compliance Officer** or through an automated solution deployed by the Company, if any ” annually to the company in order to monitor compliance with these regulations.

* Trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for the purpose of making Initial/Continual disclosures as required in this Clause. **(Regulation 6 of Regulations)**

Annual Disclosures

Every Designated Persons shall furnish to the Compliance Officer, Annual statement of all holdings in securities of the Company respectively as on March 31st every year within 30 Days as prescribed by the Compliance Officer or through an automated tool deployed by the Company, if any.

Preservation of Disclosures

The disclosures made under these regulations shall be maintained by the Compliance Officer, for a minimum period of **(5) five years** in such form as may be provided in the Regulations.

11. INSTITUTIONAL MECHANISM FOR PREVENTION OF INSIDER TRADING

- (a) The Compliance Officer shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in these regulations to prevent insider trading.
- (b) The internal controls shall include the following:
 - (i) all Employees who have access to UPSI are identified as designated person;
 - (ii) all the UPSI shall be identified and its confidentiality shall be maintained as per the requirements of the Regulations;
 - (iii) adequate restrictions shall be placed on communication or procurement of UPSI as required by the Regulations;
 - (iv) lists of all Employees and other persons with whom UPSI is shared shall be maintained and confidentiality agreements shall be signed or notice shall be served to all such Employees and persons;

- (v) all other relevant requirements specified under the Regulations shall be complied with; and
- (vi) periodic process review to evaluate effectiveness of such internal controls.

Policy and procedures for inquiry in case of leak of UPSI or suspected leak of UPSI, has been formulated by the Company and duly approved by Board (enclosed as Annexure E). Accordingly, the Chairperson of Audit Committee/CFO/Compliance Officer of the Company shall initiate appropriate inquiries on becoming aware of leak of UPSI or suspected leak of UPSI and promptly inform SEBI.

The Whistle-blower policy of the Company, a copy of which is available on the website of the Company, enables employees to report instances, if any, of leak of UPSI.

The Audit Committee of the Company shall review compliance with the provisions of these regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

COMPLIANCE WITH CODE OF CONDUCT

When a person who has traded in securities has been in possession of UPSI, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession. The onus is on the Insiders to prove that they are innocent and the Insiders may prove their innocence by demonstrating the circumstances mentioned in the proviso to Regulation 4(1) of the Regulations.

Disclosure by Designated Persons

The Designated Person shall disclose the following information to the Company on Annual basis within 30 days from the end of the financial year and on continual basis, as and when the information changes, within 2 days of such change:

- (i) Immediate relatives
- (ii) Persons with whom such designated persons(s) securities a material financial relationship
- (iii) his/her Phone, mobile and cell numbers;
- (iv) his/her Permanent Account Number or any other identifier authorized by law; and

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

Explanation – The term “material financial relationship” shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a designated person during the immediately preceding 12 (twelve) months, equivalent to at least 25% of the annual income of such designated person but shall exclude relationships in which the payment is based on arm’s length transactions.

12. PENALTY FOR CONTRAVENTION OF THE CODE OF CONDUCT

Designated Person shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her immediate relatives).

Any Designated Person who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalized and appropriate action may be taken by the Company.

Designated Persons who violate the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, recovery, clawback, ineligibility for future participation in employee stock option plans, etc. Any amount so collected shall be remitted to SEBI for credit to the Investor Protection and Education Fund administered by the Board under the Act.

The action by the Company shall not preclude SEBI from taking any action in case of violation of the Regulations.

13. INFORMATION TO SEBI IN CASE OF VIOLATION OF CODE

In case any violation of the Regulation or the Code is observed by the Board of Directors or by Compliance Officer, the same shall be informed to SEBI in such forms and manner as may be specified by SEBI from time to time about such violation. The Designated Person, against whom information has been furnished by the Compliance Officer to Stock Exchange for violations of the Regulations / Code, shall provide all information and render necessary co-operation as may be required by the Company / Compliance Officer or Stock Exchange/ SEBI in this connection.

14. AMENDMENTS IN LAW

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 Code.

15. DISCLAIMER

THIS POLICY IS ONLY INTERNAL CODE OF CONDUCT AND ONE OF THE MEASURES TO AVOID INSIDER TRADING. EVERY INSIDER IS REQUIRED TO FAMILIARISE HIMSELF/HERSELF WITH REGULATIONS AS IT WILL BE THE RESPONSIBILITY OF EACH INSIDER (AND HIS/HER RELATIVES) TO ENSURE COMPLIANCE OF THIS CODE, SEBI REGULATIONS AND OTHER RELATED STATUTES FULLY.

This Policy is last amended with the approval of Board of Directors on 30th March, 2025.

Form I*

(Clause of Code of Conduct for Pre-Clearance of Trades)

To
The Compliance Officer
Uno Minda Limited (Formerly known as Minda Industries Limited)

I. Details of Shareholding of Director, Officer, Designated Employees held in their own Name.

Name	Designation	Department	No of Securities Held (With Folio No./DP ID/Client ID)	Nature of Transaction for which Approval is sought (Buy or Sell)	No of Securities to be Dealt

II. Details of Securities held by Dependent Family Members*.

Name	Designation	Department	No of Securities Held (With Folio No./DP ID/Client ID)	Nature of Transaction for which Approval is sought (Buy or Sell)	No of Securities to be Dealt

* dependent Family Members shall include dependent parent, dependent children under the age of 21 years, dependent spouse and any other person/s dependent on the person making declaration

With reference to the Clause No _____ of the Code, I seek the approval to buy/sell _____ no of Equity Securities of the Company and I undertake as follows:

- (a) That I do not have any access or has not received “Price Sensitive Information” up to the time of signing the undertaking.
- (b) That in case I have access to or receives “Price Sensitive Information” after the signing of the undertaking but before the execution of the transaction I shall inform the Compliance Officer of the change in my position and that I would completely refrain from dealing in the securities of the company till the time such information becomes public.
- (c) That I have not contravened the code of conduct for prevention of insider trading as notified by the company from time to time.
- (d) That the Securities to be sold have been held by me/us for a minimum of 30days.
- (e) That I have made a full and true disclosure in the matter.

Place:

Date:

Signature _____

PRE-CLEARANCE ORDER

This is to inform you that your request for dealing in _____ number of securities of the Company as mentioned in your above mentioned application is approved. Please note that the said transaction must be completed on or before __, i.e. within 7 trading days from today.

Date:

Place:

Signature: _____

Compliance Officer:

* Any other format if pre-clearance is applied via any software on Insider Tool if provided by the Company.

FORM A
Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7(1)(b) read with Regulation 6(2)- Disclosure on becoming a Key Managerial
Personnel/Director/Promoter/Member of the promoter group]

Name of the Company: _____

ISIN of the Company: _____

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 / Director 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 the promoter group		% of Shareholding
			Type of securities (For e.g. – Securities, 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 persons 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
7.	8.	9.	10.	11.	12.

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

Signature:
Designation:
Date:
Place:

FORM B
Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7(2) read with Regulation 6(2)- – Continual Disclosure]

Name of the Company: _____

ISIN of the Company: _____

Details of change in holding of Securities of Promoter, Member of the Promoter Group, Designated Person or Director of the 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 securities/ disposal of securities, 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 e.g. – Securities, Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of share holding	Type of securities (For e.g. – Securities, Warrants, Convertible Debentures, Rights entitlement, etc.)	No.	Value	Transaction Type (Purchase/sale Pledge /Revocation /Invocation/ Others please specify)	Type of securities (For e.g. – Securities, Warrants, Convertible Debentures, Rights entitlement, etc.)	No. and % of share holding	From	To			
1.	2.	3.	4.	5.	6.	7.	8.	9.	10.	11.	12.	13.	14.	15.

Note: (i) “Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.
(ii) Value of transaction excludes taxes/brokerage/any other charges

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)	
16.	17.	18.	19.	20.	21.	22.

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

Signature:

Designation:

ANNEXURE E

POLICY FOR INQUIRY IN CASE OF LEAK OR SUSPECTED LEAK OF UPSI

*[Under Regulation 9A of Securities and Exchange Board of India
(Prevention of Insider Trading) Regulations, 2015]*

1. Background

Regulation 9A of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended (“**SEBI PIT Regulations**”) mandates every listed company to formulate a written policy and procedures for inquiry in case of leak of UPSI and initiate appropriate inquiries on becoming aware of leak of UPSI and inform SEBI promptly of such leaks, inquiries and results of such inquiries.

2. Applicability

This Policy shall be applicable with effect from April 1, 2019.

3. Scope

This Policy deals with-

1. Formulating procedures for inquiry such as initiating inquiry, reporting, etc. in case of leak or suspected leak of UPSI;
2. Strengthening the internal control system to prevent leak of UPSI; and
3. Penalizing any insider who is found guilty of violating this policy.

4. Definitions

The definitions of some of the key terms used in the Policy are given below. Capitalized terms not defined herein shall have the meaning assigned to them under the Code/ Regulations.

“Leak of UPSI” means communication of information which is/deemed to be UPSI, by any person, who is in possession of UPSI, to any other person, directly or indirectly, overtly or covertly, or in any manner whatsoever, except for legitimate purposes, performance of duties or discharge of legal obligations.

“Suspect” means the person or persons against or in relation to whom an inquiry is initiated in case of leak or suspected leak of UPSI.

“Whistle Blower” means an employee of a Company making a disclosure under the Whistle Blower Policy.

“Working days” means working days of the Company.

5. Procedure for inquiry in case of Leak or suspected Leak of UPSI

a) Source of information relating to leak of UPSI

The Chairperson of Audit Committee or Managing Director or the CFO or the Compliance Officer may on becoming aware suo-moto or on receipt of a written intimation of leak or suspected leak of UPSI from:

- a) the Suspect; or
- b) any other person, including employees of the Company; or
- c) regulators; or
- d) Ethics Committee of the Company

follow the below mentioned procedure in order to inquire and/or investigate the matter.

b) Preliminary Inquiry:

The object of preliminary inquiry is fact-finding, 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 initiate further investigation/inquiry.

The Compliance Officer shall forthwith forward such information or complaint to the Chairperson of the Audit Committee, Managing Director and/or CFO and conduct a preliminary inquiry. The said inquiry shall be completed no later than 7 working days from the date of receipt of such intimation and report thereof shall be circulated to the Chairperson of Audit Committee/Managing Director/CFO.

c) Intimation of Leak or suspected Leak of UPSI

If in the opinion of Chairperson of Audit Committee/Managing Director/CFO and/or Compliance Officer, the preliminary inquiry report warrants further investigation, the same shall be submitted to:

- a) The Board of Directors
- b) Inquiry Committee for detailed investigation

The Compliance Officer shall intimate SEBI promptly about such Leak or suspected Leak of UPSI as may be required under the Regulations.

d) Inquiry Committee

Inquiry Committee shall consist of the following persons or any person nominated by such officers from their department-

- i. Chief Financial Officer
- ii. Company Secretary & Compliance Officer

- iii. Chief Human Resources Officer
- iv. Head Audit & Risk Management
- v. Head Corporate Finance and Communication
- vi. Any other person nominated by the CFO

If any member of Inquiry Committee has a conflict of interest in any given case, then he/she should recuse himself/herself and other members of Inquiry Committee should deal with the matter on hand.

e) Investigation by Inquiry Committee

Upon receipt of the report of the preliminary inquiry and all other supporting documents, the Inquiry Committee is required to initiate the investigation. The said investigation shall be completed within 15 working days from the date of receipt of report of the preliminary inquiry. The Inquiry Committee's investigation report shall be submitted to the Compliance Officer. The Compliance Officer shall place the report before the Managing Director, CFO and the Audit Committee and summary report shall be submitted to Board immediately, and such report shall also be submitted to SEBI as may be required.

6. Powers of the Inquiry Committee

For purpose of conducting inquiry, the Inquiry Committee may:

- a) call upon
 - i. such employees/individuals to seek clarification or information pertaining to the leak.
 - ii. persons involved in generation of the original data for purpose of determination of key figures pertaining to financial figures.
 - iii. persons involved in the consolidation of the figures for the financial results.
 - iv. persons involved in the preparation of board notes and presentations.
 - v. persons involved in dissemination of information relating to financial results in the public domain.
 - vi. any other persons who had access to the information.
 - vii. any market intermediaries, fiduciaries and other person/ entities who have access to UPSI for inquiry conducted for leak of such UPSI.
- b) at its discretion, invite external investigators/experts.
- c) take necessary actions including sending the Suspect on leave, restrict physical access to the office premise, freeze access to systems, electronic devices, emails, etc., during the pendency of the investigations for fair conduct of the proceedings.

- d) keep the identity of the Suspect confidential till the completion of inquiry unless it is essentially required for the purpose of investigation.
- e) notify the Suspect of the allegations at the outset of internal investigation and provide him/her opportunity to represent his/her case and submit evidence.
- f) do all such acts, deeds, matters and things as are necessary for the purpose of conduct of internal investigation.

7. Rights and Obligations of the Suspect

- a) The Suspect shall-
 - i. co-operate with the Inquiry Committee during the investigation process.
 - ii. have a right to consult with a person or persons of their choice, other than members of Inquiry Committee.
 - iii. right to be informed of the outcome of the investigation
- b) The Suspect(s) has the responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with and witnesses shall not be influenced, coached, threatened or intimidated by the Suspects.
- c) Unless there are compelling reasons not to do so, Suspects will be given the opportunity to respond to material findings contained in investigation report. No allegation of wrongdoing against a Suspect shall be considered as maintainable unless there is good evidence in support of the allegation.

8. Consequences of non-compliance

- a) The disciplinary action against Suspect may be taken within 15 working days from receipt of investigation report by the Audit Committee in consultation with the Board of Directors or any other person authorised by the Board.
- b) The disciplinary action may include wage freeze, suspension, recovery, clawback, ineligibility for future participation in the Company's stock option plans or termination, as may be decided by the Audit Committee or the Board of Directors or any other person authorised by the Board.
- c) SEBI or any other appropriate regulatory authority would also be informed of such violation who may take appropriate action against the Suspect.

9. Policy Review

The Policy shall be reviewed from time to time. In the events of inconsistency of this Policy with any legal provisions, the provisions of the law shall prevail.

10. Implementation Responsibility

Implementation of this Policy shall be the responsibility of the Compliance Officer, who shall have the power to seek any information or clarification(s) from the Management, Audit Committee and the Board of Directors in this regard.