UNI ABEX ALLOY PRODUCTS LIMITED

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

(PURSUANT TO SEBI (PROHIBITION OF INSIDER TRADING REGULATION, 2015 AS AMENDED)

Approved by the Board of Directors at its meeting held on May 29,2015
Amended by the Board of Directors at its meeting held on 18th August, 2020

A Neterwala Group Company

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Introduction:

This Code is called "Uni Abex Alloy Products Limited - CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION (hereinafter referred to as "the Code of Fair Disclosure"') and shall be effective immediately.

Pursuant to Regulation 8 of the Regulations, Uni Abex Alloy Products Limited (UAL) is required to formulate a code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("Fair Disclosure Code").

Accordingly the Board of Directors of UAL has formulated the Fair Disclosure Code.

Scope:

UAL endeavors to preserve the confidentiality of unpublished price sensitive information (UPSI) and to prevent its misuse. To achieve these objectives, and in compliance with the aforesaid Regulations, UAL has adopted this Fair Disclosure Code.

This Code ensures timely and adequate disclosure of UPSI which would impact the price of its securities and to maintain uniformity, transparency and fairness in dealing with all its stakeholders.

UAL is committed to timely and accurate disclosure based on applicable legal and regulatory requirements.

Terms and Definition:

"Act" means the Companies Act, 2013 including the rules, schedules, clarifications and guidelines issued by the Ministry of Corporate Affairs from time to time.

"Board" refers to Board of Directors of Uni Abex Alloy Products Limited.

"Chief Investor Relations Officer" or "CIRO" shall mean the Company Secretary of the Company who will act as such for the purpose of this Code. In his absence, the Managing Director or the CEO or Manger will act as such.

"Company" or "Uni Abex Alloy Products Limited" refers to Uni Abex Alloy Products Limited pursuant to this Code, having its Registered Office at Liberty Building, Vithaldas Thackersey Marg, New Marine Lines, Mumbai - 400020.

"Stock Exchange" means exchange on which the securities of the Company are listed i.e. BSE Limited.

"Unpublished Price Sensitive Information": means any information, relating to the Company or its securities, directly or indirectly, that is not generally available which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 busine ss and such other transactions;
(v) changes in key managerial personnel; and
(vi) material events in accordance with the listing agreement.

Words and expressions used but not defined in this Code shall have the same meaning assigned to them in the SEBI (Prohibition of Insider Trading) Regulations,2015 or the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and the rules and regulations made thereunder, as the case may be or in any amendment thereto.

Principles of Fair Disclosure:

To adhere to the principles of fair disclosure enumerated under Schedule A to the SEBI (Prohibition of Insider Trading) Regulations,2015, the Board of Directors would follow the following practice and procedure for fair disclosure of unpublished price sensitive information:

To make prompt public disclosure of UPSI that would impact price discovery no sooner than credible and concrete information comes into being so that such information is generally available.

(a) To make uniform and universal dissemination in a timely manner UPSI to avoid selective disclosure by communicating the same to the stock exchange and disclosing the same on its website;

(Note: Under certain circumstances, the Company may keep material information as stipulated under Regulation 30 of Listing obligation & Disclosure Requirements, 2015 confidential for a limited period of time because immediate disclosure may compromise certain strategic business opportunities of the Company or may not be disclosable due to third party confidentiality restrictions or uncertainty of event. The

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Company Secretary of the Company shall determine when to disclose such material information).

(b) Disclose press releases issued by it from time to time which are considered to be important for the general public besides putting the same on Company's website;

(c) Put on Company's website quarterly and annual financial results and all investor presentations pertaining to such financial results for reference of the general public.

Employees of the Company shall not respond under any circumstances to enquiries from the Stock Exchange, the media or others unless authorised to do so by the Chief Investor Relations Officer (CIRO) or by the Company Secretary (CS) of the Company.

Promptly disseminate UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

Provide appropriate and fair response to queries on news reports and requests for verification of market rumours by Regulatory Authorities such as Stock Exchange, etc.

(Note: The Company shall not comment on every market rumour. If Stock Exchange requests, the Company shall submit its response to the market rumour).

Ensure that information shared with analysts and research personnel is not UPSI.

Details relating to quarterly performance and financial results are disseminated to the shareholders through the press releases and uploaded on the Company's website.

To handle all price sensitive information on a need-to-know basis by creating suitable safeguards to avoid UPSI becoming available to any person who is not required to have access to such information. UPSI, may however be disclosed, to persons who need such information for furtherance of legitimate purposes, performance of duties or discharge of legal obligations in relation to the Company.

POLICY FOR PROCEDURE FOR INQUIRY IN CASE OF LEAK OF UPSI"

The Chief Executive Officer, Managing Director, Compliance Officer or such other analogous person of the company shall formulate written policy for Procedures for inquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information and accordingly initiate appropriate inquiries on becoming aware 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.

IDENTIFICATION OF UPSI AND MAINTAINING ITS CONFIDENTIALITY

All the unpublished price sensitive information shall be identified and its confidentiality shall be maintained as per the requirements of this Code and PIT regulations;

DIGITAL DATABASE OF PERSONS WITH WHOM UPSI IS SHARED

The Board of Directors shall ensure that a structured digital database is maintained containing the names of such persons or entities as the case may be 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 databases shall be maintained with adequate internal controls and such as time stamping and audit trails to ensure non-tampering of the database.

PROCESS FOR HOW AND WHEN PEOPLE ARE BROUGHT 'INSIDE' ON SENSITIVE TRANSACTIONS.

The Chief Executive Officer, Managing Director, Compliance Officer or such other analogous person 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 partners, 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;

(i) in the ordinary course of business.

(ii) in furtherance of performance of duty(ies);

(iii) for discharge of legal obligation(s).

(iv) for any other genuine or reasonable purpose as may be determined by the Company.

(v) for any other purpose as may be prescribed under the Securities Regulations or Company Law or any other law for the time being in force, in this behalf, as may be amended from time to time.

INTERNAL CONTROL SYSTEM

The Chief Executive Officer, Managing Director, Compliance Officer or such other analogous person of the company shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in these Code and PIT Regulations to prevent insider trading including:

a. all employees who have access to unpublished price sensitive information are identified as Designated Employee;
b. all the Unpublished Price Sensitive Information shall be identified and its confidentiality shall be maintained as per the requirements of these Regulations;
c. adequate restrictions shall be placed on communication or procurement of Unpublished Price Sensitive Information as required by these regulations;
d. lists of all employees and other persons with whom Unpublished Price Sensitive Information is shared shall be maintained and confidentiality agreements shall be signed or notice shall be served to all such employees and persons
e. all other relevant requirements specified under these regulations shall be complied with;
f. periodic process review to evaluate effectiveness of such internal controls

REVIEW OF COMPLIANCES OF PIT CODE AND VERIFICATION OF INTERNAL CONTROL SYSTEM

The Audit Committee of Company shall review compliance with the provisions of these Code and PIT Regulations at least once in a Financial Year and shall verify that the systems for internal control are adequate and are operating effectively.

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CONTRAVENTION OF CODE OF CONDUCT

Designated Person(s) who trades in Securities or communicates any information for trading in Securities, in contravention of the Code of conduct may be penalised and appropriate action may be taken by the Company.

Designated Person(s) of the Company who violate the Code of conduct shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, recovery etc, ineligibility for future participation in employee stock option plans, etc. Any amount collected under this clause shall be remitted to the SEBI for credit to the Investor Protection and Education Fund administered by the SEBI under the Act.

A Designated Person shall bring to the attention of the Compliance Officer and the Board any violation of the Regulations or this Code whether committed by such Designated Person or any other person, whether knowingly or unknowingly.

Necessary enquiry and penal action by the Company shall not preclude SEBI from taking any action in case of violation of the Regulations.

CHIEF INVESTOR RELATIONS OFFICER (CIRO):

The Board of Directors of UAL has appointed the Company Secretary as CIRO who will be reporting to the Board of Directors of the Company to deal with dissemination of information and disclosure of UPSI. The CIRO may be contacted by e-mail at: companysecretary@uniabex.com

REVIEW OF CODE

This Code will be reviewed by the Board of Directors and may be amended from time to time in line with any amendments made to the SEBI Listing Obligation & Disclosure Requirements, 2015 SEBI (Prohibition of Insider Trading) Regulations, 2015 and such other guidelines issued by SEBI. Any subsequent amendment/modification in the Companies Act, 2013 or the Rules framed thereunder or the Listing Regulations and/or any other laws in this regard shall automatically apply to this Policy.

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