

*UNITED POLYFAB GUJARAT LIMITED*

**CODE OF PRACTICE AND PROCEDURES FOR FAIR  
DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE  
INFORMATION**

*[PURSUANT TO REGULATION 8(1) OF THE SECURITIES  
AND EXCHANGE BOARD OF INDIA (PROHIBITION OF INSIDER TRADING)  
REGULATIONS, 2015]*

## PREFACE

The Securities and Exchange Board of India (SEBI), in its endeavor has set out new regulations for prohibition of insider trading i.e. SEBI (Prohibition of Insider Trading) Regulations, 2015 ('Regulations'), to protect the interests of stakeholders and to avoid the misuse of the Unpublished Price Sensitive Information in the day to day business affairs.

The Board of Directors ("Board") of United Polyfab Gujarat Limited ('UPGL' or 'Company') has pursuant to Regulations adopted the following Code of Practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information ("Code").

The Code is required for the Company to prevent the misuse and ensure timely and adequate disclosure of Unpublished Price Sensitive Information ('UPSI') and to maintain the uniformity, transparency and fairness in dealing with the stakeholders.

## DEFINITION AND INTERPRETATION

The definitions of some of the key terms used in this Policy are given below:-

- The Term "**Board**" means the board of directors of the Company.
- The Term "**Compliance Officer**" means the Company Secretary of the Company.
- The Term "**Securities**" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof and means the securities of the Company (specifically excluding units of a mutual fund).
- The Term "**Unpublished Price Sensitive Information**" or "**UPSI**" means any information, relating to the Company or its Securities, directly or indirectly, that is not generally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 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, delistings, disposals and expansion of business and such other transactions;
  - (v) changes in key managerial personnel;
  - (vi) material events in accordance with the listing agreement.
  - (vii) any information which is likely to affect the price of shares of the Company.

Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, the Listing Agreement, Regulations or any other applicable law or regulation to the extent applicable to the Company.

## **THE COMPLIANCE OFFICER SHALL ENSURE THE FOLLOWING:**

- (i) 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 generally available;
- (ii) Uniform and universal dissemination of Unpublished Price Sensitive Information to avoid selective disclosure;
- (iii) Prompt dissemination of Unpublished Price Sensitive Information that gets disclosed selectively, inadvertently or otherwise to make such information generally available;
- (iv) Appropriate and fair response to queries on news reports and requests for verification of market rumours by Regulatory Authorities;
- (v) The information shared with analysts and research personnel is not Unpublished Price Sensitive Information;
- (vi) Develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website, i.e [www.upgl.in](http://www.upgl.in) to ensure official confirmation and documentation of disclosures made.
- (vii) Handling of all Unpublished Price Sensitive Information on a need-to-know basis.