Uniroyal Industries Ltd.

Works, Regd. & Corporate Office :
365, Phase II, Ind. Estate
PANCHKULA - 134 113 **INDIA**
Phones : 2593592, 5066531-33
Fax : 0091-172-2591837
CIN No. L18101HR1993PLC033167
Website : www.uniroyalgroup.com
E-mail : info@uniroyalgroup.com

Dated: 02-08-2019

The President
Corporate Relation Department,
Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers,
25th Floor, Dalal Street,
Mumbai – 400001

BSE Scrip Code : 521226

Sub : Regulation 8(2) of SEBI (PIT) Regulations 2015- intimation for adoption of amended Code Of Conduct for prevention of Insider Training and Practices and Procedures for fair disclosure

Dear Sir,

Pursuant to the provisions of Regulations 8 (2) of Securities and Exchange Board of India (Prohibition and Insider Training) Regulations, 2015, we wish to inform you that the Board of Directors of the Company has amended and adopted the revised "Code of Conduct for Prevention of Insider Trading and Practices and Procedures for Fair Disclosure" to be effective from 01st April, 2019 in compliance with the Securities and Exchange Board of India (Prohibition and Insider Training) (Amendment) Regulations, 2018.

The revised Code is available on the website of the Company i.e. https://www.uniroyalgroup.com/

You are requested to please take above information on your record.

Thanking You
For Uniroyal Industries Limited

(Akhil Mahajan)
Executive Director
(DIN: 00007598)

Encl: Code of practices and procedures for fair disclosure of unpublished price sensitive information

UNIROYAL INDUSTRIES LIMITED

CODE OF PRACTICES AND PROCEDURES FOR PREVENTION OF INSIDER TRADING AND CODE OF CONDUCT & FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

PREAMBLE

Uniroyal Industries Limited (hereinafter referred to as "the Company" or " UIL") had introduced a Code of Conduct for prohibition of Insider Trading (existing Code) in accordance with the requirements of the Securities and Exchange Board of India ('SEBI') (Prohibition of Insider Trading) Regulations 2015. Subsequently, pursuant to the amendment of the SEBI (Prohibition of Insider Trading) Regulations, 2015 vide SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, which is effective from April 1, 2019, the Board of Directors at their meeting held on May 30, 2019 reviewed this Code and have approved the same to be applicable with effect from April 1, 2019.

THE OBJECTIVE OF THE CODE

This Code has been prepared by adopting the standards set out in Schedule A and Schedule B of the Regulations, as amended, in order to regulate, monitor and report trading by its promoters, Persons Acting in Concert, Directors, Employees and other Connected Persons towards achieving compliance with the Regulations.

DEFINITIONS

For the purposes of this code, the words and expressions given below shall carry the meaning as stated hereinafter.

1. "Act" means the Securities and Exchange Board of India Act, 1992 (15 of 1992);

2. "Board" shall mean the Securities and Exchange Board of India;

3. "Board of Directors" means the Board of Directors of the Company;

4. "Company" means Uniroyal Industries Limited or UIL;

5. "Compliance Officer" means the Company Secretary of the Company or any other person, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the Regulations, designated by the Board of Directors as Compliance Officer from time to time.

For the purpose of this clause 5., "financially literate" person means a person who has the ability to read and understand basic financial statements i.e. Balance Sheet, Statement of Profit and Loss and Statement of Cash Flows;

6. "Connected Person" means-

(i) any person who is or has during the six months prior to the concerned act been associated with the 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

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;

7. “Designated Persons” shall include –

a) Promoters of the Company;

b) Directors of the Company;

c) Key Managerial Personnel (KMP) of the Company;

d) Employees in the Finance & Accounts, Internal Audit, Legal and Secretarial Department, Team handling the Business & Operations, as may be determined by the Compliance Officer and such Other employees designated by the Compliance Officer from time to time;

e) Any support staff of the Company such as IT staff or Secretarial staff who have access to Unpublished Price sensitive Information;

f) Employees of material subsidiaries of the Company designated on the basis of their functional role or access to Unpublished Price Sensitive Information in the organization by their board of directors;

g) Chief Executive Officer (CEO) and employees up to two level below CEO of the Company and material subsidiary, irrespective of their functional role in the Company or its material subsidiary or ability to have access to unpublished price sensitive information.

h) Any other Connected Person designated by the Company in consultation with the Compliance Officer based on their function and role; and

i) Immediate relative of (a.) to (h.) above.

8. “Director” means a director appointed to the Board of Directors of the Company;

9. "Generally Available Information" means information that is accessible to the public on a non-discriminatory basis;

10. “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;

11. "Insider" means any person who is:

a) A Connected Person; or

b) in possession of or having access to Unpublished Price Sensitive Information;

12. “Material Subsidiary” shall have the meaning assigned to it under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any amendment or modification thereof;

13. “Key Managerial Personnel” means person as defined in Section 2(51) of the Companies Act, 2013;

14. "Promoter" shall have the meaning assigned to it under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any amendment or modification thereof;

15. “Promoter Group” shall have the meaning assigned to it under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any amendment or modification thereof;

16. “Regulations” shall mean the SEBI (Prohibition of Insider Trading) Regulations, 2015 or any amendment or modification thereof;

17. "Securities" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund;

18. “Stock Exchange” shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof;

19. “Takeover Regulations” means SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 or any amendment or modification thereof;

20. "Trading" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly;

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

22. "Unpublished Price Sensitive Information" (abbreviated as “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 shall, ordinarily including but not restricted to, information relating to the following: –

a) financial results;

b) dividends;

c) change in capital structure;

d) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions; and

e) changes in key managerial personnel.

Words and expression used and not defined in this Code of Conduct, but defined in the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013, and rules and regulations made thereunder, shall have the meaning respectively assigned to them in those regulations.

APPLICABILITY

This Code shall apply to all Insiders and Designated Persons.

RESTRICTION ON COMMUNICATIONS AND TRADING BY INSIDERS

Communication or procurement of Unpublished Price Sensitive Information

A. No insider shall communicate, provide, or allow access to any Unpublished Price Sensitive Information, relating to securities of the Company except for the furtherance of legitimate purposes or discharge of legal obligations. However, notwithstanding anything contained in this Code, an Unpublished Price Sensitive Information may be communicated, provided, allowed access to or procured, in connection with a transaction that would –

i) entail an obligation to make an open offer under the Takeover Regulations where the Board of Directors of the Company is of informed opinion that sharing of such information is in the best interests of the Company;

ii) not attract the obligation to make an open offer under the Takeover Regulations but where the Board of Directors of the Company is of informed opinion that sharing of such information is in the best interests of the Company and the information that constitute Unpublished Price Sensitive Information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the board of directors may determine to be adequate and fair to cover all relevant and material facts.

B) For the purpose of clause 1.a. above, the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of 1.a. above, and shall not otherwise trade in securities of the Company when in possession of Unpublished Price Sensitive Information.

POLICY FOR DETERMINATION OF "LEGITIMATE PURPOSES"

In line with clause 2A of Regulation 3 of Regulations and any modification(s) / amendment(s) thereto, Policy for determination of legitimate purposes is as under:

a. "Legitimate purpose" shall mean Sharing of unpublished price sensitive information in the course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals, other advisors or consultants provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Regulations.

b. No insider shall communicate, provide, or allow access to any Unpublished Price Sensitive Information, relating to securities of the Company or securities proposed to be listed by the 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.

c. No person shall procure from or cause the communication by any insider of Unpublished Price Sensitive Information, relating to 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.

d. Any person in receipt of Unpublished Price Sensitive Information pursuant to Legitimate Purpose shall be considered an insider for the purpose of this Code and due notice shall be given to such persons to maintain confidentiality of Unpublished Price Sensitive Information in compliance with the Regulations. Such person is also required to ensure the confidentiality of unpublished price sensitive information shared with him, in compliance with the Regulations.

e. Unpublished Price Sensitive Information, such as Financial Results, declaration of Dividends, proposal of Corporate Restructuring, diversification, expansion acquisition in the stake of other entities, change in KMP's, etc. shall be handled within the Company on a need-to-know basis, and the same should be disclosed only to those who need such information to discharge their duties or legal obligations by virtue of their respective role and function, whose possession of such information will not give rise to a conflict of interest or appearance of misuse of such information.

f. A structured digital database shall be maintained containing the names of such persons or entities, as the case may be, with whom information is shared for legitimate purposes along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Adequate and effective system of internal controls will also be laid out to secure such database. Documents containing confidential information shall be kept secured. Computer files must have adequate security login and password, etc.

g. Trading by insiders including promoters, non-individual insiders when in possession of Unpublished Price Sensitive Information shall be governed by Regulation 4 of the Regulations.

TRADING WHEN IN POSSESSION OF UNPUBLISHED PRICE SENSITIVE INFORMATION

No insider shall trade in securities that are listed or proposed to be listed on a stock exchange when in possession of unpublished price sensitive information, provided that the insider may prove his innocence by demonstrating the circumstances as provided in regulation of SEBI (PIT) Regulations, 2015.

TRADING PLANS

a. 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 behalf in accordance with such plan.

b. Such trading plan shall –

i) not entail commencement of trading on behalf of the insiders earlier than six months from the public disclosure of the plan;

ii) not entail trading for the period between the 20th trading day prior to the last day of any financial period for which results are required to be announced by the Company and the second trading day after the disclosure of such financial results;

iii) entail trading for a period of not less than 12 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 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 of the Company for market abuse.

c. The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of this Code or Regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan. 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.

d. The trading plan once approved shall be irrevocable and the insider 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.

Provided that the implementation of the trading plan shall not be commenced if any Unpublished Price Sensitive Information 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 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 this Code or Regulations.

e. Upon approval of the trading plan, the Compliance Officer shall notify the plan to the stock exchanges on which the securities of the Company are listed.

DISCLOSURES OF TRADING BY INSIDERS

General Provisions

a. Every public disclosure shall be made in the Form/s as prescribed under the Regulations from time to time.

b. The disclosures to be made by any person under this Code and, or, the Regulations shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.

c. The disclosure of trading in securities shall also include trading in derivatives of securities and traded value of the derivatives shall be taken into account. Provided that trading in derivatives of securities is permitted by any law for the time being in force.

d. The disclosures made under this Part shall be maintained by the Company, for a minimum period of five years, in such form as may be specified.

DISCLOSURES BY CERTAIN PERSONS

a. Initial Disclosures

Every person on appointment as a Director or a Key Managerial Personnel of the Company or upon becoming a Promoter or a member of the Promoter Group shall disclose his holding of securities of the Company as on the date of appointment or becoming a Promoter or a member of the Promoter Group, to the Company, within seven days of such appointment or becoming a Promoter or member of the Promoter Group. Such disclosure shall be made in the format prescribed under the Regulations, as amended from time to time and set out in **Form A**;

b. Continual Disclosures

i. Every Director of the Company, Designated Person and promoter or member of the Promoter Group shall disclose to the Company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. 10 lacs. Such disclosure shall be made in the format prescribed under the Regulations, as amended from time to time and set out in **Form B**. For avoidance of doubt, it is clarified that acquisition or disposal would include creation, revocation or invocation of pledge of the securities.

ii. The Compliance Officer of the Company shall notify the particulars of such trading to the Stock Exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.

Explanation - It is clarified for the avoidance of doubts that the disclosure of the incremental transactions after any disclosure under this sub-code, shall be made when the transactions effected after the prior disclosure cross the threshold specified in clause b. i. above.

c. Disclosures by other Connected Persons

The Company may at its own discretion require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the Company in such form and at such frequency as may be determined by the Company in order to monitor compliance with this Code and the Regulations. Such disclosure shall be made in the format prescribed under the Regulations, as amended from time to time and set out in **Form C**.

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION (SUB-REGULATION (1) OF REGULATION 8, OF SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015)

1) The Company shall promptly disclose to the public all of unpublished price sensitive information (UPSI) that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.

2) The Company shall follow uniform and universal dissemination of UPSI to avoid selective disclosure.

3) The Board of Directors has authorize Company Secretary and Chief Financial Officer as Chief Investor Relations Officer of the Company to deal with dissemination of information and disclosure of UPSI.

4) In the event of any UPSI getting disclosed selectively either inadvertently or otherwise, the Company shall ensure prompt dissemination of UPSI as generally available, by publishing the same on Company's website https://www.uniroyalgroup.com/

5) The Company shall ensure appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.

6) The Company shall ensure that information shared with analysts and research personnel is not UPSI.

7) The Company shall develop best practices to make transcripts or record of proceedings of meetings with analyst and conference call with investors/analysts are promptly published on the official website of the Company to ensure official confirmation and documentation of disclosures made.

8) The Company shall handle all UPSI on a need-to-know basis.

9) Any amendment of the Policy, upon approval of the Board of the Company shall be intimated to the Stock Exchanges and shall also be updated in the company's official website.

CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING IN SECURITIES

(a) The compliance officer shall report to the board of directors and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the board of directors at such frequency as may be stipulated by the board of directors, but not less than once in a year.

(b) All information shall be handled within the organization on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

(c) Designated Persons and immediate relatives of designated persons in the organization are governed by an internal code of conduct governing dealing in securities.

(d) Designated persons may execute trades subject to compliance with these 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 unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive

information relates. Designated persons and their immediate relatives shall not trade in securities when the trading window is closed.

Trading restriction period can be made applicable from the end of every quarter till 48 hours after the declaration of financial results. The gap between clearance of accounts by audit committee and board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.

(e) The timing for re-opening of the trading window shall be determined by the compliance officer taking into account various factors including the unpublished price sensitive information 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.

(f) When the trading window is open, trading by designated persons shall be subject to pre-clearance by the compliance officer, if the value of the proposed trades is above such thresholds as the board of directors may stipulate.

(g) 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 unpublished price sensitive information. He shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.

(h) All the trades for which pre clearance has been obtained by the Designated persons shall be executed within a period of 7 days from date of pre clearance order, failing which fresh pre-clearance would be needed by the respective Designated persons for the trades to be executed.

(i) A designated person shall not execute a contra trade for a period of 6 months from the date of trade. The compliance officer may grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these regulations. Should a contra trade be executed, 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.

(j) The formats for making applications for obtaining pre-clearance, reporting of trades executed, reporting of decisions not to trade after securing pre-clearance and for reporting level of holdings in securities at such intervals as may be determined as being necessary to monitor compliance with these regulations are forming part of the policy.

(k) Designated persons shall be required to disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the Compliance officer of 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

c) Phone, mobile and cell numbers which are used by them.

(I) The Company is making sure that people are brought 'inside' on sensitive transactions. Individuals are made aware of the duties and responsibilities attached to the receipt of Inside Information, and the liability that attaches to misuse or unwarranted use of such information.

INSTITUTIONAL MECHANISM FOR PREVENTION OF INSIDER TRADING

1. The Chief Executive Officer, Managing Director or such other authorized person of company, 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.

2. The internal controls shall include the following:

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.

3. The board of directors of company shall ensure that the Chief Executive Officer or the Managing Director or such other authorized person ensures compliance with this code.

4. The Audit Committee of company shall review compliance with the provisions of this code in compliance with these SEBI (PIT) Regulations, 2015 at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

POLICY FOR PROCEDURE OF INQUIRY IN CASE OF LEAK OR SUSPECTED LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION

In line with Regulation 9A (5) of SEBI (Prohibition of Insider Trading Regulations, 2015 as inserted by SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, Policy for procedure of inquiry in case of leak or suspected leak of Unpublished Price Sensitive Information is as under:

I. Objectives of the Policy:-

a) The policy will aim at Protecting leakage of confidential and market sensitive information, thus strengthening the internal control system.

b) Informing employees & Designated Persons through this policy to maintain confidentiality of unpublished price sensitive information.

c) Informing process for investigation of leaks/suspected leak of unpublished price sensitive information as referred in this policy.

d) Following the company's code of conduct for prevention of insider trading to curb the un-ethical practices of sharing unpublished price sensitive information by Insiders, Employee(s) & Designated Persons with any person, firm, Company or Body Corporate.

e) Penalizing any Insider, Employee & Designated Persons who appears to have found guilty of violating this policy as per the provisions of the regulations.

II. Occurrence of Leakage of Unpublished Price Sensitive Information (UPSI):-

Leakage of Unpublished Price Sensitive Information shall refer to such acts or circumstances by virtue of which an unpublished price sensitive information is made available or becomes available, by any means or mode to any person, association, body, firm, agency, society, entity or to a group thereof, before its official publication or announcement or formal circulation in public domain and which shall also include any purported attempt thereof.

Leakage of unpublished price sensitive information shall further mean communication of unpublished price sensitive information by any Insider, Employee & Designated Persons or any other known or unknown person to any person other than a person authorized by the Board after following the due process prescribed in this behalf by the Company.

III. Procedure for Enquiry in case of Leakage of Unpublished Price Sensitive Information (UPSI)

a) The Board of Directors of Company shall authorize the Departmental Head/Unit Head and Company Secretary & Compliance Officer of the Company to initiate appropriate inquiries suo moto or on becoming aware of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information through a complaint and inform the Board promptly of such leaks, inquiries and results of such inquiries.

b) Any person, whosoever, has reason to believe the occurrence of leakage or suspected leakage of unpublished price sensitive information, can report such occurrence in form of complaint to the Compliance Officer/Company Secretary at his designated Email Id at cs@uniroyalgroup.com

If such person is of belief that the Compliance Officer/Company Secretary is also involved in the suspected violation, then in such cases, the complaint may be made to Chairman/MD of the company at arvindmahajan@gmail.com or admin@uniroyalgroup.com

c) On receipt of such complaint or allegation of leakage of unpublished price sensitive information, the concerned authorized official shall conduct a Preliminary enquiry to ascertain the truth of the allegations contained in the complaint, and to collect necessary available material in support of the allegations, and thereafter to decide whether there is justification to initiate any disciplinary proceedings on the same.

d) If the complaint is found to be based on genuine grounds, then the authorized official shall intimate the details of such complaint to the person against whom the allegation of leakage of unpublished price sensitive

information has been made i.e. 'person accused' and request him to give a written representation within 5 days of receipt of intimation letter.

e) On receipt of representation by 'person accused', the authorised official shall proceed to investigate in the matter and for such purpose may consult such persons, whether internal or otherwise or obtain such external assistance or opinion, as he may deem expedient in this regard.

f) If no representation is received within the aforesaid stipulated time of 5 days, the authorised official shall issue notice to the 'person accused' asking him to show cause as to why the Company should not initiate disciplinary proceedings, as applicable, against him.

g) All reports/complaints under this Policy will be promptly and appropriately investigated and all information disclosed during the course of the investigation will remain confidential, except as necessary to conduct the investigation and take any remedial action, in accordance with applicable law.

h) The Preliminary enquiry shall be completed normally within 30 days of the receipt of the complaint. If it is not completed within 30 days, Compliance Officer/Company Secretary shall provide proper explanations to the CEO/MD of the company for the delay.

i) On completion of the Preliminary enquiry due to receipt of reply to the show cause notice issued or on non-receipt thereof, the authorized person shall refer the matter to the CEO/MD of the company along with his/her opinion for their consideration.

j) The CEO/MD of the company on receipt of such opinion shall place the matter in the forthcoming Board Meeting positively.

k) The Board, after due consideration & review of the matter placed, is of opinion that the 'person accused' is guilty of leak of UPSI or suspected leak of Unpublished Price Sensitive Information, then it will order for necessary disciplinary proceedings of the company, which will be in addition to the penal provisions stated under SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 and any other statutory enactments, as applicable.

l) The Disciplinary action(s) shall include Wage/Salary freeze, suspension, recovery, termination of employment or contract/agreement etc., as may be decided by the Board of Directors.

m) Any of such information regarding any enquiry being conducted and outcome of the same must be placed on the website of the company i.e https://www.uniroyalgroup.com/

IV. Review and amendment of Policy:

This policy shall be reviewed and amended by the Board of Directors as and when deemed necessary and to comply with any amendment or modifications in SEBI (Prohibition of Insider Trading) Regulations, 2015.

4. Information to SEBI in case of violation of the SEBI (Prohibition of Insider Trading) Regulations, 2015

In case it is observed by the Company and / or Compliance Officer that there has been a violation of the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Compliance Officer shall inform the SEBI promptly on becoming aware of the violations of the Regulations.

FORM A

Form for initial disclosure of holdings of equity shares / other securities of the Company

Name of the Company: - Uniroyal Industries Limited
ISIN: - INE980D01019
Scrip Code: 521226

Name:-

PAN:- **Date:- _____**

To

The Compliance Officer
Uniroyal Industries Limited
Plot no. 365, Phase-II,
Industrial Estate,
Panchkula-134113,
Haryana, India

Sir,

With reference to above, I wish to inform you that I am a Promoter / member of Promoter Group / Director/ Key Managerial Personnel. I have joined the Company with effect from _____as _____ and have read the "CODE OF PRACTICES AND PROCEDURES FOR PREVENTION OF INSIDER TRADING AND CODE OF CONDUCT & FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION" (Code) of the Company and declare that I along with my immediate relatives are holding equity shares / other Securities of the Company as follows :-

1. Details of securities held by me in the Company:

Name, PAN, CIN / DIN & address with contact Nos.	Category of Person (Promoters/ Promoter Group KMP/ Directors / immediate relative to/ others, etc.)	Securities held as on date		% of Shareholding
		Type of security (For e.g. Shares, Warrants, Convertible Debentures, etc.)	No.	

Open interest of the future contracts held as on date			Open interest of the option contracts held as on date		
Contract Specifications	Number of units	Notional value in	Contract Specifications	Number of units	Notional value in Rupee terms

	(contracts * lot size)	Rupee terms		(contracts * lot size)	

2. Details of securities held by my immediate relatives in the Company:

Name, PAN, CIN / DIN & address with contact Nos.	Category of Person (Promoters/ Promoter Group KMP/ Directors / immediate relative to/ others, etc.)	Securities held as on date		% of Shareholding
		Type of security (For e.g. Shares, Warrants, Convertible Debentures, etc.)	No.	

Open interest of the future contracts held as on date			Open interest of the option contracts held as on date		
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

I also confirm that whatever I have declared above is true and I or my immediate relatives are not holding any other Securities of the Company.

Signature: _____
(Name: _____)
Designation: _____
Place: _____

FORM B

Form for continual disclosure of holdings of equity shares / other securities of the Company

Name of the Company: - Uniroyal Industries Limited
ISIN: - INE980D01019
Scrip Code: 521226

Name:-

PAN:- **Date:- _____**

To

The Compliance Officer
Uniroyal Industries Limited
Plot no. 365, Phase-II,
Industrial Estate,
Panchkula-134113,
Haryana, India

Sir,

Pursuant to the "**CODE OF PRACTICES AND PROCEDURES FOR PREVENTION OF INSIDER TRADING AND CODE OF CONDUCT & FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION**" (Code) of the Company, I wish to inform you that I have acquired / disposed of _____equity shares / other securities of the Company. Details of the same are mentioned below:

Name, PAN, CIN / DIN & address with contact nos.	Category of Person (Promoters / Promoter Group / KMP / Director / 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/ sales 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.
		Type of security	No. and %	Type of security	No .	Value	Transa	Type of	No. and	From	To		

		(For e.g. Shares, Warrants, Convertible Debentures, etc.)	of share holding	(for e.g. Shares Warrants, Convertible Debentures, etc.)			ction Type (Buy/Sale/ Pledge/ Revoke/ Invoke	security (for e.g. Shares, Warrants, Convertible Debentures, etc.)	% of share-holding				

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)	

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

I confirm that whatever I have declared above is true and correct.

Signature: _____
(Name: _____)
Designation: _____
Place: _____

FORM C

Form for continual disclosure of holdings of equity shares / other securities of the Company by Connected Persons

Name of the Company: - Uniroyal Industries Limited
ISIN: - INE980D01019
Scrip Code: 521226

Name:-

PAN:- **Date:- _____**

To

The Compliance Officer
Uniroyal Industries Limited
Plot no. 365, Phase-II,
Industrial Estate,
Panchkula-134113,
Haryana, India

Sir,

Pursuant to the "**CODE OF PRACTICES AND PROCEDURES FOR PREVENTION OF INSIDER TRADING AND CODE OF CONDUCT & FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION**" (Code) of the Company, I wish to inform you that I hold _____equity shares / other securities of the Company. Details of the same are mentioned below:

Name, PAN, CIN / DIN & address with contact nos.	Category of Person (Promoters / Promoter Group / KMP / Director / immediate relative to /	Securities held prior to acquisition / disposal	Securities acquired / disposed	Securities held post acquisition /disposal	Date of allotment / advice acquisition of shares/ sales 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.

	others, etc.)												
		Type of security (For e.g. Shares, Warrants, Convertible Debentures, etc.)	No. and % of share holding	Type of security (for e.g. Shares Warrants, Convertible Debentures, etc.)	No .	Value	Transaction Type (Buy/Sale / Pledge / Revoke / Invoke	Type of security (for e.g. Shares, Warrants, Convertible Debentures, etc.)	No. and % of share - holding	From	To		

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)	

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

I confirm that whatever I have declared above is true and correct.

Signature: _____
(Name: _____)
Designation: _____
Place: _____

FORM D

Application for Pre-clearance of trading insecurities of the Company

From
Name:-
Designation:-
DIN/ Employees Code:-
PAN:-
Address:-

Date: -_____

To

The Compliance Officer
Uniroyal Industries Limited
Plot no. 365, Phase-II,
Industrial Estate,
Panchkula-134113,
Haryana, India

Sir,

With reference to above, I wish to inform you that I want to purchase / sale _____equity shares/ other Securities of the Company from the open market/ private arrangement, details of the same are as mentioned below:-

Sr. No.	Heading	Particulars
1.	Existing holding of the shares / other securities	
2.	Folio No./ DP_ID and CL_ID	
3.	Nature of new transaction: sale / purchase	
4.	Quantity want to purchase / sale	
5.	Price at which you want to purchase / sale	
6.	Estimated consideration	
7.	Mode of transaction – private / open market	
8.	Purpose of purchase / sale	
9.	In whose name (with relation) the transactions will take place	

I/ We declare that I/ we have complied with the requirements of Company's "**CODE OF PRACTICES AND PROCEDURES FOR PREVENTION OF INSIDER TRADING AND CODE OF CONDUCT & FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION**. I am executing an Undertaking as required and enclose herewith.

You are requested kindly to give your permission to trade in the equity shares/ other securities of the Company as requested above.

Signature:
Name :

Encl.: Duly executed Undertaking.

Undertaking

From

Name:-
Designation:-
DIN/ Employees Code:-
PAN:-
Address:-
Address:-

Date: - _____

To

The Compliance Officer
Uniroyal Industries Limited
Plot no. 365, Phase-II,
Industrial Estate,
Panchkula-134113,
Haryana, India

Sir,

With reference to my application dated_____for pre-clearance of trade for purchase/ Sale of equity shares / other Securities of the Company, I confirm, declare and undertake as follow:-

(a) That I do not have any access or has not received "unpublished price sensitive information" up to the time of signing the Undertaking.

(b) That in case I have access to or receive "unpublished price sensitive information" after the signing of the Undertaking but before the execution of the transaction, I shall inform you the change in my position and I shall completely refrain from trading in the securities of the Company till such information becomes public.

(c) That I have not contravened the **CODE OF PRACTICES AND PROCEDURES FOR PREVENTION OF INSIDER TRADING AND CODE OF CONDUCT & FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION** (Code) as notified by the Company from time to time.

(d) That I hereby confirm that I abide by the provisions of the Code with regard to time norms for execution and holding of securities.

I hereby solemnly declare that I have made a full and true disclosure in this regard to the best of my knowledge and belief.

Signature:

Name :

FORM E

Application for waiver of holding period

From
Name:-
Designation:-
DIN/ Employees Code:-
PAN:-
Address:-

Date: -_____

To

The Compliance Officer
Uniroyal Industries Limited
Plot no. 365, Phase-II,
Industrial Estate,
Panchkula-134113,
Haryana, India

Sir,

With reference to above, I wish to inform you that I had purchased …….equity shares/ other Securities of the Company on ……., the details are as mentioned below:-

Sr. No.	Heading	Particulars
1.	No. of equity shares / other securities purchased	
2.	Folio No./ DP_ID and CL_ID	
3.	Date of purchase and price of purchase	
4.	From whom purchased	
5.	Existing total holding	
6.	Quantity want to sale	
7.	Reason for early selling	
8.	Price at which you want to sale	
9.	Mode of transaction – private / open market	

I understand that as provisions of the **CODE OF PRACTICES AND PROCEDURES FOR PREVENTION OF INSIDER TRADING AND CODE OF CONDUCT & FAIR**

DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION), I need to hold this investment for a minimum period of six months, but, due to reason as mentioned above, I need to sell the same before prescribed period.

You are requested kindly to give your permission for sale of the aforesaid Securities as requested.

Signature:

Name :

FORM F

Form for initial disclosure of holdings of equity shares / other securities of the Company

From
Name:-
Designation:-
DIN/ Employees Code:-
PAN:-
Address:-

Date: -_____

To

The Compliance Officer
Uniroyal Industries Limited
Plot no. 365, Phase-II,
Industrial Estate,
Panchkula-134113,
Haryana, India

Sir,

With reference to above, I wish to inform you that I have joined the Company with effect from …… as …….. and have read the "**CODE OF PRACTICES AND PROCEDURES FOR PREVENTION OF INSIDER TRADING AND CODE OF CONDUCT & FAIR DISCLOSURE OF UNPUBLISHED PRICE**

SENSITIVE INFORMATION" (Code) of the Company and declare that I along with my immediate relatives are holding equity shares/ other Securities of the Company as follows :-

I. Statement of holdings in my name:

Name	Securities held as on date			Date on which Securities were purchased / sold
	Type of Security (For e.g. Shares, Warrants, Convertible Debentures, etc.)	Folio No. / DP ID / Client ID	No. of Securities held	

Open interest of the future contracts held as on date			Open interest of the option contracts held as on date		
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

ii. Details of Securities held by my immediate relatives:

Name of relative and PAN	Relationship	Securities held as on date			Date on which Securities were purchased / sold
		Type of Security (For e.g. Shares, Warrants, Convertible Debentures, etc.)	Folio No./ DP ID/ Client ID	No. of Securities held	

Open interest of the future contracts held as on date			Open interest of the option contracts held as on date		
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

I also confirm that whatever I have declared above is true and I or my immediate relatives are not holding any other Securities of the Company.

Signature:

Name :

FORM G

Form for disclosure of existing holdings of equity shares / other securities of the Company

From
Name:-
Designation:-
DIN/ Employees Code:-
PAN:-
Address:-

Date: -_____

To

The Compliance Officer
Uniroyal Industries Limited
Plot no. 365, Phase-II,
Industrial Estate,
Panchkula-134113,
Haryana, India

Sir,

With reference to above, I wish to inform you that I am working as …… and
declare that have read the "**CODE OF PRACTICES AND PROCEDURES FOR PREVENTION OF INSIDER TRADING AND CODE OF CONDUCT & FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION**" (Code) of the Company and declare that I along with my immediate relatives are holding equity shares / other Securities of the Company as follows :-

I. Statement of holdings in my name:

Name	Securities held as on date			Date on which Securities were purchased / sold
	Type of Security (For e.g. Shares, Warrants, Convertible Debentures, etc.)	Folio No. / DP ID / Client ID	No. of Securities held	

Open interest of the future contracts held as on date			Open interest of the option contracts held as on date		
Contract Specifications	Number of units (contracts *	Notional value in Rupee terms	Contract Specifications	Number of units (contracts	Notional value in Rupee terms

	lot size)			* lot size)	

ii. Details of Securities held by my immediate relatives:

Name of relative and PAN	Relationship	Securities held as on date			Date on which Securities were purchased / sold
		Type of Security (For e.g. Shares, Warrants, Convertible Debentures, etc.)	Folio No./ DP ID/ Client ID	No. of Securities held	

Open interest of the future contracts held as on date			Open interest of the option contracts held as on date		
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

I also confirm that whatever I have declared above is true and I or my immediate relatives are not holding any other Securities of the Company.

Signature:

Name

: