



# **CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI)**

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<b>Approved by:</b>	<b>Board of Director</b>
<b>Effective date:</b>	<b>9<sup>th</sup> May 2015</b>
<b>1<sup>st</sup> revision on:</b>	<b>28<sup>th</sup> March 2019</b>
<b>2<sup>nd</sup> revision on:</b>	<b>13<sup>th</sup> November 2024</b>
<b>3<sup>rd</sup> revision on:</b>	<b>22<sup>nd</sup> May 2025</b>



**a. Scope**

The Company endeavors to preserve the confidentiality of Unpublished Price Sensitive Information (UPSI) and to prevent misuse of such information. The Company is committed to maintain confidentiality of UPSI and ensuring transparency and fairness in dealing with all stakeholders.

**b. Definitions**

**1. "Insider"** means insider as defined under the Company's "Code of Conduct to regulate, monitor and report trading in Company's securities by Insiders".

**2. "Legitimate Purpose"** shall include sharing of UPSI in the ordinary course of business by an Insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, accounting firms, law firms, analysts, insolvency professional entities, banks or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Regulations.

**3. "Regulations"** shall mean the Securities and Exchange Board of India (Prohibition of Insider Trading Regulations) Regulations, 2015 and any amendment thereto.

**4. "Unpublished Price Sensitive Information" (UPSI)** means any information relating to the Company or its Securities directly or indirectly that is not generally available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 include but not restricted to information relating to the following:

- i. Financial results of the Company
- 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  
Such other matters as may be specified under the SEBI Regulations or any other SEBI Regulations or as decided by the Company from time to time.
- 5. Other Words and expressions used and not defined in this Code but defined in the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013), the Rules and Regulations made thereunder and Unichem Laboratories Limited Code for Insider Trading and shall have the meanings respectively assigned to them in those legislations, rules, regulations and the code.**

**c. Principles of Fair Disclosure**

The Company shall adhere to the following principles to ensure timely and fair disclosure of UPSI:





1. To make, prompt public disclosure of UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available in public domain.
2. To make, uniform and universal dissemination of UPSI, with intent to avoid selective disclosures.
3. The Company Secretary and Compliance Officer of the Company will be the Chief Investor Relations Officer to deal with dissemination of information and disclosures of Unpublished Price Sensitive Information.
4. To ensure, prompt dissemination of UPSI that gets disclosed selectively, inadvertently, or otherwise to make such information generally available.
5. To provide appropriate and fair response to queries on news reports and requests for verification on market rumours by regulatory authorities wherever necessary.
6. The Company will ensure that, information if any, shared with analysts and research personnel is not UPSI.
7. The Company will constantly endeavour to develop best practices to make transcripts and records of proceedings of meetings with analysts and other investor relations conferences on the official website ([www.unichemlabs.com](http://www.unichemlabs.com)) to ensure official confirmation and documentation of disclosures made.
8. To handle all Unpublished Price Sensitive information on a need-to-know basis.

**d. Guidelines for dealing or disclosing/disseminating of information with analysts and institutional investors**

- Only public information to be provided;
- If the answer includes price sensitive information, a public announcement should be made before responding;
- Whenever Company organize meetings or calls with analysts, it will post relevant information on its web site after every such meet including transcripts or records of proceedings of meetings or calls with analysts as required under the law;
- No information shall be passed by Designated Persons by way of making a recommendation for the purchase or sale of securities of the Company.



**e. Policy for Legitimate Purpose**

- 1.** UPSI can be shared by an Insider on need-to-know basis only to partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, accounting firms, law firms, analysts, insolvency professional entities, banks or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Regulations for the following purposes:
  - In normal and ordinary course of business
  - For availing professional services
  - In relation to a proposed deal or assignment
  - For mandatory performance of duties or discharge of legal obligations
  - For any other genuine or reasonable purpose as may be determined by the Chief Investor Relations Officer
  - For any other purpose as may be prescribed under the SEBI or Company Law or any other law for the time being in force, in this behalf, as may be amended from time to time.

Provided that such sharing of UPSI should not be carried out to evade or circumvent the prohibitions of PIT Regulations.

However, other provisions/restrictions as prescribed under the SEBI (Prohibition of Insider Trading) Regulations, 2015 or any other law for the time being in force in this behalf, as may be amended from time to time, shall be observed.

- 2.** Any person in receipt of UPSI pursuant to a "Legitimate Purpose" shall be considered an "Insider" for purposes of this Code and such person shall be liable to maintain confidentiality of such UPSI in compliance with these Regulations.
- 3.** The Insiders must examine whether the UPSI was required to be shared to the recipient for Legitimate Purposes. Before sharing the UPSI to any recipient, the Insider shall:
  - i. make aware such recipient that the information shared is or would be confidential.
  - ii. instruct such recipient to maintain confidentiality of such Unpublished Price Sensitive Information in compliance with these regulations.
  - iii. make aware to such recipient the duties and responsibilities attached to the receipt of such information and the liability attached to misuse or unwarranted use of such information.
  - iv. Enter into Non-Disclosure Agreements/Memorandum of Understanding wherever required.





- v. Shall inform Managing Director / CEO and Company Secretary / Compliance officer in case such information is being shared. In the event of any query, the concerned insider shall seek the approval of the Managing Director or the Company Secretary along with the full & complete details of the background, purpose and effect on the Company in the event of non-disclosure, to enable them to make an informed judgment on the matter.

The Chief Investor Relations Officer shall be responsible to maintain a structured digital database of such persons or entities with whom the UPSI is shared under the Regulations which shall contain the following information:

- i. Name of such recipient of UPSI
- ii. Name of the Organization or entity to whom the recipient represent
- iii. Postal Address and E-mail ID of such recipient
- iv. Mobile or contact number
- v. Permanent Account Number (PAN) or any other identifier authorized by law, if PAN is not available.

- 4. The Chief Investor Relations Officer to ensure that such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trials to ensure non-tampering of such database.

**f. Amendment**

In case of any subsequent amendment / modification in the Listing Regulations, Act and/or other applicable laws which may be inconsistent with any of the provision of this policy than such provision(s) of the policy to that extent will automatically stand modified/ amended.

This Code has been amended, approved and adopted by the Board of Directors at its meeting held on 22<sup>nd</sup> May 2025.

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