



CODE OF INTERNAL PROCEDURES AND CONDUCT FOR REGULATING, MONITORING AND REPORTING OF TRADING BY DESIGNATED PERSONS

[Amended/Updated with effect from 10.06.2025]

UNIVERSAL CABLES LIMITED

Regd. Office: P.O. Birla Vikas, Satna – 485 005 (M.P.), India

CIN: L31300MP1945PLC001114

Telephone No: 07672-257121-127, 414000

Fax No: 07672-257131

Email: headoffice@unistar.co.in

Website: www.unistar.co.in

UNIVERSAL CABLES LIMITED

CODE OF CONDUCT

[Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015]

1. Definitions

- 1.1 **“Act”** means the Securities and Exchange Board of India Act, 1992.
- 1.2 **“Board”** means the Board of Directors of the Company.
- 1.3 **“Code”** or **“Code of Conduct”** shall mean the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by Designated Persons of Universal Cables Limited as amended from time to time.
- 1.4 **“Company”** means Universal Cables Limited.
- 1.5 **“Compliance Officer”** means Company Secretary or such other senior officer, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations designated so and reporting to the Board of Directors and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors of the Company.
- 1.6 **“Connected Person”** means:
- (i) any person who is or has been, during the six months prior to the concerned act, associated with a company, in any capacity, directly or indirectly, 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, whether temporary or permanent, with the company, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.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) 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 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 the Company or his relative or banker of the Company, has more than ten per cent, of the holding or interest; or
 - (k) a firm or its partner or its employee in which a connected person is also a partner; or
 - (l) a person sharing household or residence with a connected person.
- 1.7 **“Dealing in Securities”** means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the securities of the Company either as principal or agent.
- 1.8 **Designated Person(s)** shall include:-
 - (a) every Promoter, Member of Promoter Group;
 - (b) all members of Board of Directors and Key Managerial Personnel;
 - (c) Chief Executive Officer and every employee in the grade of Assistant Vice President and above;
 - (d) every employee in the Finance, Accounts, IT and Secretarial Department and
 - (e) any other employee as may be determined and informed by the Compliance Officer from time to time.
- 1.9 **“Director”** means a member of the Board of Directors of the Company.
- 1.10 **“Employee”** means every employee of the Company including the Directors in the employment of the Company.
- 1.11 **“Generally available Information”** means information that is accessible to the public on a non-discriminatory basis and shall not include unverified event or information reported in print or electronic media.
- 1.12 **“Holdings”** for the purpose of this Code of Conduct the holding in shares shall be the combined holding of the person along with that of each of his relatives.
- 1.13 **“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.
- 1.14 **“Informant”** means an individual(s), who voluntarily submits to the Board a Voluntary Information Disclosure Form relating to an alleged violation of insider trading laws that has occurred, is occurring or has a reasonable belief that it is about to occur, in a manner provided under the Regulations, regardless of whether such individual(s) satisfies the requirements, procedures and conditions to qualify for a reward.
- 1.15 **“Insider”** means any person who:
 - (i) a connected person; or
 - (ii) in possession of or having access to unpublished price sensitive information.
- 1.16 **“Insider trading laws”** shall have the meaning assigned to it under the Regulations, as amended from time to time.
- 1.17 **“Key Managerial Person”** means person as defined in Section 2(51) of the Companies Act, 2013.

- 1.18 **“Promoter”** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.
- 1.19 **“Promoter Group”** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.
- 1.20 **“Regulations”** shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.
- 1.21 “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).
- 1.22 **“Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof.
- 1.23 **“Takeover regulations”** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.
- 1.24 **“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.
- 1.25 **“Trading Day”** means a day on which the recognized stock exchanges are open for trading.
- 1.26 **“Unpublished Price Sensitive Information”** means any information, relating to a 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, delistings, 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; and
- (xvi) granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

Explanation 1- For the purpose of sub-clause (ix):

- a. '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.
- b. '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.

Explanation 2- For identification of events enumerated in this clause as unpublished price sensitive information, 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 SEBI 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.

This Code shall apply to all Designated Persons, Immediate Relatives of Designated Persons and to the extent mentioned, to Insiders and Connected Persons of Universal Cables Limited.

“Words and expressions used and not defined in these regulations but defined in 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) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation.”

2. Role of Compliance Officer

- 2.1 The Compliance Officer shall report on insider trading to the Board of Directors of the Company 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.

- 2.2 The Compliance Officer shall assist all employees in addressing any clarifications regarding the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct.

3. Preservation of "Price Sensitive Information"

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

Unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:

- an obligation to make an open offer under the takeover regulations where the Board of Directors of the Company is of informed opinion that the sharing of such information is in the best interests of the Company; or
- not attracting 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 the proposed transaction 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`.

However, 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 limited purpose and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.

3.2 Need to Know:

- (i) "need to know" basis means that Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.
- (ii) All non-public information directly received by any employee should immediately be reported to the head of the department.

3.3 Limited access to confidential information

Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc.

- 3.4 Unpublished Price Sensitive Information shall not be shared except for Legitimate Purposes. Legitimate Purposes shall have the same meaning as defined under "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information".

- 3.5 Any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered as an "insider" for the purpose of this code.

4. Trading Plan

- 4.1 An insider (which term for the purpose of this clause shall include a Designated Person and the Immediate Relatives of Designated Persons) shall be entitled to formulate a trading plan for dealing in securities of the Company 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.
- 4.2 Trading Plan shall:
- (i) 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;
 - (ii) not entail overlap of any period for which another trading plan is already in existence;
 - (iii) set out following parameters for each trade to be executed:
 - (a) either the value of trade to be effected or the number of securities to be traded;
 - (b) nature of the trade;
 - (c) either specific date or time period not exceeding five consecutive trading days;
 - (d) 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 (a), (b) and (c) shall be mandatorily mentioned for each trade, the parameter in sub-clause (d) shall be optional.
 - ii. The price limit in sub-clause (d) shall be rounded off to the nearest numeral.
 - 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.
- (vi) not entail trading in securities for market abuse.
- 4.3 The Compliance Officer shall consider the Trading Plan made as above and shall approve it forthwith. However, he shall be entitled to take express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the Regulations. Provided that pre clearance of trades shall not be required for a trade executed as per an approved trading plan. Provided further that trading window norms shall not be applicable for trades carried out in accordance with an approved trading plan.
- 4.4 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.

However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any unpublished price sensitive information and the said information has not become generally available at the time of the commencement of implementation.

Further, if the insider has set a price limit for a trade under sub-clause (iii) (d) of clause 4.2 above, 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 clause - 4.4 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 the Code of Conduct.
- 4.5 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.

5. Trading Window and Window Closure

- 5.1
- (i) The trading period, i.e. the trading period of the stock exchanges, called "trading window", is available for trading in the Company's securities.
 - (iv) In respect of declaration of financial results, the Trading Window shall be closed from the end of every quarter till 48 hours after declaration of financial results.
 - (v) The closure of Trading Window for purposes other than declaration of financial results and for which a specific notice/intimation is required to be given to stock exchange shall commence from the date on which intimation of the date of Board meeting for consideration of any such Price Sensitive Information is given to Stock Exchange.
 - (vi) When the trading window is closed, the Designated Persons, Immediate Relatives of Designated Persons shall not trade in the Company's securities in such period.
 - (vii) All Designated Persons, Immediate Relatives of Designated Persons shall conduct all their dealings in the securities of the Company only in a valid trading window and shall not deal in any transaction involving the purchase or sale of the Company's securities during the periods when the trading window is closed, as referred to in Point No. (ii) and (iii) above or

during any other period as may be specified by the Company from time to time.

- (viii) In case of ESOPs, exercise of option may be allowed in the period when the trading window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when trading is closed.
 - (vii) However, if the circumstances so warrant, the time for closing the Trading Window may be increased or decreased by the Compliance Officer with the approval of Chairman / Managing Director & Chief Executive Officer.
- 5.2 The Compliance Officer shall intimate the closure of trading window to all the designated persons of the Company when he 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.
- 5.3 The Compliance Officer after taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the trading window, however in any event it shall not be earlier than forty-eight hours after the information becomes generally available.
- 5.4 However, the trading window restrictions shall not apply in respect of following:
- (i) an off-market inter-se transfer between Insiders who were in possession of the same unpublished price sensitive information without being in breach of Regulation 3 and both parties had made a conscious and informed trade decision;

Provided further that such off-market trades shall be reported by the insiders to the company within two working days;
 - (ii) transaction was carried out through the block deal window mechanism between persons who were in possession of the unpublished price sensitive information without being in breach of regulation 3 and both parties had made a conscious and informed trade decision;
 - (iii) transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction;
 - (iv) transaction in question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations;
 - (v) trades were pursuant to a trading plan;
 - (vi) pledge of shares for a bonafide purpose such as raising of funds, subject to pre-clearance by the Compliance Officer and compliance with the respective Regulations made by the SEBI; and
 - (vii) transactions which are undertaken in accordance with respective Regulations made by the Board such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy-back offer, open offer, delisting offer.

6. Pre-clearance of trades

6.1 All Designated Persons and Immediate Relatives of Designated Person who intend to deal in the securities of the Company when the trading window is opened and if the value of the proposed trades is above Rs. 10 Lakhs (market value) over any calendar quarter, whether in one or a series of transactions, shall require pre-clearance from the Compliance Officer. However, no Designated Person and Immediate Relative of Designated Person shall be entitled to apply for pre-clearance of any proposed trade if such Designated Person and Immediate Relative of Designated Person in possession of unpublished price sensitive information even if the trading window is not closed and hence he shall not be allowed to trade. When a person who has traded in securities has been in possession of unpublished price sensitive information, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his / her possession. Provided that the insider may prove his innocence by demonstrating the circumstances. The pre-dealing procedure shall be hereunder:

- (i) An application may be made in the prescribed Form (**Annexure-1**) to the Compliance Officer indicating the estimated number of securities that the Designated Person and Immediate Relative of Designated Person intends to deal in, the details as to the depository with which he has a security account, the details as to the securities in such depository mode and such other details as may be required by any rule made by the company in this behalf.
- (ii) An undertaking (**Annexure-2**) shall be executed in favour of the Company by such Designated Person and Immediate Relative of Designated Person incorporating, inter alia, the following clauses, as may be applicable:
 - (a) That he does not have any access or has not received “Price Sensitive Information” up to the time of signing the undertaking.
 - (b) That in case he has access to or receives “Price Sensitive Information” after the signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance Officer of the change in his position and that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes public.
 - (c) That he/she has not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time.
 - (d) That he/she has made a full and true disclosure in the matter.
- (iii) All Specified Persons shall execute their order in respect of securities of the Company within one week after the approval of pre-clearance is given (**Annexure-3**). The Designated Person and Immediate Relative of Designated Person shall file within 2 (two) days of the execution of the deal, the details of such deal with the Compliance Officer in the prescribed form. In case the transaction is not undertaken, a report to that effect shall be filed. (**Annexure-4**).
- (iv) If the order is not executed within seven days after the approval is given, the Designated Person must pre-clear the transaction again.
- (v) All Designated Persons and Immediate Relatives of Designated Person who buy or sell any number of shares of the Company shall not enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction. All Designated Persons and Immediate Relatives of Designated Person shall also not take positions in derivative transactions in the shares of the Company at any time. In case of any 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 Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

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

- (vi) The Compliance Officer may waive off the holding period in case of sale of securities in personal emergency after recording reasons for the same. However, no such sale will be permitted when the Trading window is closed.

7. Other Restrictions

- 7.1 The disclosures to be made by any person under this Code shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.
- 7.2 The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this Code.
- 7.3 The disclosures made under this Code shall be maintained for a period of five years.
- 7.4 Designated Persons shall be required to disclose the names of educational institutions from which designated persons have graduated, names of their past employers and other prescribed details, on a one time basis in prescribed Form **(Annexure-5)** within 30 days from the date on which this Code becomes effective.
- 7.5 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 company on an annual basis and as and when the information changes in prescribed form **(Annexure-5)**:
- 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

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 during the immediately preceding twelve months, equivalent to at least 25% of such payer’s annual income but shall exclude relationships in which the payment is based on arm’s length transactions.

8. Reporting Requirements for transactions in securities

Initial Disclosure

- 8.1 Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter or 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 member of promoter group, to the Company within seven days of such appointment or becoming a promoter or member of promoter group in the prescribed Form-B **(Annexure-6)**.

Continual Disclosure

- 8.2 Every promoter, member of promoter group, designated person and director of the Company shall disclose to the Company in prescribed Form-C (**Annexure-7**) 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. Ten Lakhs.
- 8.3 Other Connected Persons shall make disclosure of holdings and trading in securities of the Company in prescribed Form-D (**Annexure-8**) within 2 working days of receipt of intimation of allotment of shares or acquisition or sale of shares or voting rights, as the case may be.
- 8.4 The Compliance officer shall maintain records of all the declarations in the appropriate form given by the promoters, member of promoter group, designated person for a minimum period of five years.

9. Annual Disclosure

All Directors/Promoters/member of Promoter Group/Designated Persons/Connected Persons shall forward to the Compliance Officer annual statement of holdings and details of transactions (including of immediate relatives) in the securities of the Company in prescribed Form-E (**Annexure-9**) within 15 days of close of the financial year.

10. Dissemination of Price Sensitive Information

- 10.1 No information shall be passed by Designated Persons and Immediate Relatives of Designated Person by way of making a recommendation for the purchase or sale of securities of the Company.
- 10.2 Disclosure/dissemination of Price Sensitive Information with special reference to analysts, media persons and institutional investors:

The following guidelines shall be followed while dealing with analysts and institutional investors:

- Only public information to be provided.
- At least two Company representatives be present at meetings with analysts, media persons and institutional investors.
- Unanticipated questions may be taken on notice and a considered response given later. If the answer includes price sensitive information, a public announcement should be made before responding.
- Simultaneous release of information after every such meet.

11. Penalty for contravention of the code of conduct

- 11.1 Every Designated Person and Immediate Relative of 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 dependents).
- 11.2 Any Designated Person and Immediate Relative of Designated Person who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalised and appropriate action may be taken by the Company.
- 11.3 The Directors/Designated Persons who violate the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, recovery, 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.

- 11.4 The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.
- 11.5 If any Designated Person and Immediate Relative of Designated Person enters into Insider Trading, he shall be punishable with imprisonment for a term which may extend to five years or with fine which shall not be less than five lakh rupees but which may extend to twenty-five crore rupees or three times the amount of profits made out of Insider Trading, whichever is higher, or with both.

12. Information to Stock Exchange(s) 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 same shall be promptly informed to the stock exchange(s) where the concerned securities are traded, in such form and such manner as may be specified by the SEBI from time to time.

13. Protection against retaliation and victimisation

No action shall be taken by the Company by way of discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination against any employee who files/submit a Voluntary Information Disclosure Form to the Securities and Exchange Board of India (SEBI), relating to an alleged violation of insider trading laws [as defined in Regulation 7A(1)(d) of Chapter IIIA of SEBI PIT Regulations], that has occurred or is occurring or has a reasonable cause to believe that it is about to occur, irrespective of whether the information is considered or rejected by the SEBI or he or she is eligible for a Reward under these regulations, by reason of:

- (i) filing a Voluntary Information Disclosure Form under these regulations;
- (ii) testifying in, participating in, or otherwise assisting or aiding the SEBI in any investigation, inquiry, audit, examination or proceeding instituted or about to be instituted for an alleged violation of insider trading laws or in any manner aiding the enforcement action taken by the SEBI; or
- (iii) breaching any confidentiality agreement or provisions of any terms and conditions of employment or engagement solely to prevent any employee from cooperating with the SEBI in any manner.

Explanation - For the purpose of this Chapter, “employee” means any individual who during employment may become privy to information relating to violation of insider trading laws and files a Voluntary Information Disclosure Form under these regulations and is a director, partner, regular or contractual employee, but does not include an advocate.

14. Amendment

The Board shall have the power to amend/substitute any of the provisions of this Code in compliance with the applicable legal requirements.

THIS IS ONLY INTERNAL CODE OF CONDUCT AND ONE OF THE MEASURES TO AVOID INSIDER TRADING. IT WILL BE THE RESPONSIBILITY OF DIRECTOR/PROMOTER/MEMBER OF PROMOTER GROUP/DESIGNATED PERSON/CONNECTED PERSON TO ENSURE COMPLIANCE OF SEBI GUIDELINES AND OTHER RELATED STATUTES FULLY.

UNIVERSAL CABLES LIMITED**SPECIMEN OF APPLICATION FOR PRE-DEALING APPROVAL**

Date:

To,
The Compliance Officer,
Universal cables Limited
P.O. Birla Vikas,
Satna- 485 005 (M.P.)

Dear Sir,

Application for Pre-dealing approval in securities of the Company

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's **Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Designated Persons**, I seek approval to purchase / sale / subscription of _____ equity shares (**ISIN : INE279A01012**) of the Company as per details given below:

1.	Name of the Applicant	
2.	Designation	
3.	Number of securities held as on date of this declaration	
4.	Current Holding	
5.	Folio No. / DP ID / Client ID No.)	
6.	The proposal is for	(a) Purchase of securities (b) Subscription to securities (c) Sale of securities
7.	Proposed date of dealing in securities	
8.	Estimated number of securities proposed to be acquired/subscribed/ sold	
9.	Price at which the transaction is proposed	
10.	Current market price (as on date of application	
11.	Whether the proposed transaction will be through stock exchange or off-market deal	
12.	Folio No. / DP ID / Client ID No. where the securities will be credited / debited	
13.	Reason for sale of shares held for less than 6 months (if applicable)#	

I enclose herewith the form of Undertaking signed by me.

Yours faithfully,

(Signature)

#sale of securities held for less than 6 months shall be considered only if necessitated by personal emergency.

UNIVERSAL CABLES LIMITED**FORMAT OF UNDERTAKING TO BE ACCOMPANIED WITH
THE APPLICATION FOR PRE-CLEARANCE UNDERTAKING**

Date:

To,

The Compliance Officer,
Universal cables Limited
P.O. Birla Vikas,
Satna- 485 005 (M.P.)

I, _____, _____ of the Company residing at _____, am desirous of dealing in _____ * shares **(ISIN : INE279A01012)** of the Company as mentioned in my application dated _____ for pre-clearance of the transaction.

I further declare that I am not in possession of or otherwise privy to any unpublished Price Sensitive Information (as defined in the Company's Code of Internal Procedures and Conduct to Regulating, Monitoring and Reporting of trading by Designated Persons (the Code) up to the time of signing this Undertaking.

In the event that I have access to or received any information that could be construed as "Price Sensitive Information" as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public.

I declare that I have not contravened the provisions of the Code as notified by the Company from time to time.

I undertake to submit the necessary report within 2 days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

If approval is granted, I shall execute the deal within 7 days of the receipt of approval failing which I shall seek pre-clearance.

I declare that I have made full and true disclosure in the matter.

Yours faithfully,

(Signature)

* Indicate number of shares

UNIVERSAL CABLES LIMITED

CIN: L31300MP1945PLC001114
Registered Office: P.O. Birla Vikas,
Satna-485 005 (M.P.), India

FORMAT FOR PRE-CLEARANCE ORDER

Date:

To,

Name : _____

Designation : _____

Place : _____

This is to inform you that your request for dealing in _____ (nos) shares (**ISIN : INE279A01012**) of the Company as mentioned in your application dated _____ is approved. Please note that the said transaction must be completed on or before _____ (date) i.e. within 7 days from today.

In case you do not execute the approved transaction /deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within 2 days from the date of transaction/deal. In case the transaction is not undertaken a 'Nil' report shall be necessary.

This approval is being issued to you based on the various declarations, representations and warranties made by you in your said application.

Remarks of Compliance Officer:

Yours faithfully,
For Universal Cables Limited

(Compliance Officer)

Encl: Format for submission of details of transaction

UNIVERSAL CABLES LIMITED**FORMAT FOR DISCLOSURE OF TRANSACTIONS**

(To be submitted within 2 days of transaction/dealing in securities of the Company)

Date:

To,

The Compliance Officer,
Universal Cables Limited
P.O. Birla Vikas,
Satna- 485 005 (M.P.)

I hereby inform that I

- have not bought / sold/ subscribed any securities of the Company
- have bought/sold/subscribed to _____ securities **(ISIN : INE279A01012)** as mentioned below on ____

Name of holder	No. of securities dealt with	Bought/s old/ subscribed	DP ID/Client ID / Folio No	Relationship with designated person (in case the person executing the trade is not the designated person)	Price (Rs.)

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 years and produce to the Compliance officer / SEBI any of the following documents:

1. Broker's contract note.
2. Proof of payment to/from brokers.
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of Delivery instruction slip (applicable in case of sale transaction).

I agree to hold the above securities for a minimum period of six months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval. (applicable in case of purchase / subscription)

I declare that the above information is correct and that no provisions of the Company's Code and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

Signature : _____

Name : _____

Designation : _____

UNIVERSAL CABLES LIMITED**FORMAT FOR ONE-TIME/ANNUAL DISCLOSURE BY DESIGNATED PERSON***(In terms of Clause 14 of Schedule B to the SEBI (Prohibition of Insider Trading) Regulations, 2015)*

To,
 The Compliance Officer,
 Universal Cables Limited
 P.O. Birla Vikas,
Satna- 485 005 (M.P.)

I, _____ (Name & Designation), Employee ID _____
 being Designated Person as per Company' Code of Internal Procedure and Conduct
 for regulating, monitoring and reporting of trading by designated persons hereby
 submit the following details as on

Details of Designated Person:

PAN	Contact Number (Phone, mobile or cell number)	Names of Educational Institutions from which designated person have graduated and stream of graduation	Names of Past Employers

Details of Immediate Relative(s):

Name of Immediate Relatives	Relationship	PAN or any other unique identification number	Contact Number (Phone, mobile or cell number)

Note: Immediate Relative means a spouse of a person and includes parent, sibling, and child of that person or of the spouse, if they are either dependent financially on such person, or consults such person in taking decisions relating to trading in securities

Details of Person(s) with whom Designated Person shares a material financial relationship:

Name of the Person	Reasons for considering the person as a person with whom 'Material Financial Relationship' is shared'	PAN or any other unique identification number	Contact Number (Phone, mobile or cell number)

Note: "material financial relationship" shall mean a relationship in which a 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 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.

I acknowledge that all information provided in this form is true and fair to the best of my knowledge.

Signature: _____

Name: _____

Date: _____

UNIVERSAL CABLES LIMITED**FORM - B****SEBI (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: Universal Cables Limited****ISIN of the Company: INE279A01012****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 the Listed Company, 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 security (For eg. – Shares, 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, 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.

Date:

Place:

Signature: Sd/-
Name:
Designation:
Department:

UNIVERSAL CABLES LIMITED**FORM – C****SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7(2) read with Regulation 6(2) - Continual Disclosure]****Name of the Company: Universal Cables Limited****ISIN of the Company: INE279A01012****Details of change in holding of Securities of 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).**

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 shares /disposal 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.)	Exchange on which the trade was executed
		Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of Share holding	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No.	Value	Transaction Type (Purchase/ Sale/ Pledge/ Revocation/ Invocation/ Others- please specify)	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements 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, 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	

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

Date :

Name & Signature :

Place :

Designation :

UNIVERSAL CABLES LIMITED**FORM – D**

SEBI (Prohibition of Insider Trading) Regulations, 2015
Regulation 7(3) – Transactions by other connected persons as identified by the Company

Name of the company: Universal Cables Limited

ISIN of the company: INE279A01012

Details of trading in securities by other Connected Persons as identified by the Company

Name, PAN, CIN/DIN & Address with contact nos. of other Connected Persons as identified by the company	Connection with Company	Securities held prior to acquisition/ disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/ acquisition of shares / disposal 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.	Exchange on which the trade was executed
		Type of securities (For eg. – Shares, Warrants, Convertible Debentures , Rights entitlement etc.)	No. and % of share holding	Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlement etc.)	No.	Value	Transaction Type (Purchase/ Sale/ Pledge/ Revocation/ Invocation/ Others- Please Specify)	Type of securities (For eg.– Shares, 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 other Connected persons as identified by the Company.

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	

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

Signature :

Designation :

Place :

UNIVERSAL CABLES LIMITED**FORM – E****Format for Annual Disclosure of Holding and Transaction in Securities**

Name of the Company : Universal Cables Limited

ISIN of the Company : INE279A01012

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Director/Promoter or member of promoter group/ Designated Person/ Connected Person/ immediate relative)	Securities held as on 1 st April _____		Securities Bought during the year ended 31 st March _____		Securities Sold during the year ended 31 st March _____		Securities held as on 31 st March, _____		Folio No./ DP ID & Client ID
		Type of security (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No.& % of Share-holding	Type of security (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No.& % of Share-holding	Type of security (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No.& % of Share-holding	Type of security (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No.& % of Share-holding	
1	2	3	4	5	6	7	8	9	10	11

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.

I/We declare that my/our holding of the shares is in compliance with the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Designated Persons (‘the Code’) of the Company.

I have no access to nor do I have any information that could be construed as Unpublished Price Sensitive Information (“UPSI”) (as defined in the Code).

In the event that I have access to or receive any information that could be construed as “price sensitive information” as defined in the Code, I shall inform the Compliance Officer of the Company about shared UPSI details, if any, and shall completely refrain from dealing in the securities of the Company until such information becomes public.

Signature :

Designation :

Date :

Place :