

UNIVERSUS PHOTO IMAGINGS LIMITED
CODE FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

This Code for Fair Disclosure of Unpublished Price Sensitive Information ("**Code**") has been formulated by Universus Photo Imaging Limited ("**Company**") in pursuance of regulation 8(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 read with SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 ("**Regulations**"). The Code aims to provide a framework of practices and procedures for fair disclosure of events which may impact the price discovery in the Stock Exchanges, where the Securities of the Company are listed.

I. Definitions

"**Chief Investor Relations Officer**" means the Company Secretary or any other officer of the Company designated as such by the Board of Directors of the Company.

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

"**Unpublished Price Sensitive Information**" or "**UPSI**" means any information, relating to the Company or its Securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the Securities and shall, ordinarily including but not restricted to, information relating to the following:-

- i) Financial Results, Dividends, Change in capital structure;
- ii) Mergers, de-mergers, acquisitions, delistings, disposals and major expansion of business and such other transactions;
- iii) Changes in key managerial personnel; and
- iv) Any other event or matter as may be prescribed under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or other statutory provisions, from time to time.

II. Practices and Procedure for Disclosure and Handling of UPSI

1. The Company shall adhere to the following practices and procedures:
 - a. The Company shall promptly disclose UPSI to the Stock Exchanges no sooner than the concrete and credible information comes into being in order to make such information Generally Available Information. The Company shall also thereafter promptly upload such UPSI on its official website i.e. www.universusphotoimagings.com the Company shall make uniform and universal dissemination of UPSI in the manner mentioned above and shall not disclose UPSI on selective basis.
 - b. Following Officials of the Company and the Chief Investor Relations Officers of the Company will only deal with dissemination of information and disclosure of UPSI
 - i) The Chairman of the Board of Directors;
 - ii) The Chief Executive Officer / Whole-Time Director, /The Chief Financial Officer
 - iii) Other people who have been authorized by any of the above persons on behalf of the Company.
2. In the event of any query or request for verification about news reports or market rumors by regulatory authorities, the Chief Investor Relations Officer or other officers as mentioned above shall fairly and appropriately respond to such queries and requests. The Company shall ensure that the information shared with analysts and research personnel is not UPSI.
3. Policy for determination of Legitimate Purposes
 - (a) "Legitimate purpose" shall mean sharing of UPSI in the course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, other advisors or consultants provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Regulations.
 - (b) Any person in receipt of UPSI to a legitimate purpose shall be considered an "insider" for purposes of the Regulations and due notice shall be given to such person to maintain confidentiality of such UPSI in compliance with the Regulations. Such person is also required to ensure the confidentiality of UPSI shared with him/her, in compliance with the Regulations.
 - (c) There shall be limited access to UPSI. UPSI will be disclosed on need to know basis only to those persons who need the information for legitimate purposes to discharge their duty or legal obligations.