

To,
The Secretary-Listing Department
The National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai - 400051

Date: 12th August, 2022

Ref: Scrip Code/Symbol: UNIINFO

Subject: Submission of Amended Policies under SEBI (PIT) Regulation, 2015 of the Company.

Dear Sir/Madam,

Pursuant to regulations under SEBI (Prohibition of Insider Trading) Regulation, 2015, We would like to enclose herewith the following amended Policies approved by the Audit Committee and further approved by the Board of Directors of the Company at their meeting held on 12th August, 2022.

Kindly note that the aforesaid amended Policies on Code of Conduct under SEBI (Prohibition of Insider Trading Regulations), 2015 and Policy for Procedure of Inquiry-UPSI, will be hosted on the Website of the company.

You are requested to take on record the same for your reference and record.

Thank You

For Uniinfo Telecom Services Limited



Astha Jain

Company Secretary & Compliance Officer



Enclosed: - a/a

Code of Conduct of Uniinfo Telecom Services Limited under SEBI (Prohibition of Insider Trading) Regulations, 2015

This Code of Conduct for prevention of Insider Trading (“**the Code**”) has been framed pursuant to the provisions of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (the Regulations).

The Regulations as amended by the Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018 provides inter-alia that the Board of Directors of every listed company shall make a policy for determination of legitimate purposes as a part of Code of Fair Disclosure and Conduct.

In compliance of the above, the Board of Directors of Uniinfo Telecom Services Limited (UTSL) has amended this Code.

PREAMBLE:

Insider trading means dealing in securities of a listed company traded on any Stock Exchange in India by insiders which term includes Directors, Officers, connected persons and Designated Employees of UTSL based on or when in possession of unpublished price sensitive information (UPSI). Such trading by Insiders erode the investors' confidence in the integrity of the management and is unhealthy for the capital markets.

The SEBI, as part of its efforts to protect the interest of investors in general, had issued the SEBI (Prohibition of Insider Trading) Regulations, 2015, under the powers conferred on it by the SEBI Act, 1992, which is made applicable to all companies whose shares were listed on Indian stock exchanges.

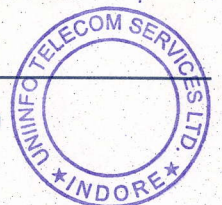
APPLICABILITY:

This code shall be applicable to all the Promoter, member of the promoter group, Designated Employees, specified persons, immediate relatives, Legitimate Purpose and connected persons which includes (Fiduciaries and Intermediaries) of UTSL and shall come into effect from the date of listing of Equity Shares of the Company on a stock exchange in India subsequent to an initial public offering of the Equity Shares of the Company.

DEFINITIONS:

Definitions: For the purpose of this Code –

- (a) “**Act**” means the Securities and Exchange Board of India Act, 1992 and any amendments thereto.
- (b) “**Board**” means the Securities and Exchange Board of India.
- (c) “**Board of Directors**” means the Board of Directors of **Uniinfo Telecom Services Limited**.
- (d) “**Code**” or “**Code of Conduct**” shall mean this Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders of **Uniinfo Telecom Services Limited** as amended from time to time.



- (e) **"Company"** means **Uniinfo Telecom Services Limited**.
- (f) **"Companies Act"** means the Companies Act, 2013 & Rules made thereunder and any amendments thereto.
- (g) **"Compliance Officer"** means the Company Secretary of the Company or any senior officer, designated so and reporting to the Board of Directors, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under this code and the Regulations 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 this code and the Regulations under the overall supervision of the Board of Directors of the Company, as the case may be;
- (h) **"Connected Person"** means:
- i. any person who is or has during 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 any employees of the Company or holds any position including 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 forgoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established,
 - an immediate relative of connected persons specified in clause (i), or
 - holding company or associate company or subsidiary company; or
 - an intermediary as specified in Section 12 of the Act or an employee or directors thereof; or
 - an investment company, trustee company, assets management company or an employee or director thereof; or
 - an official of a stock exchange or of clearing house or corporation; or
 - a member of board of trustees of a mutual fund or a member of the board of directors of the assets management company of a mutual fund or is an employee thereof; or
 - 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
 - an official or an employee of a self- regulatory organization recognized or authorized by the Board; or
 - a banker of the Company; or
 - a concern, firm, trust, Hindu undivided Family, company or association of persons wherein a director of the Company or his immediate relative or banker of the Company, has more than ten percent, of the holding or interest;





NOTE: It is intended that a connected person is one who has a connection with the company that is expected to put him in possession of unpublished price sensitive information. Immediate relatives and other categories of person specified above are also presumed to be connected persons, but such a presumption is a deeming legal fiction and is rebuttable. This definition is also intended to bring into its ambit persons who may not seemingly occupy any position in a Company but are in regular touch with the company and its officers and are involved in the know of the Company's operations. It is intended to bring within its ambit those who would have access to or could access unpublished price sensitive information about the company by virtue of any connection that would put them in possession of unpublished price sensitive information.

NOTE: It is intended that the immediate relatives of a "connected person" too become connected persons for purposes of these regulations. Indeed, this is a rebuttable presumption'

- i) "Dealing in Securities"** means an act of subscribing to buying, selling or agreeing to subscribe, buy, sell or deal in the securities of the Company either as principal or agent but shall not include a gift of securities to immediate relatives or within the promoter group.
- j) "Designated Employees- shall mean and include"** means:
- i. all employees holding the position of Directors and Key Managerial Personnel;
 - ii. every employee in the finance, accounts, secretarial, MIS and legal departments as may be determined and informed by the Board of Directors; and any other employee as may be determined and informed by the Compliance Officer in consultation with the Board of Directors from time to time.
- k) "Designated Persons"** means
- i. All Promoters of the Company;
 - ii. Members of the Board of Directors of the Company including, executive or non-executive or independent or nominee directors;
 - iii. Key Managerial Personnel (KMP) of the Company;
 - iv. Sr. Manager and above in the Finance & Accounts, Risk & Internal Audit, Legal, Secretarial, Compliance, Investor Relations, Human Resource, IT and Team handling the Business & Operations, as may be determined by the Compliance Officer;
 - v. other employees designated by the compliance officer from time to time;
 - vi. Any support staff of the Company such as IT staff or Secretarial staff who have access to Unpublished Price Sensitive Information;
 - vii. Employees of material subsidiaries of the Company designated on the basis of their functional role or Unpublished Price Sensitive Information in the organization by their board of directors;
 - viii. Chief Executive Officer (CEO) and employees upto 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;
 - ix. Any other Connected Person designated by the Company in consultation with the Compliance Officer based on their function and role; and

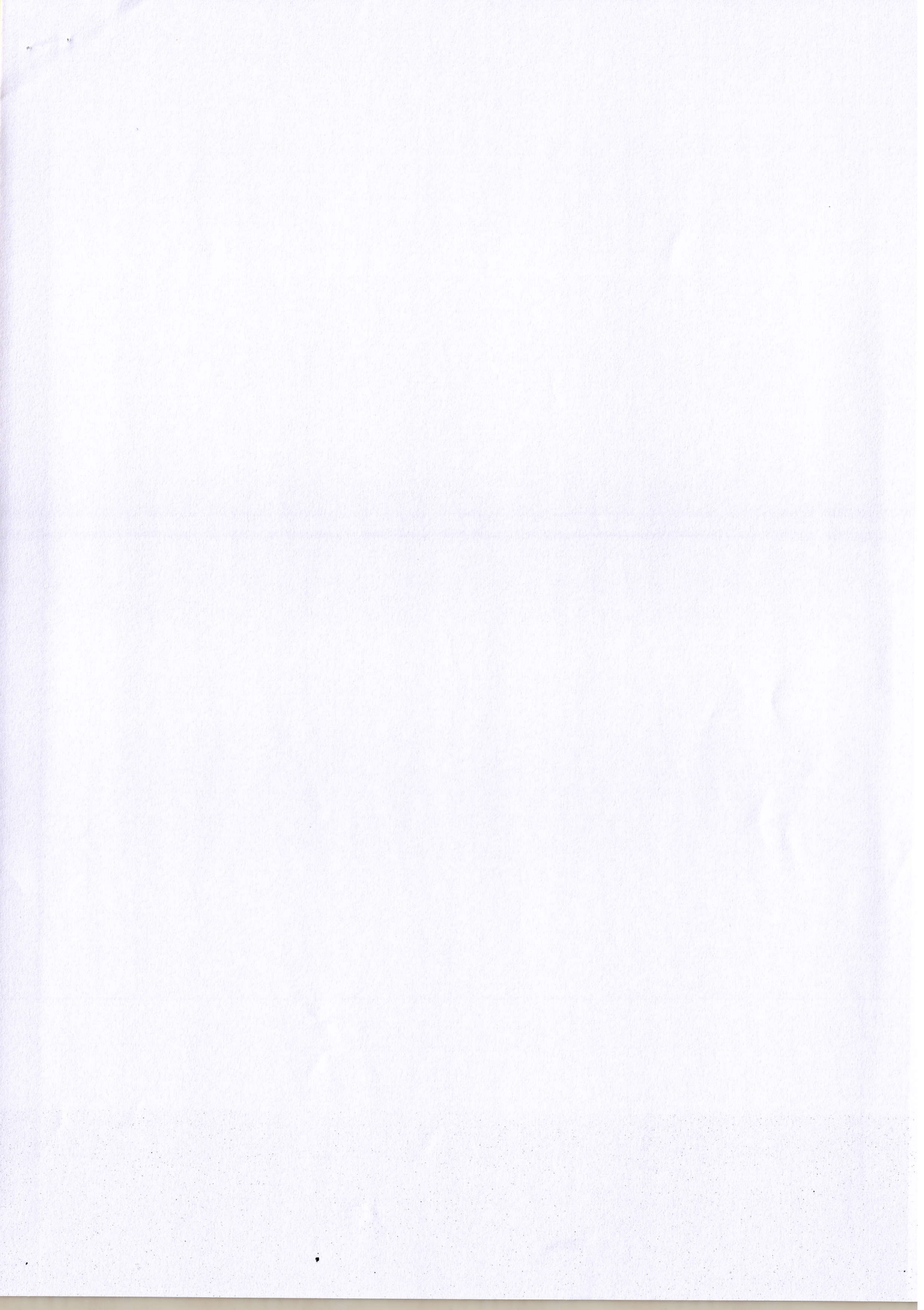
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- x. Immediate relative of (i) to (ix) above
- l) Director** means Directors on the Board of UTSL both Executive and Non-Executive'
- m) Employee** means every employee of the Company (whether working in India or abroad) including the Directors in the employment of the Company.
- n) Fiduciaries** - is referred as Professional firms such as auditors, accountancy firms, law firms, analysts, insolvency professional entities, consultants, banks etc., assisting or advising to UTSL.
- o) "Generally Available Information"** means information that is accessible to the public on a non-discriminatory basis.
- p) "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
- q) "Insider"** means any person who is a Connected Person; or in possession of or having access to Unpublished Price Sensitive Information;
- r) "Immediate Relative"** means a spouse of a person, and include parents, brother, sister, 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 of the Company.
- s) "Need to Know"** shall mean that the 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.
- t) "Promoter"** shall have the meaning assigned to it under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof.
- u) "Regulations"** means the SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.
- v) "Stock Exchange"** means the BSE Limited, National Stock Exchange of India and any other stock exchange which is recognized by the Central Government or SEBI under the Securities Contracts (Regulation) Act, 1956 and any amendments thereto.
- w) "Securities"** shall have the meaning assigned to it under the Securities Contracts (Regulations) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund.
- x) "Specified"** means specified by SEBI in writing.
- y) "Takeover Regulations"** means SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto.
- z) "Trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly but shall not include a gift of shares to immediate relatives or within the promoter group.
- aa) "Trading Day"** means a day on which recognized Stock Exchanges are open for Trading.
- bb) "Trading Window"** means a trading period for Trading in Company's Securities as











specified by the Company from time to time.

cc) "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 following: -

- (i) Financial Results;
- (ii) Dividends;
- (iii) Change in capital structure;
- (iv) Mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
- (v) Changes in Key Managerial Personnel; and
- (vi) Material events in accordance with the listing agreement with the Stock Exchange

All other words and phrases not defined in this Code will have the meaning as defined in the SEBI Act, 1992, Securities Contracts (Regulations) Act, 1956, The Depositories Act, 1996 or The Companies Act, 2013 and Rules and Regulations made thereunder and any amendment thereto.

Applicability of the Code: This Code will be applicable to the Insider as defined in the Clause 3(l) of this Code of Conduct.

CODE:

1. COMPLIANCE OFFICER- APPOINTMENT AND DUTIES

- 1.1. The Board of the Company shall appoint the Company Secretary as the Compliance Officer to ensure compliance and for effective implementation of the Regulations and also this Code across the Company.
- 1.2. The Compliance Officer shall report to the Board of the Company.
- 1.3. The Company Secretary shall hold the position of the Compliance Officer so long as he/she remains the Company Secretary. In the event of the office of the Company Secretary falling vacant till such time a successor is appointed, the Managing Director shall, in the interim period act as the Compliance Officer.
- 1.4. In order to discharge his/her functions effectively, the Compliance Officer shall be adequately empowered and provided with adequate manpower and infrastructure to effectively discharge his/her function. In the performance of his his/her duties, the Compliance Officer shall have access to all information and documents relating to the Securities of the Company.
- 1.5. The Compliance Officer shall act as the focal point for dealings with SEBI in connection with all matters relating to the compliance and effective implementation of the Regulations and this Code.




1.6. The Compliance Officer shall be responsible for:

- (a) setting forth policies in relation to the implementation of the Code and the Regulations in consultation with the Board/Audit Committee.
- (b) prescribing procedures for various activities referred to in the Code.
- (c) compliance with the policies and procedures referred hereinabove.
- (d) monitoring adherence to the rules for the preservation of UPSI.
- (e) grant of pie-trading approvals to the Designated Persons for trading in the Company's Securities by them / their Immediate Relatives and monitoring of such trading.
- (f) implementation of this Code under the general supervision of the Audit Committee and the overall supervision of the Board of the Company.
- (g) the Compliance Officer shall maintain a record (either manual or in electronic form) of the Designated Persons and their Immediate Relatives and changes thereto from time-to-time.
- (h) the Compliance Officer shall assist all the Designated Persons in addressing any clarifications regarding the Regulations and this Code.
- (i) the Compliance Officer shall place status reports before the Chairman of the Audit Committee, detailing Trading in the Securities by the Designated Persons along with the documents that such persons had executed in accordance with the pre-trading procedure prescribed under the Code on a quarterly basis.

2. PRESERVATION OF PRICE SENSITIVE INFORMATION:

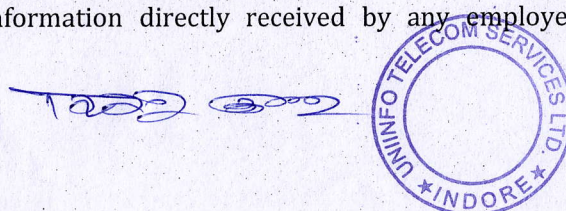
2.1. All insider including Designated Employees, specified persons, immediate relatives and Connected Persons shall maintain the confidentiality of all Price Sensitive Information. Insider including Designated Persons, Directors, Officers and Designated Employees and Connected Persons shall not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities.

No Insider including Designated Persons, (and their immediate relatives) and Connected Persons which includes (Fiduciaries and Intermediaries) shall trade in securities of the Company on a stock exchange when in possession of unpublished price sensitive information.

2.2. Price Sensitive Information is to be handled on a "need to know" basis, i.e., Price Sensitive Information should be disclosed only to those within UTSL who need the information to discharge their duty. This means the UPSI shall be disclosed only to those persons who need to know the same in furtherance of a legitimate purpose, the course of performance or discharge of their duty and whose possession of UPSI will not in any manner give rise to a conflict of interest or likelihood of misuse of the information.

2.3. 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 Compliance Officer.

2.4. Limited access to confidential information:

Designated Persons privacy to confidential information shall, in preserving the confidentiality of information, and to prevent its wrongful dissemination, adopt among others, the following safeguards:

- i. files containing confidential information shall be kept secure.
- ii. computer files must have adequate security of login through a password.
- iii. follow the guidelines for maintenance of electronic records and systems as may be prescribed by the Compliance Officer from time-to-time in consultation with the person in charge of the information technology function.

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

2.6. Preservation of misuse of "Price Sensitive Information".

To comply with this confidentiality obligation, the Designated Persons shall not discuss UPSI in public places and recommend to anyone that they may undertake Trading in Securities of the Company while being in possession, control or knowledge of UPSI.


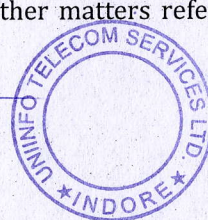
2.7. Trading Restrictions

- i. All Designated Persons shall be subject to trading restrictions as enumerated below: -The period prior to declaration of Unpublished Price Sensitive Information is particularly sensitive for transactions in the Company's securities. This sensitivity is due to the fact that the Designated Persons will, during that period, often possess Unpublished Price Sensitive Information. During such sensitive times, the Designated Persons will have to forego the opportunity of trading in the Company's securities.

All Insider including Designated Persons of the Company (including their immediate relatives) shall not deal in the securities of the Company when the trading window is closed. The period during which the trading window is closed shall be termed as prohibited period.

- ii. The trading window shall be, inter alia closed at the time: -
 - a) Declaration of financial results (quarterly, half-yearly and annually).
 - b) Declaration of dividends (interim and final).
 - c) change in capital structure.
 - d) Any major expansion plans or execution of new projects i.e., Mergers, delisting's, disposals and expansion of business and such other transactions.
 - e) Disposal of whole or substantially whole of the undertaking.
 - f) Any changes in policies, plans or operations of UTSL.
 - g) changes in key managerial personnel, and
 - h) any other matter which is likely to be price sensitive.

- iii. As regards declaration of dividend and other matters referred to in (c) to (i) above' the

Managing Director/ Chief Executive Officer shall, well before initiation of such activity/ project' form a core team of Employees who would work on such assignment. The Managing Director/ Chief Executive Officer shall also designate a senior Employee who would be in-charge of the project. Such team members will execute an undertaking not to deal in the Securities of the Company till the UPSI regarding the activity/project is made generally available or the activity/project is abandoned, and the Trading Window would be regarded as closed for them. Such core team may share information related to the activity/project with any Connected Person only on a need to know basis for any advice or guidance required from such Connected Person, provided that such person is bound by confidentiality and undertake not to breach the Regulations.

- iv. The trading window shall be closed when the compliance officer determines that a 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.
- v. Closure of trading window shall commence from next day after the end of the quarter and shall be re-opened 48 hours after the information referred hereinabove, is made public.
- vi. All the Designated Persons shall strictly conduct all their Trading in the Securities of the Company only when the Trading Window is open and no Designated Person or their Immediate Relatives shall trade in the Securities of the Company during the period the Trading Window is closed or during any other similar period as may be specified by the Compliance Officer from time-to-time.



2.8. All Directors, Officers and Designated Employees, connected persons shall not engage in dealing in securities, whether on their own account or on behalf of the immediate relatives and shall ensure that their immediate relatives shall also not engage in Dealing in Securities on their own account, if such Director, Officer, connected person or Designated Employees is in possession of any unpublished price sensitive information.

2.9. The trading window restrictions mentioned in clause 2.8 shall not apply in respect of:

- a) transactions specified in clauses (i) to (iv) and (vi) of the proviso to sub-regulation (1) of regulation 4 of the Regulations and in respect of a 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 Board;

Explanation: In case of any pledge of shares (including by way of top-up) to be created by a designated person in order to meet the requirement under an agreement/ preexisting commitment, the compliance officer shall respond to the pre clearance request within 24 hours.

- b) 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 buyback offer,

open offer, delisting offer or transactions which are undertaken through such other mechanism as may be specified by the Board from time to time.

3. TRADING PLAN

Every Designated Person shall obtain a pre-trading approval as per the procedure prescribed hereunder for any Trading in the Securities of the Company proposed to be undertaken by such Designated Person/his/her Immediate relatives. Such pre-trading approval would be necessary, only if the cumulative trading (including trading in derivatives of Securities, if permitted by law) whether in one transaction or a series of transactions in any one financial year exceeds Rs. 10 Lakhs (Market Value).

- 3.1. An insider shall 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.
- 3.2. Insider shall submit trading plan before six months from commencement of trading.
- 3.3. Insider shall not enter into the transaction between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by UTSL of the securities and the second trading day after the disclosure of such financial results.
- 3.4. entail trading for a period of 12 months.
- 3.5. If another trading plan is already in existence no other plan shall not be accepted covering the same time period.
- 3.6. Not entail trading in securities for market abuse.
- 3.7. Insider in his trading plan shall set out number of Securities to be traded along with the nature of the trade and time gap between the trade and dates on which such trade shall be affected.
- 3.8. The Compliance officer shall review the trading plan, approve and monitor the implementation of the plan.
- 3.9. 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 tire securities outside the scope of the trading plan.
- 3.10. The Insider shall not execute the aforesaid trading plan 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, Insider shall execute trading plan when such information shall become public.
- 3.11. After approval the trading plan Compliance Officer shall inform the Exchange about the approved trading plan and the same will be broadcast on Company's website.
- 3.12. Insider shall submit trading plan along with the declaration and application in *Annexure - 1 to 3', or any other format specified by SEBI.





4. TRADING WINDOW AND WINDOW CLOSURE

4.1. Trading Window-

- 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.
- ii. The trading window shall be, inter alia, closed before 7 days or as decided by Compliance Officer from time to time prior to the unpublished price sensitive information is published.
- iii. When the trading window is closed, the Specified Persons shall not trade in the Company securities in such period.
- iv. All Specified 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 point no. (ii) above or during any other period as may be specified by the company from time to time.
- v. 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.

4.2. The Compliance Officer shall intimate the closure of trading window to all the designated employees of the Company when he determines that a designated person or class of designated person can reasonably be expected to have possession of unpublished price sensitive information. It is the duty of designated employees to inform the immediate relatives about the closure of Trading Window, as and when communicated by the Company and ensure that they do not deal in the securities of the Company. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates.

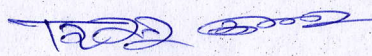
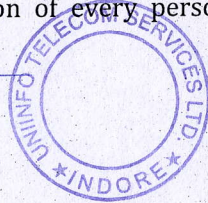
4.3. The Compliance Officer after taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the trading window, however in any event it shall not be earlier than forty-eight hours after the information becomes generally available.

4.4. The trading window shall also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the Company.

5. INSIDERS TO MAINTAIN DIGITAL DATABASE:

5.1. The Insiders shall ensure that a structured digital database is to be maintained containing the nature of unpublished price sensitive information and names of such persons or entities as the case may be with whom information is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non tampering of the database.

5.2. The board of directors or head(s) of the organization of every person required to handle

unpublished price sensitive information shall ensure that the structured digital database is preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

6. COMPLIANCE OFFICER TO MAINTAIN THE RECORD OF DESIGNATED PERSONS AND RELATED PERSONS TO THEM:

Compliance Officer is required to take the following details from Designated persons, immediate relatives and persons with whom such designated person(s) shares a material financial relationship.

I. ON ANNUAL BASIS (On-further change of information):

- a) Name of the immediate relatives and persons with whom such designated person(s) shares a material financial relationship;
- b) Permanent Account Number or any other identifier authorized by law of the following persons to the company;
- c) Phone, mobile and cell numbers which are used by them

II. ON ONE TIME BASIS:


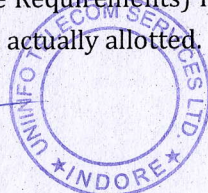
- a) the names of educational institutions from which designated persons have graduated
- b) names of their past employers.

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."

7. OTHER RESTRICTIONS:

- 7.1. All directors, officers, designated employees their dependents and Connected Persons shall execute their order in respect of securities of UTSL within one week after the approval of pre-clearance is given. If the order is not executed within one week after the approval is given, the directors, officers, designated employees must pre-clear the transaction again.
- 7.2. Contra Trade: All directors/ officers/ designated employees who buy or sell and number of shares of UTSL 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 directors/ officers/designated employees shall also not take positions in derivative transactions in the shares of UTSL at any time.

In the case of subscription in the primary market (initial public offers), the above-mentioned persons shall hold their investments for a minimum period as specified in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. The holding period would commence when the securities are actually allotted.

The compliance officer may be empowered to 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.

- 7.3. In case the sale of securities is necessitated by personal emergency, the holding period may be waived by the Compliance Officer after recording in writing his/ her reasons in this regard.
- 7.4. UTSL will have a process to ascertain how and when people are brought 'inside' on sensitive transactions. Proposed Insider should be 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.

8. REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES INITIAL DISCLOSURES:

Initial Disclosures

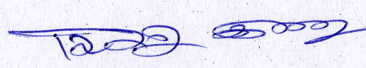
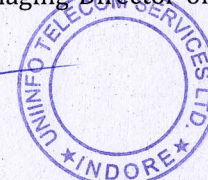
- 8.1. Every Promoter/Key Managerial Personnel/Director/Officers/Designated Employees of the Company within thirty days of these regulation taking effect and at the end of every financial year, shall forward to the Company the details of all holding of securities of the Company presently held by them including the statement of holdings of dependent family members;
- 8.2. Every person on appointment as key managerial personnel or a director of UTSL or upon becoming a promoter shall disclose his holding of securities of UTSL as on the date of appointment or becoming a promoter, to UTSL within seven days of such appointment or becoming a promoter to UTSL /Compliance Officer.

Continual Disclosures

- 8.3. Every promoter, member of the promoter group, designated person and director of every company shall disclose to UTSL 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 ten lakh rupees or such other value as may be specified by SEBI time to time.
- 8.4. Compliance Officer of UTSL 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.

Disclosures by other connected persons

- 8.5. Disclosures shall be made as per the SEBI (Insider Trading) Regulation, 2015.
- 8.6. Compliance Officer shall maintain records of all the declarations in the appropriate form given by the directors, officers, designated employees for a minimum period of three years.
- 8.7. The Compliance Officer shall place before the Managing Director or Chief Executive Officer or

Chief Financial Officer or a committee specified by UTSL, on a monthly basis all the details of the dealing in the securities by Director, Officer, Designated Employees of UTSL and the accompanying documents that such persons had executed under the pre-dealing procedure as envisaged in this code.

8.8. Compliance Officer shall take the Code of Conduct from Intermediaries and Fiduciaries of Uniinfo Telecom Services Limited as prescribed in Schedule C of SEBI (PIT) Regulations, 2015.

9. DISSEMINATION OF PRICE SENSITIVE INFORMATION:

9.1. No information shall be passed by Specified Persons by way of making a recommendation for the purchase or sale of securities of the Company.

9.2. Disclosure / dissemination of Price Sensitive Information with special reference to analysts, media persons and institutional investors:

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

- i. Only public information to be provided.
- ii. At least two Company representatives be present at meetings with analysts, media persons and institutional investors.
- iii. 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.
- iv. Simultaneous release of information after every such meet.

10. PENALTY FOR CONTRAVENTION OF CODE OF CONDUCT:

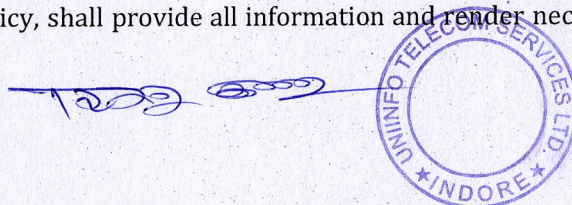
10.1. Every Employee and Designated Person shall be individually responsible for complying with the applicable provisions of this Policy (including to the extent the provisions hereof are applicable to their immediate relatives).

10.2. The persons who violate this Policy shall, in addition to any other penal action that may be taken by the Company pursuant to law, also be subject to disciplinary action which in respect of an employee may include wage freeze, suspension or termination of employment

10.3. Action taken by the Company for violation of the Policy against any person will not preclude SEBI from taking any action for violation of the Regulations or any other applicable laws/rules/regulations.

10.4. In case it is observed by the Compliance Officer that there has been a violation of the Policy by any person, he/she shall forthwith inform the Compensation Committee of the Company about the violation. The penal action will be initiated on obtaining suitable directions from the Compensation Committee.

10.5. The Compliance Officer shall simultaneously inform SEBI about such violation. The person, against whom information has been furnished by the Company/Compliance Officer to SEBI for violations of the Policy, shall provide all information and render necessary co-operation as may

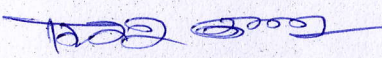


be required by the Company/Compliance Officer or SEBI in this connection.

11. INFORMATION TO SEBI, IN CASE OF VIOLATION OF SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015:

In case it is observed by UTSL / Compliance Officer that there has been a violation of SEBI (Prohibition of Insider Trading) Regulations, 2015 SEBI shall be informed by UTSL.

For Uniinfo Telecom Services Limited


Kishore Kumar Bhuradia
Managing Director
DIN: 03257728



Trading Plan

(Under Code of Conduct of the Company read with SEBI Insider Trading regulation, 2015)

To,
The Compliance Officer
Uniinfo Telecom Services Limited

Dear Sir /Madam,

Ref: DP's name :.....
DP ID :.....
CLIENT ID :.....
Name of insider :.....
Address :.....

Your approval is solicited for proposed Trading Plan purchase & sale of securities of the Company in physical / demats form. I am furnishing details of trade to be made in six months after approval of the proposed trading plan:

Sr. No.	Nature of Trade	Number of Securities to be trade	Time intervals between Two Trades	Date of propose trade

1. I am confirming that I do not have access to the unpublished price sensitive information and also have not received unpublished price sensitive information till today;
2. that in case I have access to the price sensitive information or receives it after approving the trading plan I shall inform the change and refrain from dealing in securities till the information becomes public;
3. that I have not contravened the code of conduct for prevention of insider trading as notified by the Company
4. that whatever is stated above is true and correct to the best of knowledge and nothing has been concealed.

Yours truly

Signature

Name.....

Designation.....

Employee Code no.....

Application for pre-clearance of trade

(Under Code of Conduct of the Company read with Insider Trading regulation, 2015)

To,
The Compliance Officer
Uniinfo Telecom Services Limited

Dear Sir /Madam

Ref: DP's name :.....

DP ID :.....

CLIENT ID :.....

Name of insider :.....

Address :.....

Your approval is solicited for purchase/sale of ____ securities of the Company in physical / demats form.

I state on solemn affirmation:

1. that I am Director/Officer/Designated Employee of the Company who may reasonably be expected to have an access to unpublished price sensitive information in relation to the Company;
2. that I intend to purchase/sale _____(state No. of securities) securities of the Company in physical/demat form immediately on receipt of clearance for trade;
3. that I am aware of the code of conduct for Prohibition of Insider Trading (PIT) and that the provisions are applicable to me.
4. that I do not have access to the unpublished price sensitive information and also have not received unpublished price sensitive information till today;
5. that in case I have access to the price sensitive information or receives it after signing this undertaking, I shall inform the change and refrain from dealing in securities till the information becomes public;
6. that I have not contravened the code of conduct for prevention of insider trading as notified by the Company
7. I will hold/not repurchase such equity shares/listed securities for a minimum period of thirty days from the date of purchase/sale.
8. In case of non-execution of transaction by me within 7 trading days from the date of permission for purchase/sale, I will again take the clearance for the same.
9. that whatever is stated above is true and correct to the best of knowledge and nothing has been concealed.

Yours truly

Signature

Name.....

Designation.....

Employee Code no.....



(Annexure-3)

UNDERTAKING

I, _____ aged about _____ years, Son of _____ working in the capacity of _____ in Uniinfo Telecom Services Limited (hereinafter referred to as 'Company') do hereby solemnly declare and undertake as under:

1. that I am working with the company with effect from _____.
2. that as on date I do not possess/own any shares of the company or I have purchased _____ nos. of shares of the Company from open market. (strike out which is not applicable)
3. that I have received and read the Company's code of conduct and agree to comply with the Company's code of conduct and ethics from time to time.
4. that I do not have any access or has not received "Price Sensitive Information" upto the time of signing the undertaking.
5. In the event that I have access to or receive "Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction for which approval is sought, I shall inform the compliance officer of the Company of the change in my position and that I would completely refrain from dealing in the securities of the company till the time such information becomes public.
6. that I shall not communicate, counsel or procure directly and indirectly any unpublished Price Sensitive Information (PSI) as mentioned in Company's code of conduct to any person who while in possession of such unpublished PSI & shall keep the confidential information which is in my possession secured.
7. that I shall provide Initial disclosure about shareholding in the requisite form to the compliance officer of the Company.
8. that I shall undertake to seek pre-clearance of the compliance officer for any securities transaction and shall make an application, submit required forms duly filled and signed.
9. that I shall give annual statement of shareholding in Company's securities by 30th April of every year along with my dependent.
- 10.that I have not contravened the code of conduct for prevention of insider trading as notified by the Company and shall be fully liable in any event of contravention/ noncompliance of the same.
- 11.That I have made a full and true disclosure in the matter

Signature :.....

Date :.....

Name :.....

Place :.....

POLICY FOR PROCEDURE OF INQUIRY IN CASE OF 'LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION OR SUSPECTED LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION ("UPSI")

BACKGROUND:

The "Committee." constituted by SEBI to review the Insider Trading Regulation noted the recent cases of leak of UPSI related to listed entities on Instant Messaging apps. Such information originates from within the company and affects the listed company in terms of its market price as well as loss of reputation and investors' / financiers' confidence in the company.

Leakage of UPSI from a company is a matter of serious concern not only for the regulator but for the company as well, and listed Companies should take responsibility to find out sources responsible for the leakage and plug loopholes in the internal control systems to prohibit reoccurrence of such leakage of UPSI.

Regulation 9A(5) of SEBI (PIT) (Amendment) Regulations, 2018 ("PIT Amendment Regulations") mandates every listed company to formulate a written policy and procedures for inquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information and initiate appropriate action on becoming aware of leak of unpublished price sensitive information or if the Compliance Officer is having suspicion that the UPSI is leaked from a particular connected persons or fiduciaries they the companies Officer is required to inform the Board promptly of such leaks, suspected inquiries and results of such inquiries.

In this regard, Board of Directors of Uniinfo Telecom Services Limited ("UTSL") has laid down this policy for procedure of inquiry in case of leak or suspected leak of Unpublished Price Sensitive Information ('the policy'), for adoption.

1. Objective:

- (i) To strengthen the internal control system to prevent leak of UPSI.
- (ii) To restrict and prohibit the practice of sharing of UPSI, with the un-authorized person, which originates from within the company and which affects the market price of the Company as well as loss of reputation and investors' / financiers' confidence in the company.
- (iii) To have a uniform code to curb the un-ethical practices of sharing UPSI by insiders, Employee & Designated Persons with any person, firm, Company or Body Corporate.
- (iv) To constitute a committee who shall be empowered to make inquiry, call for documents or evidences in case of leak of UPSI or suspected leak of UPSI and inform the same to the Securities and Exchange Board of India ("SEBI") or any other competent authority promptly.
- (v) To take disciplinary actions, if deemed fit against any Insider, Employee & Designated Persons, Fiduciaries and other persons who appears to have found guilty of violating this policy, apart from any action that SEBI may initiate/take against the Insider, Employee & Designated Persons.

1. Scope:


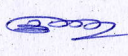
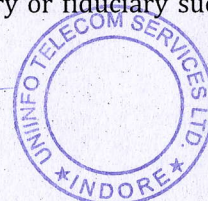
To lay down procedures for inquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information and inform the Board promptly of such leaks, inquiries and results of such inquiries.

2. Applicability:

This policy shall apply to all designated persons and immediate relative of designated persons and persons in possession of or having access to unpublished price sensitive information except the same is provided for the legitimate purpose.

3. Definitions:



- a) **"Audit committee"** means the committee formed under Section 177 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended thereof from time to time.
- b) **"Board of Director"** means the Board of Directors of Uniinfo Telecom Services Limited.
- c) **"Compliance Officer"** means any senior officer, designated so and reporting to the board of directors or head of the organization in case board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations 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 listed company or the head of an organization, as the case may be;
- d) **Designated Persons:** the board of directors or such other analogous authority shall in consultation with the compliance officer specify the designated persons to be covered by the code of conduct on the basis of their role and function in the organization and the access that such role and function would provide to unpublished price sensitive information in addition to seniority and professional designation and shall include:
- (i) Employees of such listed company, intermediary or fiduciary designated on the basis of their functional role or access to unpublished price sensitive information in the organization by their board of directors or analogous body;
 - (ii) Employees of material subsidiaries of such listed companies designated on the basis of their functional role or access to unpublished price sensitive information in the organization by their board of directors;
 - (iii) All promoters of listed companies and promoters who are individuals or investment companies for intermediaries or fiduciaries;
 - (iv) Chief Executive Officer and employees upto two levels below Chief Executive Officer of such listed company, intermediary, fiduciary and its material subsidiaries irrespective of their functional role in the company or ability to have access to unpublished price sensitive information;
 - (v) Any support staff of listed company, intermediary or fiduciary such as IT staff or secretarial

staff who have access to unpublished price sensitive information.

- e) **"Fiduciaries"** Under Regulation 9(2) fiduciaries is collectively referred as "Professional firms such as auditors, accountancy firms, law firms, analysts, insolvency professional entities, consultants, banks etc., assisting or advising listed companies."
- f) **"insider"** means any person who is:
- (i) a connected person: or
 - (ii) in possession of or having access to unpublished price sensitive information;
- g) **"Leak of UPSI"**: shall mean communication of information which is / shall be UPSI by any Insider, Employee & Designated Persons or any other known or unknown person to any person other than a person(s) authorized by the Board or Chief Investor Relation Officer (CIO) of the Company after following the due process prescribed in this behalf in the Code of Practices for Fair Disclosure of the Company and /or under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment, re-amendment or re-enactment thereto.
- h) **"Legitimate Purpose"** Under Regulation 3(2A) new terminology has been used which shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.
- i) **"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;
- j) **"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;
- k) **"Specified Persons"** means all Directors, Employees and Connected Persons of the Company (including all Designated Persons).
- l) **"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, delisting, disposals and expansion of business and such other transactions;
 - (v) changes in key managerial personnel.

Note: 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, and the Rules and Regulations made there under shall have the meanings respectively assigned to them in those legislation.

4. Duties of Compliance officer:

The Compliance officer shall be responsible to;

- a) Oversee the Compliance of this policy.
- b) Report the incident of actual or suspected leak of UPSI to the committee as formulated under this policy.
- c) To co-ordinate with and disclose the relevant facts of the incident of actual or suspected leak of UPSI to the Enquiry committee.

5. Disclosure of actual of suspected leak of UPSI to Stock Exchanges & SEBI:

On becoming aware of actual or suspected leak of Unpublished Price Sensitive Information of the Company, the Compliance officer shall ensure that the same shall be promptly intimated to the enquiry committee and if the enquiry committee found the leak or suspected leak then intimate the same to Stock Exchanges on which the securities of the Company are listed in the format as set out in "Annexure A" to this policy.

6. Report of actual of suspected leak of UPSI to SEBI:

On becoming aware of actual or suspected leak of Unpublished Price Sensitive Information of the Company, the Compliance officer shall ensure that a report on such actual or suspect leak of UPSI, preliminary enquiry thereon and results thereof shall be promptly informed to SEBI in the format as set out in "Annexure B" to this policy.

7. Constitution of Enquiry Committee

The Board of Directors or any Committee authorized by them in this behalf shall constitute a Committee to be called as "Enquiry Committee".

The Enquiry Committee shall consist of minimum 3 (three) Members which shall include:

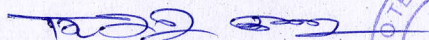
- a) Managing Director;
- b) Chief Financial Officer;
- c) Chairman of the Audit Committee; and
- d) Compliance officer;

The Board of Directors may change/alter/re-constitute the Enquiry Committee as may be required from time to time.

8. Duties of Enquiry Committee:

The Enquiry Committee shall be responsible;

- a) To conduct a preliminary enquiry to ascertain the truth contained in the information or complaint pertaining to actual or suspected leak of UPSI, if any;
- b) To authorize any person, if required, to collect necessary support material;
- c) To consider the facts and circumstances and decide / direct on the matter;
- d) To decide disciplinary action thereon;
- e) To provide copy of the proceedings and details of action taken by the committee to the Board, SE and/or SEBI.





9. Process of inquiry in case of leak of UPSI or suspected leak of UPSI:

The company may Suo-moto or shall upon an application on becoming aware or otherwise, of actual or suspected leak of Unpublished Price Sensitive Information of the Company by any Promoter, member of the promoter group, Director, Key Managerial Person, Insider, Employees, Designated Person, specified person, Intermediaries, fiduciaries, Support Staff or any other known or unknown person, except in the case for the information is provided for legitimate purpose the below mentioned procedure be followed in order to enquire and/or otherwise investigate the matter.

a) To take Cognizance of the matter:

The Enquiry Committee shall meet within a period of 3 (Three) days after receipt of the information of actual or suspected leak of Unpublished Price Sensitive Information and take cognizance of the matter and decide as follows.

- (i) If it is found that the allegation is frivolous, not maintainable or outside the scope, the same may be dismissed;
- (ii) If it is found that the issue requires further investigation, Preliminary Enquiry may be initiated.

b) Preliminary Enquiry:

Preliminary enquiry is a fact-finding exercise which shall be conducted by the compliance officer or any other persons appointed/authorized by the Enquiry Committee, to initiate/conduct an enquiry to collect the relevant fact, material substances on actual or suspected leak of UPSI.

The object of preliminary enquiry is to ascertain the truth or otherwise of the allegations contained in the information or complaint, if any, and to collect necessary available material in support of the allegations, and thereafter to decide whether there is justification to embark any disciplinary action.

c) Report of Preliminary Enquiry to the Enquiry Committee:



The Compliance officer or person appointed/authorized by the Enquiry Committee, to enquire the matter of actual or suspected leak of UPSI submit his/her report to the Enquiry Committee within 4 (Four) days from the date of his appointment on this behalf.

d) Report of final Enquiry be placed before the Audit committee and Board of Directors which includes independent Directors having 50% majority:

After receiving of the Preliminary Enquiry report, the Enquiry committee will review and discuss the same and prepare the final report within 15 (Fifteen) days which shall be placed before the audit committee and same will also be forwarded to Board of Directors of the Company for their review and action.

e) Disciplinary Action:

After looking over the report of the enquiry committee, the Board of Directors of the Company shall decide the Disciplinary Action(s) which shall include wage freeze, suspension, recovery, claw back, termination of any other disciplinary action as deemed necessary.

10. Amendment:

The Board of Directors of the Company, in sync with applicable laws, rules & regulations, may amend / substitute any provision(s) with a new provision(s) or replace this entire Policy with a new Policy.

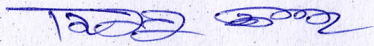
In any circumstance where the terms of this Policy differ from any law, rule, regulation etc. for the time being in force, the law, rule, regulation etc. shall take precedence over this Policy.

This Policy and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchanges, if required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment, re-amendment or re-enactment thereto.

11. Hosting of the Code:

This Code shall be hosted on the website of the Company and be revised necessarily as and when amendments in this regard are deemed necessary by The Enquiry Committee.

For Uniinfo Telecom Services Limited



Kishore Kumar Bhuradia

Managing Director

DIN: 03257728





ANNEXURE A

**Format for Intimation of Actual or Suspected leak of UPSI to the Stock Exchanges
Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation,
2015.**

To
NSE Limited
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai-400051 ,

Ref: Scrip Code/Symbol: UNIINFO

Sub: Intimation of actual or suspected leak of UPSI pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation' 2015.

Dear Sir / Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, we are reporting actual or suspected leak of Unpublished Price Sensitive Information (UPSI) of the Company, as follows:

Name of Offender, if known	
Name of Organization	
Designation (Employee, Insider, Designated Person or any other)	
Whether any action initiated by the Company. If yes. narration of the same	Yes/No
Any other information	

Request you to take the aforementioned on your records.

Thanking you,

Yours faithfully,
For Uniinfo Telecom Services Limited

Company Secretary

ANNEXURE B

**Format for Reporting Actual or Suspected leak of UPSI to the SEBI
Pursuant to Regulation 9A (5) of SEBI (Prohibition of Insider Trading) Regulation, 2015**

To
Securities and Exchange Board of India
Plot No. C 4-A, G Block,
Near Bank of India, Bandra Kurla Complex,
Bandra East, Mumbai - 400 051, Maharashtra

Ref: Scrip Code/Symbol: UNIINFO

Sub: Report of actual or suspected leak of UPSI pursuant to regulation 9A (5) of SEBI (Prohibition of Insider Trading) Regulation, 2015.

Dear Sir / Madam

Pursuant to Regulation 9A (5) of SEBI (Prohibition of Insider Trading) Regulation, 2015, we are reporting actual suspected leak of Unpublished Price Sensitive Information (UPSI) of the Company, as follows:

Name of Offender, if known	
Name of Organization	
Designation (Employee, Insider, Designated Person or any other)	
Whether any action initiated by the Company. If yes, narration of the same	Yes/No
Any other information	

Request you to take the aforementioned on your records.

Thanking you,

Yours faithfully,
For Uniinfo Telecom Services Limited

Company Secretary