

UFO MOVIEZ INDIA LIMITED

Regd. Office: Valuable Techno Park, Plot #53/1, Road #7, MIDC, Marol, Andheri (E), Mumbai – 400093

Tel: +91 22 40305060 Fax: +91 22 40305110; Email: corporate@ufomoviez.com

Website: www.ufomoviez.com; CIN: L22120MH2004PLC285453

Name of Code	CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSONS AND IMMEDIATE RELATIVES OF DESIGNATED PERSONS
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Document History:

Date of Board Approval	Effective Date	Summary
30 th March, 2015	14 th May, 2015	The first Code of Conduct to Prevent, Regulate, Monitor and Report Trading by Insiders adopted by the Board.
26 th May, 2016	26 th May, 2016	Amendment in Minimum Holding Period clause as per Guidance Note on SEBI (Prohibition of Insider Trading) Regulations, 2015 issued by SEBI on 24 th August 24, 2015.
29 th March, 2019	1 st April, 2019	SEBI vide SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 amended the minimum standards set out in Schedule B of said regulations with respect to code of conduct to regulate, monitor and report trading by designated persons and immediate relatives of designated persons.
21 st May, 2019	21 st May, 2019	Amendment in Trading Window and Trading Restriction clause as per the clarification on the trading restriction period issued by National Stock Exchange of India Limited and BSE Limited vide their circular dated 2 nd April, 2019
06 th November, 2019	06 th November, 2019	Amendment in Trading Window and Trading Restriction, Procedure of Pre-Clearance and Other Obligations clauses as per Securities and Exchange Board of India (Prohibition of Insider Trading) (Second Amendment) Regulations, 2019.
14 th February, 2020	14 th February, 2020	Insertion of clause Protection of Employees Against Retaliation and Victimization as per Securities and Exchange Board of India (Prohibition of Insider Trading) (Third Amendment) Regulations, 2019.

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CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSONS AND IMMEDIATE RELATIVES OF DESIGNATED PERSONS

In accordance with the Regulations (as defined below), UFO Moviez India Limited (the “**Company**”) has, *inter alia*, framed this code of conduct to regulate, monitor and report trading by Designated Persons and immediate relatives of Designated Persons of the Company (this “**Code**”).

INTRODUCTION

This Code is applicable to all Designated Persons (as defined below) and their Immediate Relatives (as defined below) For purposes of this code, Designated Persons at all times shall include Immediate Relatives of such Designated Persons unless specially set out herein.

DEFINITIONS

- 1.1. “**Compliance Officer**” shall mean the person designated as the compliance officer of the Company to administer this Insider Code, compliance of policies, procedures, maintenance of records and other requirements under the Regulations.
- 1.2. “**Designated Persons**” means any person who the board of directors or such other analogous authority shall in consultation with the compliance officer specify such person to be covered by the Code on the basis of role and function would provide to Unpublished Price Sensitive Information in addition to seniority and professional designation:
 - (i) All promoters of the Company and promoters who are individuals;
 - (ii) All directors of the Company and directors of its material subsidiaries;
 - (iii) Chief Executive Officer and employees upto two levels below Chief Executive Officer of the Company, irrespective of their functional role in the company or ability to have access to Unpublished Price Sensitive Information;
 - (iv) Employees of the Company, designated on the basis of their functional role or access to Unpublished Price Sensitive Information in the organization by their board of directors or analogous body;
 - (v) Any support staff of the Company, such as IT staff or secretarial staff who has access to Unpublished Price Sensitive Information;
 - (vi) Employees of material subsidiaries of the company designated on the basis of their functional role or access to Unpublished Price Sensitive Information in the organization by their board of directors;

Explanation: For the purpose of clause b (iv) and (v), employees and support staff of the Company shall who have access to Unpublished Price Sensitive Information shall be decided by the managing director /joint managing director in consultation with the Compliance Officer of the Company.

- 1.3. **“Immediate Relative”** shall mean with respect to any person, the parents, siblings, spouse, children, children of the spouse (whether minors or adults) of such person who are either financially dependent on such person or consult with such person while taking decisions relating to trading in securities.
- 1.4. **“Legitimate Purpose”** 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 Regulations.”
- 1.5. **“Listing Agreement”** means the listing agreements entered into/ entered into by the Company with the stock exchanges, as amended.
- 1.6. **“Listing Regulations”** means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
- 1.7. **“Promoter” and “Promoter group”** shall have the same meaning as assigned to them in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.
- 1.8. **“Regulations”** mean the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 or the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as applicable and amended from time to time.
- 1.9. **“Securities”** shall have the same meaning as assigned to them in the Regulations with respect to the Company and shall include shares and derivatives of the Company.
- 1.10. **“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; and
 - (v) changes in key managerial personnel.
- 1.11. **“Working days”** shall mean the working day when the regular trading is permitted on the concerned stock exchanges where the Securities are listed.

All the other terms used in this Insider Code shall have the same meaning as assigned to them under the Regulations.

COMPLIANCE OFFICER AUTHORITY TO DELEGATE

Mr. Sameer Chavan, Company Secretary of the Company, has been designated as the Compliance Officer of the Company by the board of directors of the Company pursuant to a resolution dated October 22, 2014. In case the Compliance Officer is not available either on account of his being on leave or on his being away from the headquarters of the Company for a period of 7 (seven) days or more, he shall delegate his authority to any executive as he may deem fit and appropriate who shall act as Compliance Officer during the period of his absence. The Compliance Officer shall report to the board of directors of the Company or, if required under the Regulations, to the managing director/joint managing director/chief executive officer. The Compliance Officer shall provide quarterly reports to the chairman of the board of directors of the Company.

PROHIBITION TO TRADE IN SECURITIES OF THE COMPANY BY DESIGNATED PERSONS

Designated Persons when in possession of any Unpublished Price Sensitive Information, as defined in the Regulations, shall

- a) Not trade or deal in Securities, either on their own behalf or on behalf of any other person, except as provided in the Regulations;
- b) Not communicate, counsel, procure, provide or allow access, directly or indirectly, to any Unpublished Price Sensitive Information to/from any person, except in furtherance of a legitimate purposes, performance of duties or discharge of legal obligations; and
- c) Maintain the confidentiality of all Unpublished Price Sensitive Information.

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 legitimate purposes, performance of duties or discharge of legal obligations. For this purpose, the Board of Directors of the Company has made a policy for determination of “legitimate purposes” as a part of the “Code of Fair Disclosures and Conduct” Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password.

TRADING WINDOW AND TRADING RESTRICTION

Designated Persons shall not trade in Securities during closure of the “**Trading Window**”, i.e., the period during which trading in the Securities is prohibited. The exercise by a Designated Person of an option pursuant to an employees’ stock option plan shall be permitted during the closure of a Trading Window; however, sale of shares allotted pursuant to such exercise shall not be permitted during the closure of the Trading Window.

The Trading Window shall be closed during the following periods:

- a) From the end of every quarter until 48 hours after the announcement of the financial results for the relevant period to the stock exchanges or until a later date as may be determined by the Compliance Officer, provided that if the Regulations require the Trading Window to be opened at an earlier date, then the Trading Window shall be opened at such earlier date.
 - b) From the date of circulation of the agenda for a meeting of the board of directors of the Company, in which any material, price sensitive or unpublished event, including any of the following, is proposed:
 - Recommendation / Declaration of dividends (interim or final);
 - Changes in capital structure
 - merger, de-merger, acquisitions, delistings, disposals and expansion of business and such other transactions;
 - Changes in key managerial personnel;
- The Trading Window shall open 48 hours after the close of the board meeting at which decisions in respect of any of the above events are taken or after the information in respect of the above events is made public, whichever is later, or at a later date as may be determined by the Compliance Officer, provided that if the Regulations require the Trading Window to be opened at an earlier date, then the Trading Window shall be opened at such earlier date.
- c) Any other periods when the Compliance Officer determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of Unpublished Price Sensitive Information.
 - d) Trading window restrictions shall not be applicable for pledge of securities for a bonafide purpose such as raising of funds, subject to preclearance by the Compliance Officer.
 - e) Trading window restrictions shall not be applicable for transactions undertaken in accordance to respective regulations made by SEBI, 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.

PROCEDURE OF PRE-CLEARANCE

- o When the Trading Window is open, Designated Persons shall require prior clearance from the Compliance Officer in respect of purchase/sale of Securities, where the value of the Securities exceeds Rs.5,00,000/- (Rupees Five Lacs Only) or the quantity exceeds 1,000 (one thousand) Securities, whichever is lower in a month (either in one transaction or in a series of transactions) in **Form P1**. Purchase/sale of Securities by the Compliance Officer shall require prior clearance from the managing director/joint managing director of the Company. The application for prior clearance shall be accompanied by an undertaking/declaration in **Form P2** which shall *inter alia* state that the applicant is not in possession of any Unpublished Price Sensitive Information.

- When the Trading Window is closed, Designated Persons shall require prior clearance from the Compliance Officer in respect of pledge of Securities
- Purchase/sale transactions, for which prior clearance has been obtained, shall be executed within seven Working Days of such prior clearance, failing which prior clearance shall be required afresh.
- Persons covered under the pre-clearance requirement shall file the details of the transaction in the format prescribed under **Form P3** with the Compliance Officer within 30 (thirty) days of the exercise of the trade. Even in cases where the transaction has not been undertaken, the same should be reported in the above format.

MINIMUM HOLDING PERIOD

Designated Persons who buy or sell any number of equity shares of the Company shall not enter into an opposite transaction, i.e., sell or buy any number of equity shares, during the next six months following the prior transaction. To the extent permitted under the Regulations, the Compliance Officer may, in his discretion, grant relaxations from this restriction for reasons to be recorded in writing provided that such relaxation does not violate the Regulations. Should an opposite transaction be executed, inadvertently or otherwise, in violation of such 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 it under the Securities and Exchange Board of India Act, 1992, as amended.

Notwithstanding anything contained in the aforesaid paragraph, the Contra Trade Restrictions do not apply to any sale of shares acquired pursuant to exercise of ESOPs as clarified by the SEBI vide its Guidance Note on SEBI (Prohibition of Insider Trading) Regulations, 2015 dated August 24, 2015.

In case of subscription for Securities in the primary market (initial public offers) and to the extent required under the Regulations, Designated Persons shall hold their investments for a minimum period of 30 days commencing from the allotment of the relevant Securities to such Designated Persons.

THRESHOLD LIMIT AND DISCLOSURE

Designated Persons shall make the following disclosures of shares and other Securities held in the Company by them to the Compliance Officer:

- Disclosure shall be made by Designated Persons of the number of shares and other Securities held, and position taken in derivatives by such Designated Persons in **Form B** or such other format as may be prescribed under the Regulations. This disclosure shall be made within two working days of becoming a Designated Employee or within such longer period as may be permitted under the Regulations.
- Disclosure shall be made of the number of shares and other Securities held, and position taken in derivatives, upon becoming a Promoter or member of the Promoter group, at any point of time in **Form B** or such other format as may be prescribed under the Regulations. This disclosure shall be made within two working days of becoming a

Promoter or member of the Promoter Group or within such longer period as may be permitted under the Regulations.

- Annual disclosure of number of shares and other Securities held as on 31st March, including details of purchase/sale of shares, positions taken in derivatives and other Securities during the financial year shall be made by the Designated Persons in **Form P4**. This disclosure shall be made within 30 days from the close of each financial year.
- Until May 15, 2015, disclosures shall be made by Designated Employees holding more than 5 per cent shares to the Company in **Form C** of the number of shares or voting rights held and change in shareholding or voting rights, even if such change results in shareholding falling below 5 per cent, if there has been change in such holdings from the last disclosure made and such change exceeds 2 per cent of the total shareholding or voting rights in the Company. Such disclosure shall be made within two Working Days of the receipts of intimation of allotment of shares or the acquisition or sale of shares or voting rights, as the case may be.
- Until May 15, 2015, disclosures shall be made by Designated Employees to the Company and to the stock exchanges where the Securities are listed in **Form D** about the total number of Securities or voting rights held and change in holding of Securities or voting rights, if there has been a change in such holding of such Designated Persons and the change exceeds Rs.5 lakh in value or 25,000 equity shares or 1 per cent of total holding of Securities or voting rights, whichever is lower. Such disclosures shall be made within two Working Days of the receipts of intimation of allotment of shares or the acquisition or sale of shares or voting rights, as the case may be.
- Until May 15, 2015, disclosures shall be made by any person who is a Promoter or part of Promoter Group to the Company and to the stock exchanges where the Securities are listed in **Form D** about the total number of Securities or voting rights held and change in holding of Securities or voting rights, if there has been a change in such holding of such persons and the change exceeds Rs. 5 lakh in value or 25,000 equity shares or 1 per cent of total holding of Securities or voting rights, whichever is lower. Such disclosures shall be made within two Working Days of the receipts of intimation of allotment of shares or the acquisition or sale of shares or voting rights, as the case may be.
- With effect from May 15, 2015, disclosures shall be made by employees and directors of the Company and any person who is a Promoter or part of Promoter Group to the Company, in such form as may be prescribed under the Regulations, about the total number of Securities acquired or disposed if the value of Securities traded, whether in one transaction or a series of transactions over any calendar quarter, which aggregates to a traded value in excess of Rs.10 lakh or such other value as may be specified under the Regulations. Such disclosure shall be made within two Working Days of the relevant transaction.

RECORDS

The Compliance Officer shall maintain records of all the declarations made in the appropriate form for a minimum period of five (5) years.

The Compliance Officer shall also maintain a record of the Designated Persons and any changes made in the list of the Designated Persons.

The Company will maintain a digital database of such persons or entities with whom information is shared under these Regulations along with PAN or any other identifier authorized by law where PAN is not available. There will be adequate internal controls and check such as time stamping and audit trails to ensure non-tampering of database.

PENALTIES FOR CONTRAVENTION

- Persons governed by this Code who trade in Securities or communicate any information for trading in Securities in contravention of the provisions of this Code shall be penalised and appropriate action may be taken by the Company.
- Persons governed by this Code who violate the provisions of this Code shall be subject to disciplinary action by the Company, which may include wage freeze, suspension, recovery, clawback and ineligibility for future participation in the Company's employee stock option scheme, etc.
- It is hereby clarified that notwithstanding any penal action taken by the Company, it shall not in any way preclude the SEBI from taking any action for violation of the Regulations or any other applicable laws and enactments. The Company shall promptly inform the SEBI in case it is observed that there has been a violation of the Regulations.
- Any material contravention of this Code shall be placed before the board of directors and actions shall be initiated after due consultation with the managing director/joint managing director of the Company.

PROTECTION OF EMPLOYEES AGAINST RETALIATION AND VICTIMIZATION

Employee who reports any alleged violations of insider trading laws in accordance with the Informant mechanism introduced vide SEBI (Prohibition of Insider Trading) (Third Amendment) Regulations, 2019 or as amended from time to time, will be protected against any discharge, termination, demotion, suspension, threats, harassment, directly or indirectly or discrimination.

OTHER OBLIGATIONS

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:

- 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

In addition, the names of educational institutions from which Designated Persons have graduated and names of their past employers shall also be disclosed on a one time basis.

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 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.

AUTHORITY TO MAKE ALTERATIONS

The Board of Directors are authorised to make such alterations to this Code as considered appropriate, subject, however, to the condition that such alterations shall not be inconsistent with the provisions of the Regulations.

The clarifications / directions issued by SEBI or any other regulatory authority from time to time will prevail over this Code.

GENERAL

A copy of the Regulations is enclosed. Designated Persons are advised to peruse the Regulations carefully and acquaint themselves and their Immediate Relatives with all the provisions contained therein. The Compliance Officer will be available for clarification/assistance that may be necessary.

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Form P1

APPLICATION FOR PRE-CLEARANCE OF TRADE IN SECURITIES

The Compliance Officer
 UFO Moviez India Limited

Pursuant to the Company's Code to prevent, regulate, monitor and report trading by insiders (the “**Insider Code**”) and the Regulations (as defined in the Insider Code), I seek approval for purchase/sale/subscription of the Securities of the Company as per details given below:

1	Name of the applicant	
2	Designation	
3	Employee code (if applicable)	
4	Number and value of Securities held (including through Immediate Relatives) as on the date of application	
5	Folio No. / DPID and Client	
6	Nature of transaction (purchase / subscription / sale)	
7	Proposed date of transaction	
8	Estimated number of Securities to be dealt	
9	Price at which transaction is proposed	
10	Current market price (as on the date of application)	
11	Name of the Immediate Relative and relation, if the transaction is in the name of the Immediate Relative	
12	Previous approval No. and date of purchase/allotment	

Place:

Date:

(Signature)

Name:

Designation:

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Form P2

The Compliance Officer
 UFO Moviez India Limited

UNDERTAKING

Pursuant to the Company's code of conduct to prevent, regulate, monitor and report trading by insiders (the “**Insider Code**”) and the Regulations (as defined in the Insider Code) and in connection with my application no. _____ dated _____ for pre-clearance of trade in Securities of the Company, I undertake that:

- a) I have no access to nor do I have any information that could be construed as Unpublished Price Sensitive Information (as defined in the Regulations) at the time of signing this undertaking;
- b) In the event that I have access to or receive any information that could be construed as Unpublished Price Sensitive Information after the signing of this undertaking but before executing the transaction for which approval is sought, I shall promptly inform the Compliance Officer that I have access to or have received such information and shall completely refrain from dealing in the Securities of the Company until such information becomes public;
- c) I shall hold the Securities for a minimum period of 6 months from the date of purchase and shall not enter into opposite transaction within 6 months/I have complied with the requirement of the minimum holding period of 6 months with respect to shares sold;
- d) I have not contravened the provisions of the Insider Code; and
- e) I have made full and true disclosure in the matter.

I hereby declare that I shall execute my order in respect of the Securities within seven Working Days (as defined in the Regulations) after the approval of pre-clearance is given. If the order is not executed within such time, I undertake that I shall not execute my order until and unless I obtain pre-clearance for the transaction again and shall also file details of the unexecuted transaction with the Company in Form P3.

Place:

Date:

(Signature)

Name & Designation:

FOR OFFICE USE ONLY	
Serial number of the application received	
Date and time of receipt of the application	
Date and time of communication of the pre-clearance/rejection	
Reasons for not giving pre-clearance	
_____ Signature of the Compliance Officer	

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Form P3

The Compliance Officer
 UFO Moviez India Limited

FORMAT FOR FILING DETAILS OF TRANSACTION

1.	Name	
2.	Designation	
3.	Employee code (if applicable)	
4.	Approval number and date	
5.	Date of transaction	
6.	Nature of transaction (purchase / subscription / sale)	
7.	Number and value of Securities held (including through Immediate Relatives) before the transaction	
8.	Number and value of Securities held (including through Immediate Relatives) after the transaction	
9.	Price at which transaction was conducted	
10.	Name of the Immediate Relative and relation, if the transaction is in the name of the Immediate Relative	

Place:

Date:

(Signature)

Name:

Designation:

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**Form P4
Annual Disclosure**

Employee Code: _____
 Designation: _____
 Email: _____

Date: _____

The Compliance Officer,
 UFO Moviez India Limited

A. DETAILS OF SHARES AND OTHER SECURITIES HELD BY DESIGNATED PERSON / PERSON BELONGING TO PROMOTER GROUP IN OWN NAME

Name	PAN	Folio No. / DP ID / Client	No. of Shares held on	No. of Shares bought during the year	No. of Shares sold during the year	No. of Shares Held on

B. DETAILS OF SHARES AND OTHER SECURITIES HELD BY IMMEDIATE RELATIVES OF DESIGNATED PERSON / PERSON BELONGING TO PROMOTER GROUP

Name	Relationship*	PAN*	Folio No. / DP ID / Client	No. of Shares held on	No. of Shares bought during the year	No. of Shares sold during the year	No. of Shares Held on

I / we declare that I / we have complied with the requirement of the minimum holding period of 6 months with respect to shares sold.

I / we declare that the above disclosure is true and correct and is in accordance with the previous disclosure given to the Company.

* PAN/Relationship is mandatory

 Name & Signature