

UNIMERS INDIA LIMITED (UIL)

CIN: L99999MH1987PLC045372

**Code of Conduct pursuant to Regulations 17(5) of Securities And Exchange Board
Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015**

Need for Code of Conduct

A Code of Conduct is a disclosure of the principles on which an organization operates. Ethical and lawful business conduct is a fundamental shared value of the Board of Directors, senior management and employees and critical to the Company's success. Through a Code of Conduct, the organization aims to get a positive public identity for itself and create a regulatory environment and enhanced level of public confidence and trust.

The Company has adopted the following Code of Conduct which is applicable to all members of the Board of Directors, Key Management Personnel and members of the senior management.

1. Social Obligation

Earnest attempts should be made to ensure that the products of the Company always meet social needs and harmful hazards which run contrary to society's needs at large shall be avoided.

2. Accountability

The Directors and senior management personnel shall discharge their duties in good faith and integrity in business and in the best interests of the Company and its stakeholders. They are expected to use their best endeavors and organise the resources for advancing the Company's mission. They are expected to act ethically, honestly, diligently and in good faith to protect the Company's brand equity and image.

3. Equity

All attempts should be made to maintain equity and fair justice while dealing on behalf of the Company. Discrimination on the basis of race, caste, sex, etc. shall be avoided.

4. Compliance with Laws

All laws, rules and regulations of the country as are applicable to the Company shall be complied with.

5. Conflict of Interest

A conflict of interest may arise when the interests of the directors or senior management personnel conflict with those of the Company. Such situations shall be avoided. They shall disclose the conflicts of interests to the affected parties including but not limited to the Board of Directors, when they exist.

6. Corporate Opportunity

Except as approved by the Board, they are prohibited from –

- (a) taking for themselves any opportunities that belong to the Company ;
- (b) Using the Company's property, information or position for personal gain / advantage or to cause detriment to the Company ; and
- (c) Competing with the Company.

7. Confidentiality of Information

They shall maintain confidentiality of all material information about the Company's business entrusted to them by the Company except when the Company authorizes disclosures or when required by laws, regulations or legal proceedings.

8. Strive for Excellence

They shall strive to achieve excellence in their respective areas of operations.

9. Employee Motivation

Employees being invaluable assets shall be motivated to achieve higher goals.

10. Reporting of Unethical or Illegal Behaviour

The Board of Directors of the Company shall be kept informed of any unethical or illegal behaviour of any employee.

11. Consumer Focus

They shall focus on consumer satisfaction which will be the basic motto of the Company's business.

12. Team Work and Spirit

The principles of mutual trust, teamwork and spirit shall be appreciated and maintained.

13. Independent Director

The Company shall have Independent Directors in compliance with the requirement under the Companies Act 2013 as well as in line with the requirement of the SEBI (LODR) Regulations, 2015.

Independent Directors of the Company shall have their duties to the Company as laid down in Schedule IV of the Companies Act, 2013.

14. Compliance with this Code and Violations

Every employee of of the Company shall promptly report to the management when he/she becomes aware of any actual or possible violation of the Code or an event of misconduct or act not in the Company's interest.

Any employee can choose to make a Protected Disclosure under the Whistleblower policy of the Company, providing for reporting to the Chairman of the Audit Committee. Such a Protected Disclosure shall be forwarded, when there is a reasonable evidence to conclude that a violation is possible or has taken place, with a covering letter, which may bear the identity of the Whistleblower.

The Company shall ensure protection to the Whistleblower and any attempt to intimidate him/her would be treated as a violation of the Code.

15. Amendment

This Code may be amended, modified or varied by the Board of Directors as may be deemed necessary in the interests of the Company and subject to the provisions of applicable laws, regulations or guidelines.