

## D. B. CORP LTD.

### CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION [Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015]

1. This Code shall come into force immediately on its approval by the Managing Director under the authority delegated to him by the Board of Directors of the Company.

#### 2. Definitions:

For the purpose of this code the following terms shall have the meanings assigned to them hereunder:

- i. **“Code” or “this Code”** shall mean this Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.
- ii. **“Chief Investor Relation Officer”** shall mean an Officer designated by the Board of Directors of the Company to deal with dissemination of information and disclosure of unpublished price sensitive information.
- iii. **“Compliance Officer”** means the Company Secretary of the Company, who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of UPSI, monitoring of trades and implementation of the code under the overall supervision of the Board.
- iv. **“Generally available information”** means information that is accessible to the public on a non-discriminatory basis.
- v. **“Unpublished Price Sensitive Information (UPSI)”** means any information, relating to the Company or its securities, directly or indirectly, that is not generally available, which upon becoming generally available, is likely to materially affect the price of the securities of the Company and shall, ordinarily include 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; and
  - vi. material events in accordance with the listing agreement and in particular the matters listed in the clause 36 of the Listing Agreement as amended from time to time.

### **3. Principles of Fair Disclosure:**

The Company shall ensure –

- ✓ Prompt public disclosure of Unpublished Price Sensitive Information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- ✓ Uniform and universal dissemination of Unpublished Price Sensitive Information to avoid selective disclosure.
- ✓ Prompt dissemination of Unpublished Price Sensitive Information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- ✓ Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
- ✓ Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.
- ✓ Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
- ✓ Handling of all Unpublished Price Sensitive Information on a need-to-know basis.

### **4. Appointment of CIRO**

- i. The Board of Directors of the Company has designated “Head - Investor & Media Relations” as the “Chief Investor Relations Officer” (CIRO) to oversee the dissemination of information and disclosure of unpublished price sensitive information except where any such information is required to be submitted by the Compliance Officer to the statutory/regulatory authorities under the relevant rules/regulations/acts.
- ii. The CIRO shall be responsible for overseeing and co-ordinating disclosure of price sensitive information to analysts, shareholders and media under the guidance of the Managing Director / Dy. Managing Director.

For and on behalf of Board of Directors  
For **D. B. Corp Limited**

Sd/-

**Sudhir Agarwal**  
**Managing Director**

Dt: 29<sup>th</sup> July, 2015