

DCM LIMITED

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

Purpose

The Securities and Exchange Board of India (“SEBI”) notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“Regulations”) on January 15, 2015. Pursuant to Regulation 8(1) of the Regulations, the board of directors of every company, whose securities are listed on a stock exchange, shall formulate and publish on its official website, a Code of Practices and Procedures for Fair Disclosure (“the Code”) of Unpublished Price Sensitive Information (UPSI) that it would follow in order to adhere to each of the principles as stated in Schedule A of the Regulations.

The Board of Directors of DCM Limited (“the Company”) is expected to manage the affairs of the Company in a fair, transparent and ethical manner keeping in view the needs and interests of all the stakeholders and to further the objective of good corporate governance.

Preamble

The Board of Directors of the Company has formulated and adopted the Code for the Company in compliance with Chapter IV read with Schedule A of the Regulations. The Code has been intimated to the Stock Exchanges and is also published on the official website of the Company www.dcm.in.

Terms and Definition

Words and expressions used but not defined in this Code shall have the same meaning assigned to them in the Regulations or the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and the rules and regulations made thereunder, as the case may be or in any amendment thereto.

Code of Fair Disclosure of the Company

- 1) The Company will promptly disclose to the public all the UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- 2) The Company will follow uniform and universal dissemination of UPSI to avoid selective disclosure by communicating the same to the stock exchanges and disclosing the same on its website.
- 3) Mr. Sanjeev Kumar, Asst. Company Secretary designated as Chief Investor Relations Officer (CIRO) of the Company and the Key Managerial Personnel of the Company (as defined in sub-section (51) of Section 2 of the Companies Act, 2013) are only authorized to deal with dissemination of information and disclosure of UPSI.

- 4) In the event of any UPSI getting disclosed either selectively, inadvertently or otherwise, the Company will promptly disseminate UPSI to make such information generally available.
- 5) Employees of the Company will not respond under any circumstances to enquiries from the Stock Exchanges, the media or others unless authorized to do so by the CISO or other officials of the Company who are authorized to deal with dissemination of information and disclosure of UPSI.
- 6) The Company will ensure appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities such as Stock Exchanges etc.

(Note: The Company will not comment on every market rumour. If Stock Exchange requests, the Company will submit its response to the stock exchanges regarding such market rumour.)

- 7) The Company will ensure that information shared with analysts and research personnel is not UPSI.
- 8) The Company will handle all UPSI on a need-to-know basis by creating suitable safeguards to avoid UPSI becoming available to any person who is not required to have access to such information. UPSI, may however be disclosed, to persons who need such information for furtherance of legitimate purposes, performance of duties or discharge of legal obligations in relation to the Company. The policy for determination of "legitimate purposes" is as below:

For determining legitimate purposes, the below mentioned policy will be adhered to:

- a) UPSI can be shared only on a need-to-know basis and for legitimate purposes and not to evade or circumvent the prohibitions of the Regulations.
- b) UPSI can be shared in the ordinary course of business only if the same is necessary to be shared in order to complete any task / activity / deal including any other assignment for furtherance of the business interests of the company.
- c) Subject to conditions prescribed in (a) and (b) above, UPSI can be shared with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants etc. in respect of proposed assignment or in order to avail professional services from them or other business purposes, as the case may be. UPSI can also be shared in case same is mandatory for performance of duties or discharge of legal obligations.

Any person in receipt of UPSI pursuant to a legitimate purpose will be considered an "insider" for purposes of the Regulations.

- 9) Trading when in possession of UPSI

When a person who has traded in securities has been in possession of UPSI, his trade(s) would be presumed to have been motivated by the knowledge and awareness of such information in his possession.

- 10) Penalties and Fines applicable in case of violation of the Policy: Any sharing of UPSI, other than in compliance with the Policy and the Regulations, would be construed as a violation. The onus lies on the insider to prove to the contrary. In case of any violation of this Policy, disciplinary action would be taken by the Company. The Company may also inform SEBI as per the requirement of applicable regulations.

- 11) The Code is subject to review by Board of Directors of the Company as and when deemed necessary. The decision of the Board of Directors of the Company with regard to any or all matters relating to the Code will be final and binding on all concerned.

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