DCM LIMITED

CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING IN SECURITIES

(Pursuant to Regulation 9(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015)

DCM Limited (hereinafter referred to as "**the Company**" or "**DCM**") had introduced a Code of Conduct for prohibition of Insider Trading in accordance with the requirements of the Securities and Exchange Board of India ("SEBI") (Prohibition of Insider Trading) Regulations, 1992. SEBI vide its notification dated January 15, 2015, had introduced revised framework as SEBI (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as 'SEBI Insider Regulations') and accordingly, the amended Code, has been since then made applicable to the Designated Persons and Insiders of the Company.

This Code has been prepared by adopting the standards set out in Schedule B of the SEBI Insider Regulations, as amended, in order to regulate, monitor and report trading by its Designated Persons and Insiders, towards achieving compliance with the SEBI Insider Regulations.

1. DEFINITIONS

1.1 "**Company**" means DCM Limited.

1.2 **"Connected Person"** means:

(i) any person who is or has during the 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 an employee of the Company or holds any position including a 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himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.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 foregoing, the persons falling within the following categories shall be deemed to be Connected Persons if such person has access to Unpublished Price Sensitive Information (UPSI) or is reasonably expected to have access to UPSI, unless the contrary is established:

a) relative of Connected Persons specified in clause (i); or

b) a holding company or associate company or subsidiary company; or

c) an intermediary as specified in Section 12 of the SEBI Act, 1992 or an employee or director thereof; or

d) an investment company, trustee company, asset management company or an employee or director thereof; or

e) an official of a stock exchange or of clearing house or corporation; or

f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or

g) 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

h) an official or an employee of a self-regulatory organization recognised or authorized by the Board; or

i) a banker of the Company; or

j) 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.a firm or its partner or its employee in which a connected person specified in sub-clause (i) of clause (d) is also a partner; or

k) a person sharing household or residence with a connected person specified in sub-clause (i) of clause (d);

1.3 **"Designated Persons"** shall include the following persons of the Company and its material subsidiary/(ies):

(i) Promoters/ Promoters Group of the Company;

(ii) All Directors on the Board of Directors and Chief Executive Officer of the Company;

(iii) All Employees up to two level below Chief Executive Officer of Company;

(iv) All employees in Accounts/Finance/Secretarial/IT Department;

(v) All secretaries to MDs, WTDs and Unit Heads;

(vi) Any other employee as designated by the Compliance officer in consultation with the Chairman and /or Managing Director from time to time;

(vii) Any other Connected Person designated on the basis of their functional role or otherwise, having access to UPSI or is reasonably expected to have access to UPSI.

1.4 **"Immediate relative"** means a spouse of a person, and includes parent, sibling, 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;

1.5 **"Insider"** means any person who is:

(i) A Connected Person including Designated Persons; or

(ii) In possession of or having access to Unpublished Price Sensitive Information.

1.6 **"Unpublished Price Sensitive Information"**("**UPSI**") 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 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, award or termination of order/contracts not in the normal course of business and such other transactions;

(v) changes in key managerial personnel, other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;

(vi) change in rating(s), other than ESG rating(s);

(vii) fund raising proposed to be undertaken;

(viii) agreements, by whatever name called, which may impact the management or control of the company;

(ix) fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;

(x) resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;

(xi) admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;

(xii) initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;

(xiii) action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;

(xiv) outcome of any litigation(s) or dispute(s) which may have an impact on the company;

(xv) giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;

(xvi) granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

(xvii) Such other matters as may be specified under the SEBI regulations or decided by the Company from time to time.

The words and expressions used herein which are not defined in this code shall have the meaning ascribed to them in the SEBI Insider Regulations / Companies Act, 2013 / SEBI Act, 1992 and Rules and Regulations thereunder as amended from time to time.

2. compliance Officer

2.1 The Company Secretary of the Company has been designated as the Compliance Officer who fulfils the criteria as laid down under the SEBI Insider Regulations and he shall report to the Board of Directors of the Company and in particular, shall provide reports to the Chairman of Board of Directors, at such frequency, as may be stipulated by the Board of Directors of the Company, but not less than once in a year.

2.2 The Compliance Officer shall be responsible for discharging all statutory responsibilities as provided under the SEBI Insider Regulations from time to time including his duty to administer the code of conduct and implement system of internal checks and control under the Regulations.

2.3 The Compliance Officer shall assist all employees in addressing any clarifications regarding the SEBI Insider Regulations and this Code.

2.4 The Compliance officer shall establish the adequate processes/systems regarding the awareness amongst Designated Persons of SEBI Insider Regulations including their duties/liabilities such as organising training sessions, etc.

2.5 Notwithstanding the duties of the Compliance officer under this Code, in order to fully understand the scope and restrictions under SEBI Insider Regulations, the Designated Persons, Directors, other Connected Persons are advised to familiarise and update themselves with SEBI Insider Regulations and any amendments from time to time.

2.6 The Designated Persons who are in continuous possession of UPSI or otherwise and plan to trade in the shares of the Company in accordance with a Trading Plan may consult the Compliance officer to execute the same in compliance with SEBI Insider Regulations.

3. <u>Dealing with / Handling of Unpublished Price Sensitive Information</u>

3.1 All Insiders and Designated Persons shall maintain complete confidentiality and shall not make use of any Unpublished Price Sensitive Information in their possession for other than Legitimate Purposes and shall not pass on such information to any person directly or indirectly by way of making recommendation for the purchase/ sale of Securities of the Company and shall take all necessary pre-caution to avoid/ prevent the same becoming public and shall also not pass any information except for discharge of legal obligations/duties.

3.2 Policy for Determination of Legitimate Purposes:

3.2.1 The term “Legitimate Purpose” shall include sharing of Unpublished Price Sensitive Information in the ordinary course of business by an insider with employee, 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 SEBI (Prohibition of Insider Trading) Regulations, 2015 or any amendments thereto.

3.2.2 The Company has designated Chief Financial Officer and Company Secretary & Compliance Officer to determine legitimate purpose for communication of any UPSI to any person for in furtherance of performance of duties or discharge of legal obligations from time to time.

3.2.3 Any person in receipt of UPSI pursuant to a “Legitimate Purpose” shall be considered an “insider” for purposes of SEBI (Prohibition of Insider Trading) Regulations, 2015 or any amendments thereto and due notice shall be given

to such persons to maintain confidentiality of such UPSI in compliance with legal obligations.

3.2.4 A structured digital database is maintained containing the nature of unpublished price sensitive information and the names of such persons who have shared the information and also the names of such persons 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 database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

3.2.5 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.

3.3 Need to Know Basis (Chinese Wall):

All UPSI is to be handled on a "need to know" basis. UPSI should be disclosed / handled only by those within the Company who require the same to discharge their duties and which will not give rise to a conflict of interest or appearance of misuse of the information.

A Designated Person who is in the possession of or having access to UPSI, should not communicate any price sensitive information to anyone in public area or to other employees handling non-regulatory function / not required to have knowledge of such information. If a Designated Person receives or has accessed any UPSI, in that case he / she should immediately report to the Compliance Officer and / or to the Reporting Head.

3.4 Notwithstanding anything contained in this Code, an Unpublished Price Sensitive Information may be communicated, provided, allowed access to or procured, in connection with a transaction that would -

i. entail an obligation to make an open offer under the Takeover Regulations where the Board of Directors of the Company is of informed opinion that sharing of such information is in the best interests of the Company;

ii. not attract the obligation to make an open offer under the Takeover Regulations but where the Board of Directors of the Company is of informed opinion that sharing of such information is in the best interests of the Company and the information that constitute Unpublished Price Sensitive Information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the board of directors may determine to be adequate and fair to cover all relevant and material facts.

3.5 For the purpose of clause 3.4 above, the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of 3.1.a. above, and shall not otherwise trade in securities of the Company when in possession of Unpublished Price Sensitive Information.

3.6 Trading by insiders including promoters, non-individual insiders when in possession of Unpublished Price Sensitive Information shall be governed by Regulation 4 of SEBI Insider Regulations.

4 Trading when in possession of unpublished price sensitive information.

4. (1) No insider shall trade in securities that are listed or proposed to be listed on a stock exchange when in possession of unpublished price sensitive information:

Provided that the insider may prove his innocence by demonstrating the circumstances including the following: –

(i) the transaction is an off-market *inter-se* transfer between insiders who were in possession of the same unpublished price sensitive information without being in breach of regulation 3 and both parties had made a conscious and informed trade decision.

Provided that such unpublished price sensitive information was not obtained under sub-regulation (3) of regulation 3 of SEBI Insider Regulations.

Provided further that such off-market trades shall be reported by the insiders to the company within two working days. Every company shall notify the particulars of such trades to the stock exchange on which the securities are listed within two trading days from receipt of the disclosure or from becoming aware of such information;

(ii) the transaction was carried out through the block deal window mechanism between persons who were in possession of the unpublished price sensitive information without being in breach of regulation 3 and both parties had made a conscious and informed trade decision;

Provided that such unpublished price sensitive information was not obtained by either person under sub-regulation (3) of regulation 3 of SEBI Insider Regulations.

(iii) the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.

(iv) the transaction in question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.

(v) in the case of non-individual insiders: –

(a) the individuals who were in possession of such unpublished price sensitive information were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such unpublished price sensitive information when they took the decision to trade; and

(b) appropriate and adequate arrangements were in place to ensure that these regulations are not violated and no unpublished price sensitive information was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached;

(vi) the trades were pursuant to a trading plan set up in accordance with regulation 5 of SEBI Insider Regulations.

(2) In the case of connected persons the onus of establishing, that they were not in possession of unpublished price sensitive information, shall be on such connected persons and in other cases, the onus would be on the Board.

5 Trading Plans

5.1. An insider shall be entitled to 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.

5.2. Such trading plan shall –

i. not entail commencement of trading on behalf of the insiders earlier than six months from the public disclosure of the plan;
ii. ;
iii. ;
4. not entail overlap of any period for which another trading plan is already in existence;
5. setout following parameters for each trade to be executed:
(i) either the value of trade to be effected or the number of securities to be traded;
(ii) nature of the trade;
(iii) either specific date or time period not exceeding five consecutive trading days; ; and
6. price limit, that is an upper price limit for a buy trade and a lower price limit for a sell trade, subject to the range as specified below:.
a. for a buy trade: the upper price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent higher than such closing price;
b. for a sell trade: the lower price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent lower than such closing price.

5.3. The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of this Code or Regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.

Provided that Pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.

Provided further that trading window norms shall not be applicable for trades carried out in accordance with an approved trading plan.

5.4. The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either execute any trade in the securities outside the scope of the trading plan or to deviate from it except due to permanent incapacity or bankruptcy or operation of law.

Provided that the implementation of the trading plan shall not be commenced 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.

Provided further that if the insider has set a price limit for a trade under sub-clause (iv) of clause (v) of sub-regulation 2, the insider shall execute the trade only if the execution price of the security is within such limit. If price of the security is outside the price limit set by the insider, the trade shall not be executed.

5.5. The compliance officer shall approve or reject the trading plan within two trading days of receipt of the trading plan and notify the approved plan to the stock exchanges on which the securities are listed, on the day of approval.

5.6. Upon approval of the trading plan, the Compliance Officer shall notify the plan to the stock exchanges on which the securities of the Company are listed.

6. Trading Window

6.1 The Compliance Officer shall specify a trading period to be called 'Trading Window', for trading in Company's securities by the Designated Persons. All the Designated Persons and their Immediate Relatives shall be subject to trading restrictions as enumerated below:

6.2 No transaction in securities of the Company shall be done by the Designated Persons and their Immediate Relatives during the period in which the Trading Window is closed.

Trading Window shall be closed during the period the Unpublished Price Sensitive Information is unpublished and/or such period as is notified by the Compliance Officer from time to time.

6.3 The Compliance Officer shall by advance notice to the Designated Persons/other concerned prohibit Trading in the Company's Securities until 48 hours after any of the Unpublished Price Sensitive Information relating to the Company becomes public. However, the trading restriction period shall be made applicable from the period as specified in SEBI Insider Regulations.

6.4 Unless otherwise clarified by SEBI by way of an amendment/clarification to the Regulations, in case of Employee Stock Purchase Scheme (ESPS), neither making of grants nor actual acquisition of the securities which were granted under ESPS shall be done during the time when the Trading Window is closed. Further, sale of Securities acquired under such ESPS, shall not be allowed when Trading Window is closed except in the event when sale is mandatorily proposed to be made to the Trust, administering such ESPS, on account of employee not meeting the performance conditions contained in the ESPS of the Company.

6.5 The trading window restrictions mentioned above 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 SEBI Insider 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;

(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 buy-back offer, open offer, delisting offer or OFS (Offer for Sale) and RE (Rights Entitlements) transactions carried out in accordance with the framework specified by the Board from time to time or transactions which are undertaken through such other mechanism as may be specified by the Board from time to time.

7. No opposite transaction for next 6 months following prior transaction

7.1 All Designated Persons and their Immediate Relatives, who buy or sell any number of shares of the Company shall not enter into an opposite/ contra transaction i.e. if they have bought shares of the Company, they cannot sell, or vice-versa, during next 6 months following prior transaction.

Provided, that such holding period restriction will not be applicable regarding purchase and/or sale of shares by such Designated Persons, as the case may be, from / to a Trust established by the Company pursuant to ESPS of the Company.

7.2 In case the sale of shares 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.

7.3 In case a contra trade is executed, inadvertently or otherwise, in violation of above restriction, in addition to the penalties mentioned hereinafter, the profits from such trade shall be liable to be disgorged for remittance to SEBI for credit to the Investor Protection and Education Fund administered by SEBI.

8. Pre-clearance of trades

8.1 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 exceeds Rupees 10 lakhs (market value).

8.2 Designated Person (and/or their immediate relative) who proposes to execute trade in Securities of the Company shall submit an application for pre-clearance duly filled and signed to the compliance Officer. The format of application is annexed as **Annexure "A".** It is clarified that if the trades proposed to be executed by the immediate relative(s) of the designated person then in such case application shall be submitted by the designated person on behalf of his/her immediate relative(s).

8.3 In case Compliance officer himself proposes to execute trade in Securities of the Company, he shall submit an application for pre-clearance duly filled and signed to the Managing Director of the Company.

8.4 Prior to approving any trades, the Compliance Officer shall seek declarations to the effect that the applicant for pre-clearance is not in possession of any UPSI. He shall also have regard to whether any such declaration is reasonably capable of being rendered inaccurate.

8.5 The Compliance Officer shall approve / reject pre-clearance application within four working days in **Annexure "B".**

8.6 Designated Person (and/or their immediate relative) shall execute precleared trade within seven trading days from approval and shall report the trade details to the Compliance Officer in Annexure "C" within 2 trading days from the trade. In case of non-trading, Designated Person shall report his (and/or his/her immediate relative's) decision of non-trading along with reasons to Compliance Officer in **Annexure "C".**

8.7 In case of failure in executing trade within seven trading days by Designated Person (and/or their immediate relative), then Designated Person shall be required to take fresh pre-clearance for the trades to be executed in **Annexure "A".**

9. **<u>Disclosure of shareholding / change etc.</u>**

9.1 Initial Disclosures:

9.1.1 Every person on appointment as a Key Managerial Personnel or a Director of the Company or upon becoming the Promoter or Member of the Promoter Group or being categorised as Designated Person shall disclose the holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company within seven (7) days of such appointment or becoming a promoter in the **Form B** enclosed as **Annexure "D".**

9.2 Continual Disclosures:

9.2.1 All Promoters, Members of the Promoter Group, Directors, Designated

Persons of the Company and their Immediate Relatives shall make disclosure to the Compliance Officer of the securities acquired/held by them

whether by way of allotment or purchase from the market/disposed by them, in the **Form C** enclosed as **Annexure "E"** within two (2) trading days of such trade, whether in one transaction or in a series of transaction over any calendar quarter, aggregated to the trade value in excess of Rs. 10 Lakhs.

However, the disclosure requirement shall not apply if the shares are being acquired by the employees' consequent to any ESPS of the Company.

9.2.2 The Designated Persons shall disclose preferably in the **Annexure** "**F"** comprising of names and Permanent Account Number or any other identifier authorized by law of the following persons to the Company on an annual basis within a period of 30 days from the closure of financial year 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 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.

9.2.3 The Company shall disclose particulars of such trading as mentioned in Clause 9.2.1 to the Stock exchange(s) where the Securities of Company are listed within two (2) trading days of receipt of disclosure or becoming aware of such information.

9.3 **Disclosures by other Connected Persons**:

9.3.3 The other Connected Person(s) to make disclosures of holdings and trading in securities of the company in the **Annexure G** at such frequency as may be prescribed, in order to monitor compliance with SEBI Insider Regulations.

9.4 While the Company may receive additional information / disclosures / undertakings for its own purposes herein from the Designated/Connected Persons, the Company shall make only such disclosures to the Stock Exchange(s) in the prescribed formats under the Regulations to the extent and in the manner the disclosure is mandated by the SEBI Insider Regulations.

10 Maintenance of Records and Reporting by Compliance Officer

10.2 The Company shall maintain records of all the declarations given to Compliance officer and clearances given by Compliance officer for dealing in securities/ other records for a period of five years from the respective dates or such other period as may be statutorily applicable.

10.3 The details of the dealing in Securities by the Designated Persons along with the documents executed under pre-clearance procedure as envisaged under this code, as deem fit, shall be placed before Managing Directors of the Company periodically.

11 Procedure and Penalty For Contravention of this Code

11.2 The Company has adopted policies and procedures for inquiry in case of leak of Unpublished Price Sensitive Information or suspected leak of Unpublished Price Sensitive Information and accordingly initiate appropriate inquiries on becoming aware of leak of Unpublished Price Sensitive Information or suspected leak

Unpublished Price Sensitive Information and inform the SEBI promptly of such leaks, inquiries and results of such inquiries.

11.3 Any Designated Person, who trades, either himself or through his Connected Persons in Securities or communicates any information for Trading in Securities, in contravention of the Code or who violates the Code of Conduct may be penalized and appropriate action may be taken by the Board of Directors of the Company in its absolute discretion which may include wage freeze, suspension, recovery, claw back, ineligibility for future participation in employees stock purchase plans, etc., Any amount collected under this clause shall be remitted to the SEBI for credit to the Investor Protection and Education Fund administered by the SEBI under the Act.

11.4 The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI Insider Regulations.

11.5 In case it is observed by the Company/Compliance Officer that there has been a violation of SEBI Insider Regulations, Company/Compliance Officer shall promptly inform the stock exchange(s) where the securities of the Company are traded, in such form and such manner as may be specified by the Board from time to time.

11.6 Any statutory amendment in SEBI Insider Regulations shall be deemed to be included in the Code and the participants shall be governed by SEBI Insider Regulations and any such amendment made thereto. Pursuant to any such amendment to the SEBI Insider Regulations, the Compliance Officer may carry out the necessary changes to this Code, as may be required.

11.7 In case of any conflict between the provisions of the Code and SEBI Insider Regulations, then SEBI Insider Regulations shall prevail to the extent there is a conflict.

11.8 Protection to employees for reporting to SEBI under Voluntary Disclosure Mechanism

i. Any employee of the Company can approach SEBI under Voluntary Disclosure Mechanism, as specified under Chapter IIIA of the SEBI Insider Regulations, for submitting Original Information, if he/she wishes to report any incidence of Insider Trading.

ii. It is the Company's policy not to retaliate by way of discharge, termination, demotion, suspension, threats, harassment or discrimination by the Company against anyone who, in good faith, reports any concerns or potential violations of SEBI Insider Regulations to SEBI even if such reports found to be untrue by SEBI. Retaliation is prohibited by SEBI Insider Regulations as well.

Annexure "A"
Application cum Undertaking for Pre-clearance

Date:

To,
The Compliance Officer,
DCM Limited
Delhi

Sub: Application for Pre-dealing in securities of the Company

Dear Sir / Madam,

With reference to DCM Limited - Code of Conduct to Regulate, Monitor and Report Trading by Insiders, I _____, _____(Designation & Dept.) / my Immediate Relative _____, would like to purchase / sale/ etc. _____equity shares/ Securities of the Company as per details given below:

Sr. No.	**Particulars**	
1	No. of equity shares/ Securities held as on application date	
2	DP & Client ID / Folio No.	
3	No./Value of equity shares/ Securities to be purchased / sold	
4	Name of person who proposed to trade	

I hereby declare that I (and my immediate relative) am/is not in possession of any UPSI.

In the event that I (or my immediate relative) have access to or received any UPSI, after the signing of this application but before executing trade for which approval is sought, I shall inform the Compliance Officer about the same and shall completely refrain from dealing in the Securities until such UPSI becomes publicly available. Thereafter I will submit fresh application for executing a trade or for trade to be executed by my immediate relative.

I also hereby declare that I (and my immediate relative) have not contravened any provision of the Code of Conduct or the Regulations, as applicable.

Further I undertake to submit report on trade within 2 days from date of execution of trade or submit a 'Nil' report if no trade was executed.

After approval, I (and/or my immediate relative) shall execute the trade within 7 trading days from the receipt of approval of trade, failing which, I shall seek preclearance again for executing a trade or for trade to be executed by my immediate relative.

Yours faithfully,

Signature : _____

Name:
Designation:

Annexure "B"
Approval / Rejection of Pre- Clearance

Date:

To,
……..

Name:

Designation:

Dear Sir / Madam,

With reference to your Application cum Undertaking for Pre-clearance dated_____, we would like to inform you that your application to purchase / sale/etc _____equity shares/ Securities of the Company is hereby approved / rejected. Now, you (and/or your immediate relative) can execute your trade within 7 trading days i.e _____. Further, you are required to submit a report of the trade details within two trading days from trade. Or In case, no trade was executed, you are required to submit a 'Nil' report.

In case, you (and/or your immediate relative) do not execute a trade before_____, you shall submit a fresh pre-clearance application before you (and/or your immediate relative) execute any transaction in the Securities of the Company.

Thanking you,
Yours faithfully,
For **DCM Limited**

Compliance Officer

Annexure "C"
Reporting of Trade / Transaction

To,
The Compliance Officer,
DCM Limited

Dear Sir / Madam,

According to approval of pre-clearance dated_____, I (and/or my immediate relative) have/has executed a trade / transaction on _____(date). The detail of said trade / transaction is as under:

Name of holder	No. of Securities purchased / sold	Average Gross Price per Securities (In Rs.)	DP ID & Client ID / Folio No.

Further I enclose herewith copy of Contract Note for your ready reference.

I declare that the above information is correct and that no provision of the DCM Limited-Code of Conduct to Regulate, Monitor and Report Trading by Insiders has been violated while executing aforesaid trade / transaction.

I also declare that I (and/or my immediate relative) have complied with the requirements of minimum period of 6 months for entering into an opposite transactions in respect of said Securities.

Or

According to approval of pre-clearance dated_____, I (and/or my immediate relative) have/has not executed a trade / transaction due to _____(reason of non-trading).

I will take fresh pre-clearance for trades as and when I (and/or my immediate relative) propose to trade in Securities of the Company.

Signature : _____

Name:
Designation:

ANNEXURE- D

FORM B

SEBI (Prohibition of Insider Trading) Regulations, 2015, {Regulation 7 (1) (b) read with Regulation 6(2) – Disclosure on becoming a Key Managerial Personnel/Director/Promoter/Member ofthe promoter group]

Name of the company: _____ISIN of the company: _____

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (KMP / Director or Promoter or member of the promoter group/ Immediate relative to/others, etc.)	Date of appointment of KMP/Director /OR Date of becoming Promoter/ member of the promoter group	Securities held at the time o appointment of KMP/Directo or upon becoming Promotero member of the promoter group		% of Shareholding
			Type of securities (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlements, etc.)	No.	
1	2	3	4	5	6

Note: *"Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of InsiderTrading) Regulations, 2015.*

Details of Open Interest (OI) in derivatives on the securities of the company held on appointment of KMP or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group			Open Interest of the Option Contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group		
Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
7	8	9	10	11	12

Note: *In case of Options, notional value shall be calculated based on premium plus strike price of options*

Name & Signature:

Designation:

Date

Place

ANNEXURE- E

FORM C
SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (2) read with Regulation 6(2) – Continual Disclosure]

Name of the Company:----------
ISIN of the Company: ----------

Details of change in holding of Securities of Promoter, Member of the Promoter Group, Designated Person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (Promoter or member of the promoter group /Designated Person / Directors/ immediate relative to/ others, etc.)	Securities held prior to acquisition /disposal		Securities acquired /disposed				Securities held post acquisition/ disposal		Date of allotment advice / acquisition of shares/ disposal of shares, specify		Date of intimation to company	Mode of acquisition / disposal (on market/ public/ rights/ preferential offer/ off market/ Inter - se transfer , ESOPs, etc.)	Exchange on which the trade was executed
		Type of securities (For eg.- Share Warrants, Convertible Debentures, Rights entitlements, etc.)	No. % and of Shareholding	Type of securities (For eg .- Share Warrants, Convertible Debentures, Rights entitlements, etc.)	No.	Value	Transaction Type (Purchase/ Sale Pledge/ Revocation/ Invocation/ Others - please specify	Type of securities (For eg .- Shares, Warrants, Convertible Debentures, Rights entitlements, etc.)	No. % and of Shareholding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

Note: (i)"Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

(ii) Value of transaction excludes taxes/brokerage/any other charges

Details of trading in derivatives on the securities of the company by Promoter, member of the promoter group, designated person or Director of a listed company and immediate relatives of such persons and other such persons asmentioned in Regulation 6(2).

Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
16	17	18	19	20	21	22

Note: *In case of Options, notional value shall be calculated based on Premium plus strike price of options.*

Name & Signature:

Designation:

Date:

Place:

ANNEXURE-F

(*Pursuant to clause 9.2.2 of this Code*)
(To be made by Designated Persons)

Disclosure for the financial year ……

1. Name of the Company :

2. Name of the Designated Person:

3. Designation:

4. Unit/Division/Department:

5. No. of Equity Shares:

6. PAN or any other Identifier:

7. Phone no's with email id:

8. Names of educational institutions from which you have graduated:

SL No	***Name of Educational Institution(s)***

9. Names of the past employers:

SL No	***Name of Past Employer(s)***

10. Other disclosures as on date:

Relationship	**Name**	**PAN/ any other identifier authorized by law**	**No. of equity Shares held in DCM Limited**	**All Physcial Folio nos. in DCM Ltd./ all**	**Phone and mobile numbers which**

				Demat Account Nos.	**are used by them**
Father					
Mother					
Spouse					
Son/ Step Son					
Daughter/Step Daughter					
Brother					
Sister					
Persons with whom I share a material financial relationship*					
Relationship	**Name**	**PAN/ any other identifier authorized by law**	**No. of equity Shares held in DCM Limited**	**All Physcial Folio nos. in DCM Ltd./ all Demat Account Nos.**	**Phone and mobile numbers which are used by them**

Note:
*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.

Signature: _____
Name

Place:
Date:

ANNEXURE- G

Form D

SEBI (Prohibition of Insider Trading) Regulations, 2015
Regulation 7(3) – Transactions by Other connected persons as identified by the company

Name, PAN, CIN/DIN & Address with contact nos. Of other connected person as identified by the company	Connection with company	Securities held prior to acquisition /disposal		Securities acquisition /disposal				Securities held post acquisition / disposal		Date of allotment advice/ acquisition of shares/ disposal of shares, specify		Date of intimation to company	Mode of acquisition / disposal (on market/ public/ rights/ prefential offer/ off market/ Inter - se transfer, ESOPs, ect.)	Exchange on which the trade was executed
		Type of securities (For eg .- Share Warrants, Convertible Debentures, Rights entitlements, etc.)	No. % and of Shareholding	Type of securities (For eg .- Share Warrants, Convertible Debentures, Rights entitlements, etc.)	No.	Value	Transaction Type (Purchase / Sale / Pledge /Revocation/Invocation/Others -please specify)	Type of securities (For eg.- Share Warrants, Convertible Debentures, Rights entitlements, etc.)	No. % and of Shareholding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

Details of trading in securities by other connected persons as identified by the company

Note: *(i) "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.*

(ii) Value of transaction excludes taxes/brokerage/any other charges

Details of trading in derivatives on the securities of the company by other connected persons as identified by the company

Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which the trade was executed
Type of Contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
16	17	18	19	20	21	22

Note: *In case of Options, notional value shall be calculated based on premium plus strike price of options.*

Name:

Signature:

Place: