



DHANLAXMI BANK

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF
UNPUBLISHED PRICE SENSITIVE INFORMATION

Version 6.0

Date: 22.03.2024

DOCUMENT DETAILS

Policy Title	Dhanlaxmi Bank – Code of Practices and Procedures for Fair Disclosure of Unpublished Price sensitive Informtaion
Date Approved	22.03.2024
Approving body	Board of Directors, Dhanlaxmi Bank
Implementation date	22.03.2024
Version	6.0
Previous review date	21.2.2023
Frequency of review	Yearly
Related directions and regulations	Companies Act, 2013 & SEBI (Prohibition of Insider Trading) Regulations, 2015
Related policies	N/A
Related Procedures and Guidance	Various Regulatory Directions
Policy Owner department	Secretarial Department
Policy User departments	Secretarial Department
Reviewed by	appended below

DOCUMENT VERSION HISTORY

Sr.No.	Date of Document	Version	Remarks
1	October 26, 2015	1.0	Formation of Policy / Initial Version
2	April 17, 2019	2.0	Revision
3	March 09, 2020	3.0	Revision
4	March 17, 2022	4.0	Revision
5	February 21,2023	5.0	Revision

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information	Head – Secretarial Department	Department Heads	MD & CEO	Audit Committee	Board
	R/A	C	C/I	I	I

Table of Contents

S. No.	Content	Page No.
1	Purpose of the Code	5
2	Objective of the Code	5
3	Definition	5
4	Interpretation	6
5	Dissemination of Unpublished Price Sensitive Information	6
6	Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information	6
7	Policy for Determination of 'Legitimate Purposes'	7
8	Structured Digital Database Disclosure of the Code	8
9	Disclosure of the Code	8
10	Effective date	8
11	Review of the Policy	8

1. PURPOSE OF THE CODE

This Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (hereinafter referred to as “Code” in this document) is framed by the Bank pursuant to and in compliance with the applicable provisions of Regulation 8(1) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018 (hereinafter referred to as “Regulations” in this document).

2. OBJECTIVE OF THE CODE

This Code intends to provide a standard framework and policy for fair disclosure of unpublished price sensitive information envisaged in Schedule A of the Regulations, preserve the confidentiality of unpublished price sensitive information and to prevent trading based on unpublished price sensitive information.

3. DEFINITION

A). "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:

- a) financial results;
- b) dividends;
- c) change in capital structure;
- d) mergers, demergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
- e) changes in key managerial personnel;

B). Designated Person includes:

- a) Directors of the Company and its subsidiaries;
- b) Key Managerial Persons (KMPs) of the Company;
- c) Employees in the Scale of Assistant General Manager & above at Head Office and all the functional heads of the Company;
- d) Employees in the Scale of Chief Manager & above in the departments of Finance & Accounts, Secretarial, Integrated Risk Management and Compliance;
- e) Executive or Personal Secretaries of Managing Director & Chief Executive Officer, Executive Director, Chief General Manager and General Manager of the Company;

- f) Any other person specified by the Managing Director & Chief Executive Officer or the Compliance Officer of the Company from time to time;
- g) Immediate Relatives of (a) to (f) above;

4. INTERPRETATION

Words and expressions used in the 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 (Regulations) Act, 1956 or the Companies Act, 2013 and the rules made there under or the Dhanlaxmi Bank Code of Conduct to Regulate, Monitor and Report Trading by Insiders (hereinafter referred to as “Code of Conduct” in this document), as the case may be, including amendment(s)/modification(s) thereto.

5. DISSEMINATION OF UNPUBLISHED PRICE SENSITIVE INFORMATION

1. Unpublished price sensitive information may be communicated, provided, or allowed access to any employee other than the designated employee or to third parties if such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
2. Material Events are those specified in Para A of Part A of Schedule III of SEBI LODR, 2015.
3. Material Information - Material Information shall mean Material Events meeting the requirements of the Policy on Disclosure of Material Events & Information. When a Material event or Material Information triggers disclosure, the Company shall promptly furnish the Material Information to all stock exchanges where its Securities are listed.
4. Information published on the website of a stock exchange, would ordinarily be considered generally available information. The information released by the Company to the stock exchanges may also be released to the press for wider circulation.

6. PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

The Bank would follow the following practices and procedures for fair disclosure of unpublished price sensitive information:-

1. 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.

2. To make disclosures of unpublished price sensitive information, as and when made, in a universal and uniform manner through forums like widely circulated media and/or through stock exchanges where the securities of the Bank are listed. Selective disclosure of unpublished price sensitive information is to be avoided.
3. The Company Secretary shall be designated as the investor relations officer of the Bank to deal with dissemination of information and disclosure of unpublished price sensitive information.
4. Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise, to make such information generally available.
5. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.
7. Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the Bank's website to ensure official confirmation and documentation of disclosures made.
8. Handling of all unpublished price sensitive information on a need-to-know basis.
9. The Bank shall ensure that no insider communicates, provides or allows access to any unpublished price sensitive information relating to the Bank to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

7. POLICY FOR DETERMINATION OF 'LEGITIMATE PURPOSES'

'Legitimate Purpose' shall mean sharing of unpublished price sensitive information in the course of business by an insider with partners, collaborator, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals, other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Regulations / Code of Conduct / Code.

Any person in receipt of unpublished price sensitive information pursuant to a 'legitimate purpose' shall be considered as an 'insider' for the purposes of Regulations / Code of Conduct / Code and due notice shall be given to such person to maintain confidentiality of such unpublished price sensitive information in compliance with the Regulations / Code of Conduct / Code. Such person is also required to ensure the confidentiality of unpublished price sensitive information shared with him / her, in compliance with the Regulations / Code of Conduct / Code.

8. STRUCTURED DIGITAL DATABASE

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. Documents containing confidential information shall be kept secured. Computer files must have adequate security login, password, etc. The Company Secretary shall ensure that 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.

9. DISCLOSURE OF THE CODE

This Code and any amendments thereto shall be published on the on the Bank's website and shall be promptly intimated to the stock exchanges where the securities of the Bank are listed.

10. EFFECTIVE DATE

This "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (Version 6.0)" will be effective from the date of approval by the Board.

11. REVIEW OF THE POLICY

The Code is valid for a period of 1 year from the date of approval by the Board of Directors of the Bank. In case of any amendment (s), clarification (s), circular (s) etc. issued by the

relevant authorities, in the interim, not being consistent with the provisions laid down under this Code, then such amendment(s), clarification(s), circular(s), etc. shall prevail upon the provisions in this Code and this Code shall stand amended accordingly.

The Board has the power to replace this Code entirely with a new Code.