



DMI FINANCE

**CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED  
PRICE SENSITIVE INFORMATION  
OF  
DMI FINANCE PRIVATE LIMITED**

### SUMMARY OF POLICY

<b>Policy Name</b>	Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.
<b>Issue and Effective date</b>	November 12, 2021
<b>Periodicity of Review</b>	Annual
<b>Owner / Contact</b>	Compliance Department
<b>Approver</b>	Board of Directors

<b>Date of Review</b>	<b>Date of Next Review</b>	<b>Comments/Remarks/Changes</b>
November 12, 2021	On or before November 2022	First Issue of Document

**1. PREAMBLE:**

The Securities and Exchange Board of India (“SEBI”) vide No. LAD-NRO/GN/2014-15/21/85 has issued SEBI (Prohibition of Insider Trading) Regulations, 2015 which come into force from May 15, 2015 (as amended from time to time) [SEBI(PIT) Regulations].

In compliance with the requirements of Regulations 8(1) of SEBI(PIT) Regulations, DMI Finance Private Limited (“DMI” or ‘the Company’), has formulated Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (‘Code of Fair Disclosure’) in adherence with the principles set out in Schedule A of SEBI(PIT) Regulations.

**2. PURPOSE:**

The purpose of this Code of Fair Disclosure is to ensure timely and adequate public disclosure of Unpublished Price Sensitive Information no sooner than credible and concrete information comes into being in order to make such information generally available and to prevent its misuse.

**3. PRINCIPLES OF CODE OF FAIR DISCLOSURE:**

- i. To make, prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such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.
- ii. To make, uniform and universal dissemination of Unpublished Price Sensitive Information, with intent to avoid selective disclosures.
- iii. To ensure, prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently, or otherwise to make such information generally available.
- iv. To provide appropriate and fair response to queries on news reports and requests for verification on market rumours by regulatory authorities.
- v. The Company will ensure that, information if any, shared with analysts and research personnel is not Unpublished Price Sensitive Information.
- vi. The Company will constantly endeavour to develop best practices to make transcripts and records of proceedings of meetings with analysts and other investor relations conferences on the Company’s website <https://www.dmifinance.in/> to ensure official confirmation and documentation of disclosures made.
- vii. Unpublished Price Sensitive Information is to be handled on a “need to know” basis, i.e., Unpublished Price Sensitive Information should be disclosed only to those within and outside the Company who need to know such Unpublished Price Sensitive Information to discharge their duty.

**4. DESIGNATION OF CHIEF INVESTOR RELATIONS OFFICER:**

Mr. Sahib Pahwa, Company Secretary of the Company shall be the Chief Investor Relations Officer (“CIRO”) for the purpose of Code of Fair Disclosure.

The CIRO shall be responsible for dissemination of information and disclosure of Unpublished Price Sensitive Information.

**5. LEGITIMATE PURPOSE:**

No person shall procure from or cause the communication by any insider of unpublished price sensitive information, relating to a Company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. Further, the Policy for Determination of Legitimate Purpose forms an integral part of this code as ***Annexure A***.

**6. DIGITAL DATABASE:**

- i. The Board or head(s) of the Company who are required to handle unpublished price sensitive information shall ensure that 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.
- ii. The Board or head(s) of the Company who required to handle unpublished price sensitive information 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 SEBI regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

**7. REVIEW OF THE POLICY:**

The Code of Fair Disclosure shall be amended or modified with approval of the Board. The Policy shall be reviewed by the Board on an annual basis. Consequent upon any amendments in Applicable Laws or any change in the position of the Company, necessary changes in this Policy shall be incorporated and approved by the Board.

Notwithstanding anything contained in this Policy, in case of any contradiction of the provision of this Policy with any existing legislations, rules, regulations, laws or modification thereof or enactment of a new applicable law, the provisions under such law, legislation, rules, regulation or enactment shall prevail over this Policy.

**POLICY FOR DETERMINATION OF “LEGITIMATE PURPOSES”**

**1. PREAMBLE:**

The Policy for Determination of Legitimate Purpose (the “**Policy**”) prepared in compliance with the provisions of regulation 3(2A) of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time) [SEBI(PIT) Regulations], in order to establish a mechanism for sharing of Unpublished Price Sensitive Information (“**UPSI**”) in the ordinary course of business by an insider of the Company.

**2. PURPOSE:**

The purpose of this policy is to identify ‘Legitimate Purposes’ for performance of duties or discharge of legal obligations, which will be considered as exception for the purpose of procuring unpublished price sensitive information (UPSI) relating to the Company or its listed securities or proposed to be listed securities, if any.

**3. LEGITIMATE PURPOSE:**

“Legitimate Purposes” shall include sharing of UPSI in the ordinary course of business by an Insider with the following:

- a) Promoters
- b) Designated Persons
- c) Auditors
- d) Collaborators
- e) Lenders
- f) Customers
- g) Suppliers
- h) Bankers
- i) Merchant Bankers
- j) Legal Advisors
- k) Insolvency Professionals
- l) Consultants
- m) Any other advisors/consultants/partners
- n) Any other person with whom UPSI is shared, and such other person as may be decided by Board from time to time.

Provided that sharing has not been carried out to evade or circumvent the Regulations.

“Insider”– Any person in receipt of UPSI pursuant to a “legitimate purpose” shall be considered as an “insider” for the purpose of this policy and due notice shall be given to such persons (Insiders) to maintain confidentiality of such unpublished price sensitive information in compliance with SEBI(PIT) Regulations.

**4. PROCESS FOR SHARING OF UPSI:**

The insider shall conduct the following steps while sharing UPSI:

- ✓ Ensure that information is UPSI and sharing of such information is only for legitimate purposes;
- ✓ Identify the persons with whom such information is to be shared;

- ✓ Notify the recipient that the information that is being shared is UPSI and to maintain confidentiality of such UPSI and enter into a confidentiality/ non-disclosure agreement.
- ✓ Shall notify to the compliance officer to enable him to maintain names of the persons along with PAN (or any other identifier where PAN is not available) with whom information is shared.

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