



DHANLAXMI BANK

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UNPUBLISHED PRICE SENSITIVE INFORMATION

Version 5.0

Date: 21.02.2023

DOCUMENT DETAILS

Policy Title	Dhanlaxmi Bank – Code of Practices and Procedures for Fair Disclosure of Unpublished Price sensitive Informtaion
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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

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information	Head – Secretarial Department	Department Heads	MD & CEO	Audit Committee	Board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

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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This Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (hereinafter referred to as “Code” in this document) is framed by the Bank pursuant to and in compliance with the applicable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This Code intends to provide a standard framework and policy for fair disclosure of unpublished price sensitive information envisaged in Schedule A of the Regulations, preserve the confidentiality of unpublished price sensitive information and to prevent trading based on unpublished price sensitive information.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. 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.

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 PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

The Bank would follow the following practices and procedures for fair disclosure of unpublished price sensitive information:-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

5. 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.

6. 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.

The Bank shall submit Structured Digital Database Compliance Certificate certified either by the Compliance Officer or a Practicing Company Secretary, on a quarterly basis in accordance with the instructions and directions received from the Stock Exchanges.

7. 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.

8. EFFECTIVE DATE

This "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (Version 5.0)" will be effective from the date of approval by the Board.

9. 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.