

Ref. No.: DAM/SE/024/2025-26

Date: July 23, 2025

To, BSE Limited P.J. Towers, Dalal Street, Mumbai – 400 001 Scrip Code: 544316	To, National Stock Exchange of India Exchange Plaza, Plot No. C-1, G Block, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 NSE Symbol: DAMCAPITAL
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Dear Sir/ Madam,

Subject: Intimation under Regulation 8(2) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“PIT Regulations”):

In pursuance to the provisions of Regulation 8(2) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (“PIT Regulations”), please find enclosed herewith a copy of the “Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information” (“Fair Disclosure Code”), as reviewed and approved by the Board of Directors of the DAM Capital Advisors Limited at its meeting held on July 23, 2025.

In compliance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the above information is also being hosted on the DAM Capital website at www.damcapital.in.

Thank you.

Yours faithfully,
For **DAM Capital Advisors Limited**

Sonal Katariya
Company Secretary & Compliance Officer
Membership No.: A44446

Encl.: As Above.

DAM Capital Advisors Limited

Registered Office Address: PG 1 Gr Floor, Rotunda Bldg, Bombay Stock Exchange Building, Dala Street, Mumbai - 400001, Maharashtra, India.
Corporate Office Address: Altimus 2202, Level 22, Pandurang Budhkar Marg, Worli, Mumbai 400018 India. Tel. 022-4202 2500.
SEBI Reg. No. (Stock Broking – BSE Capital Markets / NSE Capital Markets / NSE Futures & Options): INZ000207137
SEBI Reg. No. (Research Analyst): INH000000131 | SEBI Reg. No. (Merchant Banker): MB/INM000011336
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DAM CAPITAL ADVISORS LIMITED

Code of Practices and Procedure for Fair Disclosure of Unpublished Price Sensitive Information

Name of the Policy	Code of Practices and Procedure for Fair Disclosure of Unpublished Price Sensitive Information
Prepared by	Secretarial Department
Approved by	Board of Directors
Approval Date	23 rd July 2025
Last Review Dates	14 th May 2025
Version	2.0

Code of Practices and Procedure for Fair Disclosure of Unpublished Price Sensitive Information

PREAMBLE:

In compliance with Regulation 8 (1) and the principles of fair disclosures as specified in Schedule A of the SEBI (Prohibition of Insider Trading Regulations), 2015 (“the Regulations”), DAM Capital Advisors Limited (“the Company”) is required to abide with the following practices and procedures relating to fair disclosures in respect of the Unpublished Price Sensitive Information (“UPSI”) relating to the Company and/or of its securities.

The Fair Disclosure Code intends to formulate a stated framework and policy for fair disclosure of events and occurrences that could materially impact price discovery in the market for the securities of the Company. The equity shares of the Company were listed on BSE Limited and National Stock Exchange of India Limited on December 27, 2024.

For the purpose of this Fair Disclosure Code, UPSI shall mean any information, directly or indirectly relating to the Company or of its securities, which is not generally available and which upon becoming public, is likely to materially affect the price of the securities of the Company and shall, ordinarily include but not be restricted to, information relating to the following: –

- i. financial results;
- ii. dividends;
- iii. change in its 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; and
- v. Changes in its 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.

Explanation:

1. 'Fraud' shall have the same meaning as referred to in Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.
2. 'Default' shall have the same meaning as referred to in Clause 6 of paragraph A of Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
3. For identification of events enumerated in this clause as unpublished price sensitive information, the guidelines for materiality referred at paragraph A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be specified by the Board from time to time and materiality as referred at paragraph B of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 shall be applicable.

The terms used but not defined in this Code shall have the same meaning as assigned to them under the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations').

THE PRACTICES AND PROCEDURES TO ENSURE FAIR DISCLOSURE OF MATERIAL EVENTS AND/ OR UPSI RELATING TO THE COMPANY OR ITS SECURITIES, TO THE PUBLIC, ARE AS UNDER:

1. Disclosure shall be made by the Company of any event / information, which is considered to be material in nature. The materiality of such event / information shall be ascertained in accordance with the principles set out in the 'Policy for Determination of Materiality of Events/ Information', which has been formulated and adopted by the Company, in terms of Regulation 30 of the Listing Regulations.
2. Any event/ information that could have a material impact on the price of securities of the Company shall be promptly disclosed to the Stock Exchanges where its securities are listed, no sooner than credible and concrete information in respect of such event/ information comes into being, in order to ensure details of such event / information is generally available. Such disclosure would be made by Officers of the Company, duly authorized under Policy for Determination of Materiality of Events/ Information, subject to receipt of requisite internal approvals.
3. Uniform and universal dissemination of UPSI would be ensured by the Company by adopting a common platform for public disclosure i.e. Stock Exchanges. Once the UPSI is communicated to Stock Exchanges as aforesaid, then other medium of dissemination may be used to ensure such information is made accessible to the public on a non-discriminatory basis.
4. The Company has authorized the Compliance Officer of the Company to deal with dissemination

of information and disclosure of Unpublished Price Sensitive Information relating to the Company and its subsidiaries and associates.

5. In case any clarification sought by the Statutory/ Regulatory Authorities or Stock Exchanges in respect of rumors / news reports relating to the Company or that of its subsidiary companies, the Company shall endeavor to provide an appropriate response by accepting / denying / clarifying the same.
6. Any information that is classified as UPSI shall be dealt with on a need-to-know basis and shall be communicated or procured only for furtherance of a legitimate purpose or performance of duties or discharge of legal obligations.
7. The Policy for Determination of “Legitimate Purpose”, in terms of Regulation 3 (2A) of the Regulations, is as under.

- a) Legitimate Purpose means legitimate transactions undertaken for performance of a fiduciary duty in the interest of the Company or transactions undertaken in the public interest or transactions undertaken without an intent to make unlawful profit or gain or without a view to misuse UPSI relating to the Company, or the like, which would not be hit by any prohibition as contained in the Regulations.

Explanation – For the purpose of this Code, the term “legitimate purpose” would mean and include, sharing of UPSI in the ordinary course of business with Professional Firms (viz. statutory auditors, secretarial auditors, accountancy firms, law firms), analysts, collaborators, lenders, banks, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or such other advisors or consultants who are assisting or advising the Company (collectively referred to as ‘Fiduciaries’).

- b) Communication / procurement of UPSI relating to the Company shall be considered to have been carried out for ‘legitimate purpose’, under any one or more of the following circumstances:
 - i. The communication / procurement of such UPSI has been made in furtherance of legitimate purpose, performance of fiduciary duties or discharge of legal obligations and in the ordinary course of the business of the Company.
 - ii. The communication / procurement of such UPSI is duly authorized by the Company stating the legitimate purpose for which such UPSI is being communicated and the manner in which such UPSI will be communicated or access granted.
 - iii. Any person in receipt of such UPSI pursuant to a “legitimate purpose” shall be considered as an “insider” in terms of Regulation 3 (2B) of the Regulations and due notice shall be given to such person(s) with regard to their obligation to maintain confidentiality of such UPSI, in compliance with the Regulations.
 - iv. The Insider, who is in receipt of such UPSI pursuant to a “legitimate purpose” shall also abide by the DAM Capital Insider Trading Code formulated and adopted by them under Regulation 9 (2) read with Schedule C to the Regulations.
- c) It is further clarified that sharing of any such UPSI, for being considered to have been done for a “legitimate purpose”, must not have been done to evade or circumvent the Regulations or market abuse.

- d) The prescribed details of the insider(s), with whom such UPSI relating to the Company has been shared and also name of such persons who have shared the UPSI for legitimate purpose(s) along with the nature of UPSI, shall form part of the 'Structured Digital Database' maintained by the Company, under with Reg. 3(5) of the Regulations.

Issue of Notice to the recipient of UPSI under Regulation 3 (2B) of the Regulations:

Any person in receipt of such UPSI pursuant to a "legitimate purpose" shall be considered as an "insider" in terms of Regulation 3 (2B) of the Regulations and due notice shall be given to such person(s) with regard to their obligation to maintain confidentiality of such UPSI, in compliance with the Regulations.

The said notice shall be given to such insider to inform that the information shared with him / her, is an UPSI relating the Company, his / her duties and responsibilities upon receipt of such UPSI and the liability attached to any misuse or unwarranted disclosure / misuse of such UPSI, on his / her part or by person acting on his behalf and to maintain confidentiality of such UPSI, in compliance with the Regulations, failing which, the Company would have the right to initiate appropriate legal action.

Structured Digital Database under Regulation 3(5) of the Regulations.

In terms of Regulation 3 (5) of the Regulations, the Company shall maintain a Structured Digital Database ('SDD') containing the nature of UPSI and the names of such persons who have shared the UPSI and the name of such persons or entities as the case may be, with whom UPSI relating to the Company has been shared by the Company under the Regulations for legitimate purpose and in the ordinary course of the business. Structured Digital Database shall contain the information as prescribed under the Regulations. 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. The structured digital database shall be 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. The said database shall be maintained by the Company with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering thereof.

The entry of information, not emanating from within organisation, in SDD entry may be done not later than 2 calendar days from the receipt of such information.

REVIEW/REVISION OF THE CODE:

The Code shall be reviewed as and when required. In the case of any amendment(s) and/or clarification(s) to the Regulatory Provisions, it shall stand amended accordingly from the effective date specified as per the Regulatory Provisions. The Board and/or its committee reserve(s) the right to alter, modify, add, delete or amend any of the provisions of the Policy.
