Ref. No.CO:CS:RC:2022-23:074 June 29, 2022

BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 023.
**Scrip Code: 532772**

National Stock Exchange of India Limited,
Exchange Plaza, Bandra Kurla Complex,
Bandra (E),
Mumbai – 400 051.
**SYMBOL: DCBBANK**

Dear Sirs,

**Sub: Amended Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information**

Further to our letter dated June 22, 2022 intimating retirement of Mr. Bharat Sampat as Chief Financial Officer of the Bank at close of the business hours on June 30, 2022.

He was also designated as Chief Investment Relations Officer (CIRO).

In view of Mr. Sampat's retirement and pursuant to Regulation 8(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Board of Directors of the Bank has appointed Mr. Ajit Kumar Singh, Head - Treasury & Financial Institution Group as the Chief Investment Relations Officer (CIRO) of the Bank w.e.f. from July 01, 2022 and the "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" of the Bank is amended to that extent.

The Board of Directors of the Bank has approved the amended Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI) and the same has been published on official website of the Bank.

Copy of the revised Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information is enclosed as Annexure- I for your record.

Please take note of the above in compliance with Regulation 8(2) and other applicable regulations and circulars, if any, of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

Thanking you,
Yours faithfully,
For DCB Bank Limited

RUBI CHATURVEDI
Digitally signed by RUBI CHATURVEDI
Date: 2022.06.29 19:14:59 +05'30'

Rubi Chaturvedi
Company Secretary &
Compliance Officer

Encl: As stated above



**DCB Bank Limited**
Corporate & Registered Office: 6th Floor, Tower A, Peninsula Business Park, Senapati Bapat Marg, Lower Parel, Mumbai - 400013
CIN: L99999MH1995PLC089008 Tel: +91 22 66187000 Fax: +91 22 66589970 Website: www.dcbbank.com

**Annexure I**

**Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (Version 4)**

The Securities and Exchange Board of India (SEBI) Prohibition of Insider Trading Regulations, 2015 ("PIT Regulations") mandates every listed company to formulate a stated framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for its securities.To ensure its compliance, DCB Bank Ltd (hereinafter referred to as the "Bank") formed this "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" (hereinafter referred to as Fair Disclosure Code) under regulation 8 of SEBI PIT Regulation.

Further, SEBI (Prohibition of Insider Trading) (Amendment) Regulation 2018 notified on December 31, 2018 and subsequent amendment to PIT Regulations notified on January 21, 2019 requires every listed Company, inter-alia, to formulate a Policy for determination of 'Legitimate Purposes' as a part of Fair Disclosure Code. Accordingly, the Policy for Determination of Legitimate Purposes forms part of this Fair Disclosure Code.

## 1. Objective

The objective of the Fair Disclosure Code is to formulate a stated framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for the Bank's securities and to maintain the uniformity, transparency and fairness in dealings with all stakeholders and ensure adherence to applicable laws and regulations.

## 2. Applicability

2.1 The Fair Disclosure Code (Version 4) was last reviewed and approved by the Board on June 29, 2022

2.2 Words and expressions used but not defined in this Code shall have the same meaning assigned to them in the SEBI (Prohibition of Insider Trading) Regulations, 2015 or the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and the rules and regulations made thereunder, as the case may be or in any amendment thereto.

## 3. Prompt public disclosure of Unpublished Price Sensitive Information

The Bank shall ensure prompt public disclosure of Unpublished Price Sensitive Information (UPSI) as soon as it has credible and concrete information by reporting it to the Stock Exchanges on which securities of the Bank are listed, as well as by hosting the same on the official website of the Bank.

## 4. Manner of dissemination of Unpublished Price Sensitive Information

The dissemination of UPSI to the stock exchanges and hosting on the Bank's website shall be made in a uniform and universal manner.

Any UPSI that gets disclosed selectively, inadvertently or otherwise shall be promptly disseminated to ensure that such information is made generally available at the earliest.



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**5. Chief Investor Relations Officer (CIRO)**

The Head Treasury and Financial Institutions Group (currently Mr. Ajit Singh) of the Bank shall act as the Chief Investor Relations Officer (CIRO) to deal with dissemination of information and disclosure of UPSI.

**Fair response to queries on News Reports**

CIRO (currently Mr. Ajit Singh) is authorised to provide an appropriate and fair response to the queries on news reports and requests for verification of market rumours by regulatory authorities. He can be contacted on: (Tel. No.02266187024); E-mail: ajitsingh@dcbbank.com .

**6. Information shared with Research Analysts or any Specific Persons**

The information that shall be shared by the Bank with analyst and research personnel is one which is not in the nature of Unpublished Price Sensitive Information.

**7. Publication of transcripts or records of proceedings of meetings with analysts**

The Bank shall make available the transcripts or records of proceedings or details of investor relations conferences hosted by it on the official website of the Bank.

**8. Handling of UPSI on a need-to-know basis**

8.1 All UPSI shall be made available to relevant persons / entities on a need-to-know basis.

8.2 No UPSI shall be communicated by Employees, Directors and Insiders of the Bank to any person except in furtherance of his/her Legitimate Purposes, performance of duties or disclosure of his/her legal obligations.

**9. Policy for determination of Legitimate Purpose:**

9.1 "Legitimate Purpose" shall mean sharing of UPSI in the ordinary course of business or on a need-to-know basis. The Bank shall share the UPSI if required in the interest of the Bank.

9.2 Legitimate Purpose shall include sharing of UPSI on need to know basis by an Insider with professional firms such as auditors, accountancy firms, law firms, analysts, insolvency professional entities, consultants, banks, credit rating agencies, etc. who are assisting or advising the Bank.

9.3 In following cases which are illustrative in nature, sharing of UPSI would be considered as for Legitimate Purpose:

I. For investigation, inquiry or request for information by statutory or governmental authorities.

II. Authorities or any other administrative body recognized by law; Example: Any call for information or query received from Ministry of Corporate Affairs, Income Tax Authority,



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Securities and Exchange Board of India ("SEBI"), Stock Exchanges, Reserve Bank of India, Sectoral Regulatory Body, etc.

III. Under any proceedings or pursuant to any order of courts or tribunals; Example: National Company Law Tribunal, National Company Law Appellate Tribunal, Quasi-judicial authority, Other Appellate Tribunals, Arbitration Proceedings, etc.

IV. As part of compliance with applicable laws, regulations, rules and requirements Example: Company Law, Securities Law, Income Tax Law, Banking Law, etc.

V. Arising out of any contractual obligations or arrangement entered by the Bank set forth in any contract, agreement, arrangement, settlement, understanding or undertaking. Example: Due-diligence for any kind of restructuring, namely mergers & acquisitions, joint venture agreements, share purchase agreements, franchisee agreement, etc.

9.4 Notwithstanding the aforesaid, UPSI 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 Bank is of informed opinion that sharing of such information is in the best interests of the Bank;

II. Not attract the obligation to make an open offer under the Takeover Regulations but where the Board of Directors of the Bank is of informed opinion that such information is in the best interests of the Bank and information that constitute UPSI 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.

**10. Issue of Notice to the recipient of UPSI**

Any person in receipt of UPSI pursuant to a Legitimate Purpose shall be considered an "Insider" for purposes of this Code and due notice shall be given to such persons,

(I). To make aware such person that the information shared is or could be UPSI.
(II). To instruct such person to maintain confidentiality of such UPSI in compliance with the PIT Regulations.

**11. Digital Database of recipient of UPSI**

The CIRO shall be responsible to ensure maintenance of structured digital database of such persons or entities as the case may be with whom information is shared under this regulation with details as required under the PIT Regulation as amended from time to time.

**12. Amendment to the Fair Disclosure Code**

This Code shall be published on official website of the Bank. Further, this Code and every subsequent amendment made to the same shall be promptly intimated to the stock exchanges where securities of the Bank are listed.

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