

March 27, 2026

<b>National Stock Exchange of India Limited</b> Exchange Plaza, Plot no. C/1, G Block, Bandra- Kurla Complex, Bandra (E), Mumbai - 400 051 <b>NSE Symbol : DNAMEDIA - EQ</b>	<b>BSE Limited</b> Phiroze Jeejeebhoy Towers Dalal Street, Mumbai- 400 001 <b>Scrip Code : 540789</b>
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**Kind Attn.: Corporate Relationship Department**

**Subject : Amendment to the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information**

Dear Sir/Madam,

We hereby inform you that, in compliance with Regulation 8(2) of the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has amended the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information. A copy of the Code of Fair Disclosure is enclosed.

The same is also uploaded on the Company's website at [www.dnaindia.com](http://www.dnaindia.com).

Kindly take the same on record.

Thanking you,

Yours faithfully,

For **Diligent Media Corporation Limited**

**Jyoti Upadhyay**  
**Company Secretary and Compliance Officer**  
Membership No. A37410  
Contact No.:+ 91-120-715 3000

*Encl: As above*



Diligent Media Corporation Limited

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of Unpublished Price Sensitive Information

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## BACKGROUND

This Code is framed pursuant to Regulation 8(1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (hereinafter referred to as 'SEBI PIT Regulations').

As per these Regulations, a company listed on any Indian Stock Exchange shall initiate and implement a code of practices and procedures for fair disclosure of unpublished price sensitive information ("the Code") for prevention of insider trading.

Further, owing to the amendments brought in by the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, the Board of Directors has approved the revised code "Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information" which amends the earlier "Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information".

## DEFINITIONS

- i. "**Act**" means the Securities and Exchange Board of India Act, 1992 as amended from time to time;
- ii. "**Chief Investor Relations Officer or CIRO**" shall be the Chief Financial Officer or any other senior officer duly authorized by the Board of Directors of the Company, shall act as CIRO, who would be responsible for satisfactory discharge of the duties and responsibilities laid down under this Code.
- iii. "**Code**" or "**this Code**" shall mean this Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information;
- iv. "**Company**" or "**the Company**" or "**DMCL**" means Diligent Media Corporation Limited;
- v. "**Compliance Officer**" means any senior officer, designated so and reporting to the board of directors or head of the organization in case board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board of directors of the listed company or the head of an organization, as the case may be.
- vi. "**Generally Available Information**" means information that is accessible to the public on a non-discriminatory basis such as information published on the website of the stock exchanges. "Generally Available" with respect to information shall be construed accordingly;
- vii. "**Insider**" means any person who,
  - a. a connected person; or
  - b. in possession of or having access to unpublished price sensitive information including in receipt of UPSI.

- viii. **“Insider Trading Regulations”** means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time;
- ix. **“Listing Regulations”** means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time;
- x. **“Unpublished price sensitive information or UPSI”** shall have the meaning given to it under Regulation 2(1)(n) of the Regulations.

All terms used and not defined herein shall have the meaning ascribed to them in the SEBI (Prohibition of Insider Trading) Regulations, 2015 and other applicable regulations.

The provisions of this Code have to be read along with the Insider Trading Regulations and if there is any inconsistency / contradiction between the two, the provisions of the Insider Trading Regulations shall prevail.

### **FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

- (i) The Company shall promptly disclose UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- (ii) The Company shall follow uniform and universal dissemination of UPSI to avoid selective disclosure.
- (iii) The Chief Investor Relations Officer of the Company for the purpose of the Code to deal with dissemination of information and disclosure of UPSI.
- (iv) In case of UPSI that gets disclosed selectively, inadvertently or otherwise, prompt steps shall be taken by the Company to make such information generally available.
- (v) The Company shall ensure appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities within the prescribed timelines. In case a query/request has been received from any stock exchange, a copy of such reply shall be sent to other stock exchange(s) also where securities of the Company are listed, if any.
- (vi) The UPSI can be shared as an exception by an insider for legitimate purposes, in the ordinary course of business of the Company, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.
- (vii) Ensure that information shared with analysts and research personnel is not UPSI.
- (viii) Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made
- (ix) The Company shall handle all UPSI on a need-to-know basis.

### **MEDIUM OF DISCLOSURE/DISSEMINATION**

- i. The Company shall ensure that disclosure to Stock Exchange(s) where DMCL Securities are listed is made promptly.
- ii. Disclosure/dissemination of information may be done through various media so as to achieve maximum reach and quick dissemination.
- iii. The Company may also facilitate disclosure through the use of its website.

- iv. The information filed by the Company with exchanges under continuous disclosure requirement will be made available on the Company website.

#### **POLICY FOR DETERMINATION OF “LEGITIMATE PURPOSE”**

The Policy for determination of “Legitimate Purposes” is annexed as Annexure and forms part of this Code.

#### **AMENDMENT OF THE CODE**

The Board of Directors of the Company, in accordance with applicable laws, rules and regulations, may review and amend this Code. Any amendment to this Code, upon approval of the Board of the Company shall be intimated to the stock exchanges where the securities of the Company are listed and shall also be made available on the Company’s website at [www.dnaindia.com](http://www.dnaindia.com)

## Annexure

### POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES

[Pursuant to Regulation 3 (2A) of SEBI (Prohibition of Insider Trading) Regulations, 2015]

#### PREFACE

This policy for determination of legitimate purposes ("Policy"), which is part of the Fair Disclosure Code formulated under Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations 2015.

#### PURPOSE

The Policy is formulated with an objective to identify 'Legitimate Purposes' , which shall be considered as exceptions wherein an insider is entitled to communicate, provide, or allow access to any UPSI relating to the Company or its listed securities, to any person including other insiders, in the ordinary course of business.

#### DEFINITION

"**Legitimate Purposes**" shall mean sharing of UPSI in the ordinary course of business by an Insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, any other person with whom UPSI is shared provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.

To illustrate, procuring /sharing of information in the ordinary course of business for the purpose of consolidation of accounts would be considered as Legitimate Purpose.

All terms used and not defined herein shall have the meaning ascribed to them in the SEBI (Prohibition of Insider Trading) Regulations, 2015 and other applicable regulations.

#### CONDITIONS FOR SHARING 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 which would *inter alia* include the following:-

- (i) The information shared is in the nature of UPSI.
- (ii) To maintain confidentiality of such UPSI and not to disclose such UPSI except in compliance with Insider Trading Regulations.
- (iii) Not to trade in securities of the Company while in possession of UPSI.
- (iv) The recipient shall obtain the Company's prior written consent in case the information provided to such recipient is to be used by such recipient for a purpose other than the Legitimate Purpose for which the Company had provided the UPSI and such other purpose is also a Legitimate Purpose.

#### TRADING WHEN IN POSSESSION OF UPSI

When a person who has traded in securities has been in possession of UPSI, his trade(s) would be presumed to have been motivated by the knowledge and awareness of such information in his possession.

## **MAINTENANCE OF DIGITAL DATABASE**

The Company shall maintain a structured digital database of the persons with whom UPSI is shared, as required under the Insider Trading Regulations. The database shall *inter alia* contain the names of the persons or entities with whom the information is shared under the Insider Trading Regulations along with the Permanent Account Number (“PAN”) or any other identifier authorized by law where PAN is not available.

## **PENALTIES AND FINES APPLICABLE IN CASE OF VIOLATION OF THE POLICY**

Any sharing of UPSI, other than in compliance with the Policy and the Insider Trading Regulations, would be construed as a violation. The onus lies on the insider to prove to the contrary. In case of any violation of this Policy, disciplinary action would be taken by the Company. The Company shall also inform SEBI about the violation.

## **POLICY ADHERENCE RESPONSIBILITY**

The responsibility for adherence to this Policy vests entirely with the person who is sharing the UPSI as well as the recipient of the UPSI.