

DHAMPUR SUGAR MILLS LIMITED

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURES OF UNPUBLISHED PRICE SENSITIVE INFORMATION

(Pursuant to Regulation 8 (1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015)

The Company will adhere to the following Principles to ensure fair disclosure of events and occurrence that could impact price of its securities in the market:-

- The Company will make prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such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.
- The Company will make disclosure of unpublished price sensitive information on a continuous, immediate and uniform basis and will ensure universal dissemination to avoid selective disclosure.
- The Company Secretary shall act as Chief Investor Relations Officer and will deal with dissemination of information and disclosures of unpublished price sensitive information.
- The Company will promptly disseminate unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- The Company will provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
- The Company will ensure that information shared with analysts and research personnel is not unpublished price sensitive information.
- The Company will develop 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.
- The Company will handle all unpublished price sensitive information on a need-to-know basis.

Unpublished Price Sensitive Information means any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including but not restricted to, information relating to the following:

- (i) Financial results;
- (ii) Dividends;
- (iii) Change in capital structure;
- (iv) Mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
- (v) Changes in key managerial personnel.

Determination of Legitimate Purposes:

- The term “Legitimate Purpose” shall include sharing of unpublished price sensitive information 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, provided that such sharing has not been carried out to evade or circumvent the prohibitions of SEBI (Prohibition of Insider trading) Regulations, 2015 or any amendments thereto.
- The Company has designated Company Secretary to determine legitimate purposes for communication of any UPSI to any person for in furtherance of performance of duties or discharge of legal obligations.
- Any person in receipt of UPSI pursuant to a “Legitimate Purpose” shall be considered an “insider” for purposes of SEBI (Prohibition of Insider trading) Regulations, 2015 or any amendments thereto and such person shall maintain confidentiality of such UPSI in compliance with legal obligations.

Amendments:

Any statutory amendment in SEBI (Prohibition of Insider trading) Regulations, 2015 other applicable Regulations if any shall be deemed to be included in the code and the participants shall be governed by it. Pursuant to such amendment the Company Secretary may carry out the necessary changes to this code, as may be required.