



DHANVARSHA FINVEST LIMITED

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

VERSION NO. 3

JUNE 15, 2020

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

[Under Regulation 8(1) of Securities and Exchange Board India (Prohibition of Insider Trading) Regulations, 2015 as amended]

Background

The Securities and Exchange Board India (Prohibition of Insider Trading) Regulations, 2015 (“Regulations”), as amended from time to time, mandates every listed company to formulate and publish on its official website, a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (“Code”).

In line with the requirements of law and to ensure compliance, the Board of Directors of Dhanvarsha Finvest Limited (“the Company”) have adopted this Code.

Objective

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

Scope

The Company endeavors to preserve the confidentiality of Unpublished Price Sensitive Information (“UPSI”) and to prevent misuse of such information. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations.

Definitions

- a. **Chief Investor Relation Officer (“CIO”)** shall mean the Compliance Officer of the Company appointed by the Board of Director under Regulations.
- b. **Company** means Dhanvarsha Finvest Limited.
- c. **Insider** means any person who is: (i) a Connected Person (*as defined in the Regulations*); or (ii) in possession of or having access to UPSI.

The term “Insider” shall include the following persons, in receipt of UPSI pursuant to “legitimate purpose”:

- (i) Promoters & Members of the Promoter Group of the Company
- (ii) Auditors (Statutory, Internal, Secretarial, Tax and any other Auditor as may be applicable)
- (iii) Staff Members of the Audit Firm / Team conducting the Audit

- (iv) Lenders
- (v) Customers
- (vi) Suppliers
- (vii) Bankers
- (viii) Legal Advisors
- (ix) Insolvency Professionals
- (x) Consultants
- (xi) Merchant Bankers
- (xii) Any other Advisors/Consultant/Partners
- (xiii) Any other persons with whom UPSI is shared.

All the other terms used in the Policy shall have the same meaning as assigned to them under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

- d. Legitimate Purpose** shall include sharing of Unpublished Price Sensitive Information in the ordinary course of business by an insider with partner(s), lender(s), customer(s), supplier(s), merchant banker(s), banker(s), legal advisor(s), auditor(s), Insolvency professional(s) or other advisor(s) or consultant(s), provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Regulations.
- e. Un-published Price Sensitive Information** (“UPSI”) shall mean any information, relating to the Company or its securities, directly or indirectly, that is not Generally Available (*as defined under the Regulations*) which upon becoming Generally Available, is likely to materially affect the price of the securities and shall, ordinarily include but not restricted to, information relating to the following;
- (i) Periodical Financial Results of the Company;
 - (ii) Intended declaration of dividends (Interim and Final);
 - (iii) Change in capital structure i.e. Issue of securities, buy - back of securities or any forfeiture of shares or change in market lot of the Company’s shares;
 - (iv) Mergers, De-mergers, Amalgamation, Acquisitions, De-listing of Securities, Scheme of Arrangement or Takeover, Disposals, Spin Off or Selling Division of Whole or Substantially Whole of the Undertaking and Expansion of Business and such other transactions;
 - (v) Any major expansion plans or execution of new projects or any significant changes in policies, plans or operations of the Company;
 - (vi) Changes in Key Managerial Personnel;
 - (vii) Any other matter as may be prescribed under Corporate Law to be price sensitive, from time to time.

- f. Regulations** shall mean any SEBI (Prohibition of Insider Trading) Regulations, 2015 read with SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

Any words used in this Policy but not defined herein shall have the same meaning as described to it in the Companies Act, 2013 or Rules made thereunder, Securities & Exchange Board of India Act or Rules and Regulations made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Regulations or any other relevant legislation/law applicable to the Company, as amended from time to time.

Principles of Fair Disclosure

The Company shall adhere to the following principles to ensure timely and fair disclosure of UPSI:

- (i) Prompt public disclosure of UPSI that would impact price discovery, as soon as it has credible and concrete information, in order to make such information generally available.
- (ii) Uniform and universal dissemination of UPSI to avoid selective disclosure.
- (iii) Prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
- (iv) Ensuring that information shared with analysts and research personnel is not UPSI. The Company shall be careful while answering to the queries of analysts. Un-anticipated questions shall be taken on notice and a considered response shall be given later.
- (v) Developing best practices to make transcripts or records of proceedings of Meetings with analysts and other investor relations conferences on the Company's website to ensure official confirmation and documentation of disclosures made.
- (vi) Handling of all Unpublished Price Sensitive Information on a need-to-know basis. UPSI shall be disclosed to Company officials only after a proper clarification is sought as to the purpose for which the information is needed.

Chief Investor Relations Officer to oversee and coordinate disclosures

- (i) The Compliance Officer of the Company is designated as the Chief Investor Relations Officer and is responsible for dissemination of information and disclosure of UPSI to the Stock Exchanges and other regulatory authorities as may be required under any applicable law for time being in force.
- (ii) The Compliance Officer is also responsible for ensuring compliance under this

Code, overseeing and coordinating disclosure of UPSI to stock exchanges, shareholders, analysts and media and for educating the Company's staff on disclosure policies and procedure.

- (iii) All UPSI is to be handled on "need-to-know basis", i.e., UPSI should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information. All the non- public information directly received by any employee should immediately be reported to the Compliance Officer.

Powers & Duties of Chief Investor Relations Officer

- (i) Other than information which is price sensitive in accordance with the Companies Act 2013, the Regulations or any other applicable law for the time being in force, the CIO in consultation with the Managing Director & Chief Financial Officer (CFO) shall decide whether an information is price sensitive or not;
- (ii) The CIO shall ensure that uniform disclosures are made to the Stock Exchanges promptly;
- (iii) All information disclosure/dissemination may normally be approved in advance by the CIO. In case information is accidentally disclosed without prior approval of CIO, the person responsible shall immediately inform the CIO;
- (iv) The CIO shall ensure that no UPSI is disclosed selectively to any one or group of research analysts or investors to the disadvantage of other stakeholders;
- (v) Any queries or requests for verification of market rumor(s) by the regulatory authorities shall be forwarded to the CIO, who shall decide on the clarification to be provided.
- (vi) The CIO shall decide whether a public announcement is necessary for verifying or denying any rumor(s).

Prompt disclosure of unpublished price sensitive information

- (i) The Company will ensure that any event which has a bearing on the share price of the Company shall be disseminated promptly upon the conclusion of the event, by communicating the same to the Stock Exchanges in accordance with the Regulations and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be amended from time to time;
- (ii) To ensure that the information is disseminated in a uniform manner, the Company

will transmit the information to all the Stock Exchanges where the securities of the Company are listed, at the same time and shall also publish the same on the website of the Company viz. www.dfltd.in

Disclosure with reference to Analysts/ Media

- (i) All UPSI shall be first communicated to the Stock Exchanges before the same is shared with Analyst and Research personnel.
- (ii) Transcript of the Meetings / Con-calls with Analysts shall be furnished to the Stock Exchanges and then posted on the website of the Company.

Responding to Market Rumors

The Managing Director / Chief Financial Officer / Compliance Officer and /or any other official(s) ("Spokesperson") authorized by the Board of Directors of the Company shall give an appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities. They shall also be responsible for deciding whether a public announcement is necessary for verifying or denying rumors and making disclosures.

Determination of Legitimate Purpose

The following factors shall be taken into consideration while determining Legitimate Purpose:

- a. Whether the information has been shared for the purpose of undertaking normal course of activity as required under the assigned scope of work;
- b. Whether sharing of such information is customary business practice;
- c. Whether the purpose for which the information is shared having well established precedence in the Company's history;
- d. Whether such information relate to regular and frequent activities of the Company;
- e. Whether such information and the purpose of sharing were apparent and predictable;
- f. Any other factor, which may be deemed to be appropriate.

Sharing of UPSI for Legitimate Purpose

The UPSI shall be shared by any person(s) authorized by the Board of Directors or CIO of the Company, only in furtherance of Legitimate Purpose(s) which shall include the

following;

- (i) In the ordinary course of business by any Insider, Designated Person, or by any Authorized person with existing or proposed partners, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, valuers, insolvency professionals, other advisors or consultants or business support agents, service providers, in order to avail professional services from them in relation to the subject matter of UPSI;
- (ii) Sharing the relevant UPSI with consultant, advisors engaged by the Company in relation to the subject matter of the proposed deal/assignment/tie-up/fund raising resulting to UPSI;
- (iii) Where such communication is in furtherance of performance of duty (ies);
- (iv) For discharge of legal obligation(s);
- (v) For any other genuine or reasonable purpose as may be determined by the CIO of the Company;
- (vi) Sharing of UPSI by a director of the Company or its subsidiaries with the shareholder that nominated such director (as applicable) or their personal office staff or with his/her advisors;
- (vii) Sharing the relevant UPSI with potential customers, joint ventures partners and vendors essential to fulfill the terms and conditions of business contract;
- (viii) Sharing the relevant UPSI for advice, consultation, transaction support, intermediation and approvals in the process of evaluation of new business opportunities;
- (ix) Sharing the relevant UPSI for statutory consolidation requirements or related customary disclosure obligations;
- (x) Sharing the relevant UPSI with persons engaged or involved in the processes leading to disclosure of events set out in Schedule III to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (xi) For any other purpose as may be prescribed under the Securities Regulations or Company Law or any other law for the time being in force, in this behalf, as may be amended from time to time.

Provided that such sharing should not be carried out to evade or circumvent the prohibitions of the Regulations.

However, other provisions / restrictions as prescribed under the Regulations or any other law for the time being in force in this behalf, as may be amended from time to time, shall be observed.

Restrictions for Sharing UPSI

Till the UPSI becomes generally available information, it can be shared with the Insiders only on a need-to-know basis and for legitimate purpose as provided under this Code.

The Compliance Officer or any of the Director(s) shall issue a notice to the Insider to maintain confidentiality of UPSI shared for legitimate purpose.

The Board of Directors shall require the Insider(s) to maintain confidentiality and / or non-disclosure agreement to keep UPSI so received confidential and shall not otherwise trade in securities of the company when in possession of UPSI.

The Insider will obtain Company's written consent, in case UPSI received by the Insider under this Policy is proposed to be used by the Insider for purpose other than the initial legitimate purpose for which the Company has provided UPSI.

Issue of Notice to the recipient of UPSI

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

- (i) To make aware to such person that the information shared is or would be UPSI;
- (ii) To make aware to such person the duties and responsibilities attached to the receipt of such UPSI and the liability attached to misuse or unwarranted;
- (iii) To instruct such person to maintain confidentiality of such UPSI in compliance with the Regulations and to refrain from trading / dealing in securities of the Company, whether directly or indirectly, when in possession of UPSI.

Digital Database of recipient of UPSI

The CIO shall be responsible to maintain a structured digital database of such persons or entities as the case may be with whom information is shared under the Regulation, which shall contain the following information;

- a) Name of such recipient of UPSI;
- b) Name of the Organization or entity to whom the recipient represents;
- c) E-mail ID of such recipient;
- d) Permanent Account Number (PAN) or any other identifier authorized by law, if PAN is not available.

The CIO shall also be responsible to ensure that such databases shall be maintained with adequate internal controls (as prescribed under the Regulations or such other regulation(s), as may be applicable for time being in force) and checks such as time stamping and audit trails to ensure non-tampering of such database.

Amendment

This Code would be subject to revision/amendment in accordance with the guidelines as may be issued by Securities and Exchange Board India or such other regulatory authority as may be authorized, from time to time, on the subject matter. The Managing Director of the Company shall be authorized to amend/modify the Code to be in line with the applicable Regulations or such other statutory authority's requirements / updates / amendments from time to time. Such amended Code shall be placed before the Board at its meeting subsequent to amendments to the Code, for noting and necessary ratification immediately after such changes.