

DANGEE DUMS LIMITED

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURES

[Pursuant to Regulation 8 (1) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015]

Introduction:

The Securities and Exchange Board of India (SEBI), in its endeavour to protect the interests of investors in general, had formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015 ("**Regulations**") under the powers conferred on it under the SEBI Act, 1992. These regulations came into force with effect from May 15, 2015 and the same have been made applicable to all companies whose shares are listed on Indian stock exchanges.

In compliance of SEBI (Prohibition of Insider Trading) (Amendment) Regulation, 2018 (notified by SEBI on December 31, 2018), the Board of Directors of Dangee Dums Limited has approved the amendments (which will be applicable from April, 1, 2019) to Code of Fair Disclosures at its meeting held on March 29, 2019.

Objective of the Code of Fair Disclosures:

The Code of Practices and Procedures for Fair Disclosures is required for the Company to ensure timely and adequate disclosure of unpublished price sensitive information which would impact the price of the company's securities and to maintain the uniformity, transparency and fairness in dealing with all stakeholders and in ensuring adherence to applicable laws and regulations.

Further, the Company endeavours to preserve the confidentiality of un-published price sensitive information and to prevent misuse of such information.

Definitions:

- 1) "**Act**" means the Securities and Exchange Board of India Act, 1992.
- 2) "**Board**" means the Board of Directors of the Company.
- 3) "**Code**" or "**Code of Conduct**" shall mean the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by insiders of Dangee Dums Limited as amended from time to time.

- 4) **"Company"** means Dangee Dums Limited.
- 5) **"Compliance Officer"** for the purpose of these regulations means the Company Secretary of the Company. In absence of the Company Secretary the Board of Directors may authorize another officer of the Company to discharge the duties of Compliance Officer and otherwise eligible to act as such under the Regulations.
- 6) **"Chief Investors Relations Officer"** means Compliance Officer of the Company.
- 7) **"Connected Person"** means:
- A. any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
 - B. Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established,
 - a) an immediate relative of connected persons specified in clause (i); or
 - b) a holding company or associate company or subsidiary company; or
 - c) an intermediary as specified in Section 12 of the Act or an employee or director thereof; or
 - d) an investment company, trustee company, asset management company or an employee or director thereof; or
 - e) an official of a stock exchange or of clearing house or corporation; or
 - f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
 - g) a member of the Board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
 - h) an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
 - i) a banker of the Company; or
 - j) a concern, firm, trust, Hindu Undivided Family, Company or Association of Persons wherein a director of the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.

- 8) **“Dealing in Securities”** means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the securities of the Company either as principal or agent.
- 9) **“Designated Employee(s)”** shall include :
- A. every employee in the grade of General Managers and above;
 - B. every employee in the finance, accounts and secretarial department as may be determined and informed by the Compliance Officer; and
 - C. any other employee as may be determined and informed by the Compliance Officer from time to time.
- 10) **“Director”** means a member of the Board of Directors of the Company.
- 11) **“Employee”** means every employee of the Company including the Directors in the employment of the Company.
- 12) **“Generally available Information”** means information that is accessible to the public on a non-discriminatory basis.
- 13) **“Immediate Relative”** means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.
- 14) **“Insider”** means any person who,
- A. a connected person; or
 - B. in possession of or having access to unpublished price sensitive information.
- Insider includes Statutory Auditors, Internal Auditors and Secretarial Auditors of the Company and such other persons as may be determined and informed by the Compliance Officer from time to time.
- 15) **“Key Managerial Person”** means person as defined in Section 2(51) of the Companies Act, 2013.
- 16) **“Promoter”** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof;
- 17) **“Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund;
- 18) **“Takeover regulations”** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;

- 19) **"Trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly;
- 20) **"Trading Day"** means a day on which the recognized stock exchanges are open for trading;
- 21) **"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;
- A. financial results;
 - B. dividends;
 - C. change in capital structure;
 - D. mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
 - E. changes in key managerial personnel; and
- The company will adhere to the following so as to ensure fair disclosure of events and occurrence that could impact price of its securities in the market:
- 22) **"Regulations"** shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.
- 23) **"Specified Persons"** means the Directors, connected persons, the insiders, the Designated Employees and the promoters and immediate relatives are collectively referred to as Specified Persons.

Words and expressions used and not defined in these regulations but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation.

1. NORMS FOR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

A. Prompt public disclosure of Unpublished price sensitive information:

Unpublished Price sensitive information shall be given by company to stock exchanges promptly and also the said information shall be uploaded to the Company's official website www.dangeedums.com in order to be accessed by the Investors and members of the company i.e. to make the information generally available.

B. Uniform and Universal dissemination of unpublished price sensitive information:

The disclosure of unpublished price sensitive information shall be on a continuous, immediate & uniform basis and will be universally disseminated. The company may consider others ways of supplementing information released to stock exchanges by improving Investor access to their public announcements.

C. Overseeing and co-ordinating disclosure:

The Chief Investor Relations Officer, for the purpose of these regulations, shall oversee corporate disclosures and deal with dissemination of information and disclosure of unpublished price sensitive information. The Chief Investor Relations Officer shall be responsible for ensuring that the Company complies with continuous disclosure requirements and overseeing and co-ordinating disclosure of unpublished price sensitive information to stock exchanges, on the website of the company and media. If information is accidentally disclosed without prior approval of Chief Investor Relations Officer, the person responsible may inform the Chief Investor Relations Officer immediately, even if the information is not considered unpublished price sensitive. In such event of inadvertent, selective disclosure of unpublished price sensitive information, the Chief Investor Relations Officer shall take prompt action to ensure such information is generally available.

D. Responding to market rumours:

The Chief Investor Relations Officer shall promptly respond to any queries or requests for verification of market rumours by exchanges.

The Chief Investor Relations Officer shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumours and then making the disclosure. He/ she shall also provide appropriate assistance and fair response to the regulatory authorities including the stock exchanges for verification of news reports and market rumours.

2. PROCESS OF DISSEMINATING INFORMATION IN ORDER TO MAKE THE UNPUBLISHED PRICE SENSITIVE INFORMATION GENERALLY AVAILABLE:

- Disclosure/ dissemination of information may be done through various media so as to achieve maximum reach and quick dissemination.
- Company shall ensure that disclosure to stock exchanges is made promptly.
- The website of the company may provide a means of giving investors a direct access to analyst briefing material, significant background information and questions and answers.

3. MANNER OF DEALING WITH ANALYST AND RESEARCH PERSONNEL:

- 1) Only Public information to be provided - A company shall provide only public information to the analyst/ research persons/ large investors like institutions. Alternatively, the information given to the analyst should be simultaneously made public.

- 2) Recording of discussion - In order to avoid misquoting or misrepresentation, it is desirable that at least two company representative be present at meetings with analysts, brokers or institutional investors and discussion should preferably be recorded.
- 3) Handling of Unanticipated Question - The Company should be careful when dealing with analysts' question that raise issue outside the intended scope of discussion. Unanticipated questions may be taken on notice and a considered response given later. If the answer includes unpublished price sensitive information, a public announcement should be made before responding.
- 4) Simultaneous release of Information - When a company organizes meetings with analysts, the company shall make a press release or post relevant information on its website after every such meet.

4. GENERAL AVAILABLE INFORMATION:

The company will promptly disclose the following information on the website of the Company and/or to the stock exchange

- a. Declaration of Financial results (quarterly, half-yearly and annual)
- b. Declaration of dividends (interim and final)
- c. Issue of securities by way of public/ rights/bonus, etc.
- d. Any major expansion plans or winning of bid or execution of new projects
- e. Amalgamation, mergers, takeovers and buy-back
- f. Disposal of whole or substantially whole of the undertaking
- g. Any changes in policies, plans or operations of the Company
- h. Disruption of operations due to natural calamities
- i. Litigation/ dispute with a material impact
- j. Change in Key managerial personnel
- k. Any information which, if disclosed, in the opinion of the person disclosing the same is likely to materially affect the prices of the securities of the Company.

5. POLICY FOR DETERMINATION OF "LEGITIMATE PURPOSE":

"Legitimate Purpose " of sharing of unpublished price sensitive information 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 these regulations.

Any person in receipt of unpublished price sensitive information pursuant to a "Legitimate Purpose" shall be considered an "insider" for purposes of this Code and the Regulations and due notice shall be given to such persons by the Compliance Officer and/ or the person sharing such information to maintain confidentiality of such unpublished price sensitive information in compliance with this Code and the regulations.

A Structured digital database shall be maintained containing the names of such persons or entities as the case may be with whom information is shared for Legitimate Purposes along with the

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Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available Adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

6. UNPUBLISHED PRICE SENSITIVE INFORMATION ON NEED-TO-KNOW BASIS:

Unpublished Price Sensitive Information shall be handled on a "need to know" basis i.e. unpublished Price Sensitive Information shall be disclosed only to those where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

7. DISCLOSURE OF CODE ON PUBLIC DOMAIN:

This Code and any amendment thereof will be published on the Company's website www.dangeedums.com.

8. AMENDMENT OF THE CODE:

This Code and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchange where the securities of the Company are listed.
