



## **CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION**

**Under Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time**

### **1. INTRODUCTION**

1.1 Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015 ("Regulations") also require all companies listed on stock exchanges to frame and upload on its website a code of practices and procedure for fair disclosure of unpublished price sensitive information.

1.2 As per the requirement of the said regulations, DCX Systems Limited ("the Company") has adopted this code of practices and procedures for fair disclosure of unpublished price sensitive information in line with the principles set out in Schedule A of the Regulations which shall be effective from the date listing of equity shares of Company on Stock Exchange.

### **2. SCOPE**

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.

### **3. TERMS & DEFINITIONS**

3.1 "**Unpublished Price Sensitive information**" (**UPSI**) means any information, relating to a company or its securities, directly or indirectly, that is not generally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, delisting, disposals and expansion of business and such other transactions;
- (v) changes in key managerial personnel;

3.2 “**legitimate purposes**” shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers,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 the SEBI (Prohibition of Insider Trading) Regulations, 2018 or of any other Regulations that may be in force for the time being.

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.

#### **4. PRINCIPLES OF FAIR DISCLOSURES**

The Company shall follow the Principles of Fair Disclosures detailed hereunder:

1. Shall promptly disclose any information that could have material impact on price of Equity shares or securities of the Company.
2. To ensure equality of access to information, the Company shall ensure
  - a) uniform & universal disclosure of UPSI through the Stock exchange(s)
  - b) public dissemination of the said information on a non-discriminatory basis;

3. The Company will make prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise, in any forum in India or abroad, to make such information generally available.
4. Shall ensure that any information shared, with analysts and/or research personnel or at any investor relation conferences, is not an UPSI.
5. Will make transcripts or records of proceedings, if any, of meetings with analysts or at other investor relations conferences on the website of the Company to ensure official confirmation and documentation of disclosures made.
6. The Company shall provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
7. Any information that may be potentially construed or classified as UPSI would be dealt with by the Directors and Employees of the Company only on 'Need to Know' basis and in furtherance of legitimate purpose, performance of duties or discharge of legal obligations.
8. The Compliance Officer of the Company shall serve as the '**Chief Investor Relations Officer**' for the purposes of this Policy to deal with dissemination of information and disclosure of UPSI.