

DHAVAL EXPORTS LIMITED

Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

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As revised, approved and adopted by the Board of Directors on 31st March, 2019 (effective from 1st April, 2019)

Corporate Disclosure Policy

This Code has been framed in pursuance to the regulation contained in sub-regulation(1) of Regulation 8 of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015, including amendments thereto (hereinafter referred to as 'Insider Trading Regulations') and the purpose of this code is to ensure timely and adequate disclosure of Unpublished Price Sensitive Information.

Objective of the Code of Fair Disclosures

DHAVAL EXPORTS LIMITED ("DEL") has formulated this Code called 'DEL's Code of Practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information' to ensure timely and adequate disclosure of unpublished price sensitive information which would impact the price of the company's securities and to maintain the uniformity, transparency and fairness in dealing with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

'**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 such other officer of the Company to discharge the duties of Compliance Officer under the regulations.

'**Chief Investors Relations Officer**' means Compliance Officer of the Company.

"**unpublished price sensitive information**" means any information, relating to a company or its securities, directly or indirectly, that is not generally available which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; and

The company will adhere to the following so as to ensure fair disclosure of events, occurrence and Unpublished price sensitive information that could impact price of its securities in the market:

1. Prompt public disclosure of Unpublished price sensitive information

Unpublished Price Sensitive Information shall be given to the Stock Exchanges and disseminated promptly on a continuous basis.

2. 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.

3. Overseeing and Co-ordinating disclosure

3.1 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 Compliance Officer (i.e Company Secretary) of the Company is designated as the Chief Investor Relations Officer and he shall be responsible for ensuring that the Company complies with the continuous disclosure requirements and dissemination of information. He shall also be responsible for overseeing & co-ordinating disclosure of Unpublished Price Sensitive Information to stock exchanges, analysts, shareholders and media.

3.2 Information disclosure/dissemination may normally be approved by the Compliance Officer.

3.3 If information is accidentally disclosed without the prior approval of Compliance Officer, the person responsible shall inform the Compliance Officer immediately.

4. Process of disseminating information in order to make the unpublished price sensitive information generally available

Prompt disclosure/dissemination of information may be done through various media so as to achieve maximum reach and quick dissemination. The Company shall ensure that disclosure to stock exchanges is made promptly.

5. Procedures for Appropriate and fair responding to any Query on news reports and requests for verification of Market rumours by regulatory authorities

5.1 Replies to all queries or requests for verification of market rumours shall be sent only after obtaining the approval of the Chairman or the Managing Director or the Whole-time Director.

5.2 Such replies shall be signed by the Compliance Officer. In his absence, such replies shall be signed by such other officer/ person as may have been authorized.

5.3 The Compliance Officer shall oversee corporate disclosure. He shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumours and then making the disclosure.

6. Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information

The Company should follow the guidelines given hereunder while dealing with Analysts and research personnel.

- 6.1 Only Public information is to be provided to such Analysts/Research person and Institutional Investors or any information given to Analysts/Research Person should be simultaneously made public at the earliest.
- 6.2 In order to avoid mis-quoting or mis-representing it is desired that two Company representatives be present at the meeting with Analysts and Institutional Investors and the discussion should preferably be recorded.
- 6.3 Company should be careful while dealing with analysts' questions that raise issues outside the intended scope of discussion. Unanticipated questions may be taken on notice and a considered response should be furnished later. If the answer includes price sensitive information, a public announcement should be made before responding.
- 6.4 Whenever the Company proposes to organise meetings with investment analysts/ institutional investors, the Company shall make a press release or post relevant information on its website after every such meeting. The Company may also consider live webcasting of analyst meets.

7. Unpublished price sensitive information on Need-to-Know basis

- 7.1 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. ‘Legitimate purposes’ shall be determined on the basis of the policy for determination of “legitimate purposes” formulated by the Board of Directors of the Company and forming a part of this Code as Annexure ‘A’.
- 7.2 The Company shall disseminate all Price Sensitive Information on a continuous and in a timely manner to stock exchanges where its Securities are listed and thereafter to the press.
- 7.3 As a good corporate practice, the Price Sensitive Information disclosed to the Stock Exchanges and to the Press may also be supplemented by prompt updates on the Company’s website. The Company may also consider other modes of public disclosure of Price Sensitive Information so as to improve investor access to the same.
- 7.4 The information filed by the Company with the Stock Exchanges under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 may also be posted on the Company’s website.

8. Timely reporting of Shareholdings / Ownership and changes in Ownership

The Compliance Officer shall be responsible for ensuring that disclosures of shareholdings/ ownership of major shareholders and disclosure of changes in ownership as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or any rules/regulations made under the Securities & Exchange Board of India Act, 1992 are made in a timely and adequate manner.

POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES

[Pursuant to Regulation 3 (2A) of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018]

As approved and adopted by the Board of Directors on 31.03.2019

1. PREFACE

This Policy, as a part of Code of Practices and Procedures for Fair Disclosures of Unpublished Price Sensitive Information formulated under Regulation 8 of SEBI (Prohibition of Insider Trading) Regulations 2015 (PIT Regulations), will be known as "Policy for Determination of Legitimate Purposes" hereinafter referred to as "Policy".

This Policy is prepared in accordance with Regulation 3(2A) of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

2. OBJECTIVE

The objective of this policy is to identify Legitimate Purposes for performance of duties or discharge of legal obligations, which will be considered as exceptions for the purpose of procuring unpublished price sensitive information (UPSI) relating to the Company or its listed securities or proposed to be listed securities, if any.

3. MEANING OF LEGITIMATE PURPOSE

Legitimate Purpose shall comprise all purposes which are in the best interest of the Company provided that sharing of UPSI is not being carried out to evade or circumvent the prohibitions of these regulations and shall include the following;

- (i) Sharing of UPSI in the ordinary course of business by any Insider, Designated Person, or by any authorized person with any of the following, whether existing or proposed-
 - a. Promoters of the Company
 - b. Partners of the Audit firm, who is appointed for Statutory Audit or for Internal Audit
 - c. Staff Members of the Audit firm conducting the Audit
 - d. Collaborators
 - e. Lenders
 - f. Customers
 - g. Suppliers
 - h. Bankers
 - i. Merchant Bankers
 - j. Legal Advisors
 - k. Insolvency Professionals

l. Advisors or Consultants

m. Any other person with whom UPSI is shared;

- (ii) Sharing of UPSI for fulfilment of any statutory obligation or in compliance with applicable laws and regulations;
- (iii) Sharing of UPSI for availing/renewal of any financial facility and/or compliance with requirements set forth in any credit facility or other agreement evidencing Indebtedness or otherwise required by financing sources thereof;
- (iv) Sharing of UPSI for due diligence relating to acquisition/ takeover/ merger/ demerger or any other similar arrangement/ restructuring of the Company or its division/ brand/ products, etc.;
- (v) Sharing of UPSI for fulfilment of a pre-existing obligation;
- (vi) Sharing of UPSI where such communication is in furtherance of performance of duty (ies);
- (vii) Sharing of UPSI for discharge of legal obligation(s);
- (viii) Sharing of UPSI for any other genuine or reasonable purpose as may be determine by the Board of Directors/ CEO of the Company.
- (ix) Sharing of UPSI 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.

However, other provisions / restrictions as prescribed under the SEBI (Prohibition of Insider Trading) Regulations, 2015 or any other law for the time being in force in this behalf, as may be amended from time to time, shall be observed.

4. REVIEW AND CHANGES TO THIS POLICY

The Board may amend this Policy from time to time (if required) to incorporate any subsequent amendment(s) / modification(s) brought in by SEBI with respect to matters covered under this Policy or even otherwise.