

Ref. No.CO:CS:RC:2019-20:106

July 24, 2019

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 023.

National Stock Exchange of India
Limited,
Exchange Plaza, Bandra Kūrla
Complex, Bandra (E),
Mumbai – 400 051.

BSE Equity Scrip Code No.: **532772**

NSE Equity SYMBOL: **DCBBANK**

Dear Sirs,

Sub: Amendment to the Bank's Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (the Code)

Pursuant to the requirements under SEBI (Prohibition of Insider Trading) Amendment Regulations, 2018 and 2019, the Bank has amended the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information. The Board of Directors of the Bank in its meeting held on July 16, 2019 has approved the same. A copy of the amended Code is enclosed for your record. A copy of the amended Code is also being hosted on the official website of the Bank.

Please take the amended Code on your record in compliance with the requirement under regulation 8(2) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and other statutory requirements, if any.

Thanking you,

For DCB Bank Limited



Rubi Chaturvedi
Company Secretary

Encl: As above



DCB Bank Limited

Proposed Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("PIT Regulations") mandates every listed company to formulate a stated framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for its securities. To ensure its compliance, DCB Bank Ltd (hereinafter referred to as the "Bank") formed this "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" (hereinafter referred to as Fair Disclosure Code) under regulation 8 of SEBI PIT Regulation.

Further, SEBI (Prohibition of Insider Trading) (Amendment) Regulation 2018 notified on December 31, 2018 and subsequent amendment to PIT Regulations notified on January 21, 2019 requires every listed Company, inter-alia, to formulate a Policy for determination of 'Legitimate Purpose' as a part of Fair Disclosure Code. Accordingly, the Policy for Determination of Legitimate Purposes forms part of this fair Disclosure Code.

1. Objective

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

2. Applicability

2.1 This Code was approved by the Board of Directors of the Bank on July 16, 2019.

2.2 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.

3. Prompt public disclosure of UPSI

The Bank shall ensure prompt public disclosure of Unpublished Price Sensitive Information (UPSI) by informing to the Stock Exchanges on which securities of the Bank are listed, as well as by hosting the UPSI on the official website of the Bank.

4. Manner of dissemination of UPSI

The dissemination of Unpublished Price Sensitive Information to the stock exchanges and hosting on Bank's website shall be made in a uniform and universal manner.

5. Chief Investor Relations Officer (CIRO)

5.1 The Chief Financial Officer (currently Mr. Bharat Sampat) of the Bank shall act as the Chief Investor Relations Officer (CIRO) to deal with dissemination of information and disclosure of Unpublished Price Sensitive Information.

5.2 Any Unpublished Price Sensitive Information that gets disclosed selectively, inadvertently or otherwise shall be promptly disseminated to ensure that such information is made generally available at the earliest.

6. Fair response to queries on News Reports

CIRO (Mr. Bharat Sampat) is authorised to provide an appropriate and fair response to the queries on news reports and requests for verification of market rumours by regulatory authorities. He can be contacted on: (Tel. No.02266187007); E-mail: bharatsampat@dcbbank.com.

7. Information shared with Research Analysts or any Specific Persons

The information that shall be shared by the Bank with analyst and research personnel is one which is not in the nature of Unpublished Price Sensitive Information.

8. Publication of transcripts or records of proceedings of meetings with analysts

The Bank shall make available the transcripts or records of proceedings of meeting with analysts and other investor relations conferences on the official website of the Bank where any UPSI is disclosed at such meeting or conference.

9. Handling of UPSI on a need-to-know basis

9.1 All Unpublished Price Sensitive Information shall be made available to relevant persons / entities on a need-to-know basis.

9.2 No UPSI shall be communicated by Employees, Directors and Insiders of the Bank to any person except in furtherance of his/her legitimate purposes, performance of duties or disclosure of his/her legal obligations.

10. Sharing of UPSI for legitimate purpose - Policy for determination of legitimate purpose:

10.1 "Legitimate Purpose" shall mean sharing of UPSI in the ordinary course of business or on a need-to-know basis. The Bank shall share the UPSI if required in the interest of the Bank.

10.2 Legitimate Purpose shall include sharing of UPSI on need to know basis by an Insider with professional firms such as auditors, accountancy firms, law firms, analysts, insolvency professional entities, consultants, banks, credit rating agencies, etc. who are assisting or advising the Bank.

10.3 In following cases which are illustrative in nature, sharing of UPSI would be considered as for Legitimate Purpose:

- I. For investigation, inquiry or request for information by statutory or governmental authorities.
- II. Authorities or any other administrative body recognized by law; Example: Any call for information or query received from Ministry of Corporate Affairs, Income Tax Authority, Securities and Exchange Board of India ("SEBI"), Stock Exchanges, Reserve Bank of India, Sectoral Regulatory Body, etc.

- III. Under any proceedings or pursuant to any order of courts or tribunals;
Example: National Company Law Tribunal, National Company Law Appellate Tribunal, Quasi-judicial authority, Other Appellate Tribunals, Arbitration Proceedings, etc.
 - IV. As part of compliance with applicable laws, regulations, rules and requirements
Example: Company Law, Securities Law, Income Tax Law, Banking Law, etc.
 - V. Arising out of any contractual obligations or arrangement entered by the Bank set forth in any contract, agreement, arrangement, settlement, understanding or undertaking. Example: Due-diligence for any kind of restructuring, namely mergers & acquisitions, joint venture agreements, share purchase agreements, franchisee agreement, etc.
- 10.4** Notwithstanding the aforesaid, UPSI may be communicated, provided, allowed access to or procured in connection with a transaction that would
- I. Entail an obligation to make an open offer under the Takeover Regulations where the Board of Directors of the Bank is of informed opinion that sharing of such information is in the best interests of the Bank;
 - II. Not attract the obligation to make an open offer under the Takeover Regulations but where the Board of Directors of the Bank is of informed opinion that such information is in the best interests of the Bank and information that constitute UPSI is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine to be adequate and fair to cover all relevant and material facts.

Provided that the Bank requires such parties to execute agreements to contract confidentiality and Non-disclosure obligations on the part of such parties and such parties shall keep such information so received confidential except for the purposes mentioned above and shall not otherwise trade in the securities of the Company when in possession of UPSI.

The confidentiality/ non-disclosure agreements should restrict individuals from discussing confidential information with other people other than for legitimate purposes. The agreements should also deal with documents management, meeting protocols, securities trading restrictions and other confidentiality issues, etc.

In case it is not practical to sign confidentiality/ non-disclosure agreements, then a notice may be given to the person receiving UPSI containing necessary safeguards to be adopted by such person.

11. Issue of Notice to the recipient of UPSI

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 due notice shall be given to such persons,

- (I). To make aware such person that the information shared is or could 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 dissemination.
- (III). To instruct such person to maintain confidentiality of such Unpublished Price Sensitive Information in compliance with these regulations.

12. Digital Database of recipient of UPSI

The CIRO 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 this regulation, which shall contain the following information;

- (I). Name of such recipient of UPSI;
- (II). Name of the Organization or entity to whom the recipient represent
- (III). Postal Address and E-mail ID of such recipient
- (IV). Permanent Account Number (PAN) or any other identifier authorized by law, if PAN is not available.

The CIRO shall also be responsible to ensure that such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of such database.

13. Review

The Chief Investor Relations Officer, subject to the approval of the Board of Directors, reserves the right to amend or modify this Code in whole or in part, at any time without assigning any reason whatsoever.

The decision of the Board of Directors of the Bank with regard to any or all matters relating to this Code shall be final and binding on all concerned.

This Code shall be published on official website of the Bank. Further, this Code and every subsequent amendment made to the same shall be promptly intimated to the stock exchanges where securities of the Bank are listed.