

CODE OF PRACTICES & PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

[Under Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015]

1. Introduction

The Securities and Exchange Board of India (SEBI), in its endeavor to protect the interests of investors in general, has formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015 (the Regulations). The said Regulations shall come into force with effect from May 15, 2015.

In order to comply with the mandatory requirement of the Regulations, it is necessary to formulate a specific Code of Fair Disclosure for D-Link (India) Limited (hereinafter referred to as ‘the Company’) for use by its Promoters, Directors, KMP, Officers, Employees (including their immediate relatives) and Connected Persons.

This document embodies the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information to be adopted by the Company and followed by its Promoters, Directors, KMP, Officers, Employees and Connected Persons. The Code seeks to ensure timely, fair and adequate disclosure of price sensitive information to the investor community by the Company to enable them to take informed investment decisions with regard to the Company’s Securities.

2. Applicability and Scope

This Code shall be applicable to all the promoters/ directors/ KMP/ officers/ employees of the Company and their dependents and other persons connected with the Company and/ or having or has had access to unpublished price sensitive information. The Code shall be applicable irrespective of whether the Securities are held solely or jointly by the persons named above or along with any other Persons(s) or by their immediate relative.

3. Code of Fair Disclosure

A code of practices and procedures for fair disclosure of unpublished price sensitive information for adhering each of the principles is set out below:-

1. Prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
2. Uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.
3. Designation of a senior officer as a chief investor relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.

4. Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
6. Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.
7. Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
8. Handling of all unpublished price sensitive information on a need-to-know basis.

4. Modification/ Amendment

The Board of Directors or a person authorized by the Board shall monitor, review the compliances with the conditions of Fair Disclosure Code and are authorised to amend or modify the Code in whole or in part as may be required from time to time.

The Board of Directors may stipulate further guidelines, procedures and rules, from time to time, to ensure fair disclosure of unpublished price sensitive information.

Any modification(s) / amendment (s)/ changes to the SEBI (Prevention of Insider Trading) Regulations, 2015 shall automatically apply to this Code.
