

D-LINK (INDIA) LIMITED

CODE OF PRACTICES & PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION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 SEBI PIT Regulations”) under the powers conferred on it under the SEBI Act, 1992.

Pursuant to Regulation 8 of SEBI PIT Regulations, the Board of Directors of a company is required to formulate and publish on its official website, a Code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information (UPSI).

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, Officers, Employees 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This document embodies the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information to be adopted by the Company and followed by its Directors, Officers, Employees and Connected Persons.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

This Code shall be applicable to all the persons of the Company who could possess Unpublished Price Sensitive Information relating to the Company.

3. Definitions

The definitions of some of the key terms used in this Code are given below. Terms not defined herein have the meaning assigned to them under the PIT Regulations.

- a) "**Company**" means D-LINK (INDIA) LIMITED.
- b) "**Insider**" means any person who is:
 - i. Connected Person; or
 - ii. in possession of or having access to unpublished price sensitive information.
- c) "**Chief Investor Relations Officer**" means compliance officer of the company.
- d) "**Unpublished price sensitive information**" means any information, relating to a company or its securities, directly or indirectly, that is not generally available which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: –
 - 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.
- e) "**Connected person**" shall mean such persons as defined in Regulation 2 (1) (d) of the Regulations from time to time.

The terms used but not defined shall have the meaning assigned to such terms under the Regulations, including any notes/explanations given thereunder.

4. Practices and Procedures

The following principles of fair disclosure for the purposes of "Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" shall be strictly followed by the Company with immediate effect:

- a) Prompt public disclosure of unpublished price sensitive information :

The Company shall ensure 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.

b) Uniform and universal dissemination of unpublished price sensitive information :

The Company shall ensure Uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.

c) Designation of a senior officer as a chief investor relations officer :

The Company Secretary / Compliance Officer of the Company shall act as the Chief Investor Relations officer to deal with dissemination of information and disclosure of unpublished price sensitive information.

d) Prompt dissemination of unpublished price sensitive information :

The Company shall make prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available.

e) Appropriate and fair response to queries :

The Company shall provide appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.

f) Ensuring that information shared with analysts and research is not unpublished price sensitive information:

The Company will ensure that information shared with analysts and research personnel, if any, is not unpublished price sensitive information.

g) Developing best practices:

The Company shall develop and follow 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.

h) Handling of all unpublished price sensitive information on a need-to-know basis :

Price Sensitive Information is to be handled on a “need to know” basis. It should be disclosed only to those who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.

5. Sharing or Determination of UPSI for Legitimate Purpose

a. Meaning of Legitimate Purpose:

“Legitimate Purpose” shall mean any purpose for which UPSI has been shared in the ordinary course of business or in the interest of the Company, on a need to-know basis. The term “legitimate purpose” shall include sharing of UPSI in the ordinary course of business with Company’s collaborators, lenders including prospective lenders, customers, suppliers, merchant bankers, legal advisors, auditors, credit rating agencies, insolvency professionals or other advisors, service providers, partners or consultants; provided that such sharing of UPSI has not been carried out to evade or circumvent the prohibitions of the Regulations.

Whether sharing of UPSI for a particular instance tantamounts to ‘legitimate purpose’ would entirely depend on the specific facts and circumstances of each case. Primarily, the following factors should be considered while sharing the UPSI:

- a. whether sharing of such UPSI is in the ordinary course of business of the Company;
- b. whether sharing of such UPSI is in the interests of the Company or in furtherance of a genuine commercial purpose; and
- c. whether the nature of UPSI being shared is commensurate to the purpose for which access is sought to be provided to the recipient.

Any person who is in receipt of UPSI pursuant to a “legitimate purpose” shall be considered as Insider for the purpose of the Regulations and due notice shall be given to such persons to maintain confidentiality of such UPSI in compliance with the Regulations.

b. Recipient of UPSI pursuant to legitimate purpose to be deemed Insider:

Any person in receipt of UPSI pursuant to a legitimate purpose shall be considered as an “Insider” for purposes of this Code and due notice shall be given to such persons to maintain confidentiality of such UPSI in compliance with this Code.

6. Digital Database of recipient of UPSI

The Company shall maintain a structured digital database of such persons or entities as the case may be with whom the information is shared, 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; and
- (iv) Permanent Account Number (PAN) or any other identifier authorized by law, if PAN is not available.

The Company shall also 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.

7. Amendment

The Board shall have the power to amend any of the provisions of the Fair Disclosure Code, substitute any of the provisions with a new provision or replace this Fair Disclosure Code entirely with a new Fair Disclosure Code.

This Code has been adopted by the Board of Directors of D-Link (India) Limited in its meeting held on 19th May 2015 and amended from time to time.

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