



January 15, 2026

The Manager (Listing - CRD)

BSE Limited

Phiroze Jeejeebhoy Tower,
Dalal Street, Fort,
Mumbai - 400 001.

Scrip Code: 533151

The Manager (Listing Department)

National Stock Exchange of India Limited

Exchange Plaza, C-1, Block G,
Bandra Kurla Complex, Bandra (East),
Mumbai - 400 051.

SYMBOL: DBCORP

ISIN: INE950I01011

Sub.: Amendment in the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information

Ref.: Regulation 8 of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ('SEBI PIT Regulations')

Dear Sir/Madam,

Pursuant to the aforesaid SEBI PIT Regulations, we wish to inform you that the Board of Directors of D. B. Corp Limited ('the Company') in its meeting held today i.e., Thursday, January 15, 2026, have inter-alia approved the amendment in the 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information' ('the Code').

Accordingly, the amended Code is attached herewith. The same is also being uploaded on the Company's website at www.dbcorpltd.com.

Request you to kindly take the above on record.

Thanking you,

For **D. B. Corp Limited**

Om Prakash Pandey

Company Secretary & Compliance Officer

Membership No.: F7555

Encl.: As above



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Fair Disclosure of Unpublished Price Sensitive Information**

Version	Type of Document	Reviewed by	Recommended by	Approved by
3	Code of practices and procedures for fair disclosure of unpublished price sensitive information	Chief Financial Officer and Company Secretary & Compliance Officer	Audit Committee	Board of Directors

INTRODUCTION:

1. The Securities and Exchange Board of India ('SEBI') notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 ('SEBI PIT Regulations'), to put in place a framework for prohibition of insider trading in securities and to strengthen the legal framework thereof.
2. Regulation 8(1) of the SEBI PIT Regulations requires the Board of Directors of every company whose securities are listed on a stock exchange, to formulate and publish on its official website, a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information in line with the principles set out in the Schedule A to the SEBI PIT Regulations.
3. In light of the above, the Company has formulated this Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ('The Code') to ensure timely and adequate disclosure of Unpublished Price Sensitive Information ('UPSI') which would impact the price of the Company's securities and to maintain the uniformity, transparency and fairness in dealing with all stakeholders and to ensure adherence to applicable laws and regulations.
4. Further, the Company endeavours to preserve the confidentiality of UPSI, to prevent misuse of such information and to disseminate accurate, timely and consistent non-proprietary information about its products, services and activities to all its stakeholders including its members.

DEFINITIONS:

1. "*Authorised Representatives*" means Directors, Chief Investor Relations Officer appointed under this Code, Chief Financial Officer, Compliance Officer and such other persons of the Company permitted to interact with the media including social media and various members of financial community including investors, shareholders on behalf of the Company, nominated by the Chief Investor Relation Officer of the Company. They must also be familiar with the rules and standards of the Stock Exchanges / SEBI concerning dissemination of information.
2. "*Board*" refers to Board of Directors of D. B. Corp Limited
3. "*Chief Investor Relations Officer*" shall mean the officer designated by the Board of Directors of D. B. Corp Limited ('DBCL' or the '*Company*') as Chief Investor Relations Officer under this Code.
4. "*The Code*" shall mean this Code i.e., Code of practices and procedures for fair disclosure of unpublished price sensitive information.

5. *"Compliance Officer"* means the Company Secretary appointed by the Board of Directors of the Company, and in the absence of Company Secretary, the Managing Director or any other senior officer as designated by the Board, who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of UPSI, monitoring of trades and implementation of the Code under the overall supervision of the Board.
6. *"Connected Person"* means:
- (i) any person who is or has been, during the six months prior to the concerned act, associated with a company, in any capacity, directly or indirectly, including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship, whether temporary or permanent, with the company, that allows such a person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.
- (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established -
- i. a relative of Connected Persons as specified above; or
 - ii. a holding or associate or subsidiary of the Company; or
 - iii. an Intermediary as specified in section 12 of the Act or an employee or director thereof; or
 - iv. an Investment Company, Trustee Company, Asset Management Company or an employee or director thereof; or
 - v. an official of a Stock Exchange or of Clearing House or Corporation; or
 - vi. a member of board of trustees of a Mutual Fund or a member of the board of directors of the Asset Management Company of a Mutual Fund or an employee thereof; or
 - vii. a member of the board of directors or an employee of a Public Financial Institution as defined in section 2 (72) of the Companies Act, 2013; or
 - viii. an official or an employee of a Self-Regulatory Organization recognised or authorized by SEBI; or
 - ix. a banker of the Company; or
 - x. a Concern, Firm, Trust, Hindu Undivided Family, Company or Association of Persons wherein a director of a Company or his relative or banker of the Company, has more than 10% of the holding or interest; or
 - xi. a firm or its partner or its employee in which a connected person specified in point (i) above is also a partner; or
 - xii. a person sharing household or residence with a connected person specified in point (i) above.

(iii) such other person as may be defined and referred as “connected person” under the SEBI PIT Regulations, from time to time.

7. “*Designated Person*” shall have the meaning ascribed to it in the D. B. Corp Limited’s Code of Conduct to regulate, monitor and report trading by Insiders, Designated Persons and their immediate relatives.
8. “*Generally available information*” means information that is accessible to the public on a non-discriminatory basis and shall not include unverified event or information reported in print or electronic media. Information published on the website of the recognised stock exchanges or on the website of the Company or published in daily national newspaper having wide circulation would ordinarily be considered generally available.
9. “*Insider*” shall have the meaning ascribed to it in the D. B. Corp Limited’s Code of Conduct to regulate, monitor and report trading by Insiders, Designated Persons and their immediate relatives.
10. “*Legitimate Purpose*” shall include sharing of UPSI 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, etc. provided that such sharing has not been carried out to evade or circumvent the prohibitions of the SEBI PIT Regulations, as amended from time to time.

As such, it is a legal standard which is subjective in nature and will need to be tested in each fact and specific instance.

11. “*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: –
 - a. financial results;
 - b. dividends;
 - c. change in capital structure;
 - d. mergers, de-mergers, acquisitions, de-listings, disposals and expansion of business, award or termination of order/contracts not in the normal course of business and such other transactions;
 - e. changes in Key Managerial Personnel, other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;
 - f. change in rating(s), other than ESG rating(s);
 - g. fund raising proposed to be undertaken;
 - h. agreements, by whatever name called, which may impact the management or control of the company;

- i. fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;
- j. resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
- k. admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
- l. initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
- m. action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
- n. outcome of any litigation(s) or dispute(s) which may have an impact on the company;
- o. giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;
- p. granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.
- q. such other matters as may be provided under the SEBI PIT Regulations, from time to time.
- r. such other information as may be determined as UPSI by the Board of Directors/ Managing Director/ Compliance Officer, from time to time.

All terms used in this Code but not defined hereinabove shall have the meanings ascribed to them under the SEBI PIT Regulations.

Appointment of Chief Investor Relations Officer ('CIRO')

The Board of Directors of the Company have designated the Head - Investor & Media Relations as the Chief Investor Relations Officer ('CIRO') to oversee the dissemination of information and disclosure of UPSI except where any such information is required to be submitted by the Compliance Officer to the statutory, regulatory or other authorities under the relevant rules/regulations/acts.

In the absence of Head - Investor & Media Relations, for any reason whatsoever, the Chief Financial Officer or any other senior officer as designated by the Board, shall act as Chief Investor Relations Officer under this Code.

Role of Chief Investor Relations Officer ('CIRO'):

1. The CIRO shall be responsible for overseeing and co-ordinating disclosure of price sensitive information except where any such information is required to be submitted by the Compliance Officer to the statutory, regulatory or other authorities under the relevant rules/regulations/acts.
2. The CIRO shall be responsible for approving any disclosure or dissemination of UPSI in the manner and in accordance with this Code:
 - (i) by way of intimation to the Stock Exchanges except where any such information is required to be submitted by the Compliance Officer to the statutory, regulatory or other authorities under the relevant rules/regulations/acts;
 - (ii) Publishing of information on the Company's official website;
 - (iii) through release of an official press release by the Company;
 - (iv) statements by official spokesperson of DBCL to the media, both newspapers and news channels; and
 - (v) in any other manner as may be allowed and decided.
3. Any communication except where any such information is required to be submitted by the Compliance Officer to the statutory, regulatory or other authorities under the relevant rules/regulations/acts, containing UPSI to be made to the Stock Exchanges, media outlets, including newspapers and news channels, whether in the form of Press Release or otherwise (herein collectively referred to as 'Investors Communication'), shall require the prior authorization of the CIRO.
4. Any content to be uploaded on the website of the Company for the Investors shall require prior authorization of the CIRO.
5. The CIRO shall ensure that any information shared with analysts, research personnel, investors, in conference call or in earning calls is not UPSI.
6. The CIRO shall also be responsible for supervising information posted on the Investor Section of the website of DBCL ('herein referred to as 'website content for investors') in terms of this Code.
7. The CIRO shall have the power to constitute such teams or authorize such persons to evaluate proposed investor communications and website content for investors before it is submitted for his review and approval. The CIRO shall also have the power to formulate such processes to be followed for preparation of investor communications and website content for investors.

Principles of Fair Disclosure:

1. UPSI is handled on a “need to know” basis, such that UPSI is disclosed only to those persons where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligation.
2. Prompt public disclosure of UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available. For the purpose of this Code, the term ‘credible and concrete information’ shall mean such information that is definitive and which binds DBCL;
3. Uniform and universal dissemination of UPSI and avoid selective disclosure; and
4. Prompt dissemination of any UPSI that may, inadvertently or otherwise, get disclosed selectively, to ensure that such information is made 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.

Handling Unpublished Price Sensitive Information ('UPSI'):

1. All Designated persons of DBCL are required to ensure that handling of UPSI is done strictly on need-to-know basis and in line with any other applicable Codes, Policies and procedures of DBCL, including the DBCL’s Code of Conduct to regulate, monitor and report trading by Insiders, Designated Persons and their immediate relatives.

Explanation: The term “need-to-know basis” shall mean that UPSI should only be disclosed to/procured by such persons who need to share/need access to the UPSI in furtherance of legitimate purposes, performance of duties or discharge of legal obligations and whose possession of such UPSI will not give rise to a conflict of interest or amount to the misuse of such UPSI.

2. To prevent leakage of UPSI, employees and directors shall:
 - a) not discuss UPSI in public places where such UPSI may be overheard (for example, elevators, restaurants, airplanes, cabs, etc.) or participate in, host or link to internet chat rooms, online social networking sites, newsgroup discussions or bulletin boards which discuss matters pertaining to the Company’s activities or its securities;

- b) not carry, read or discard UPSI in an exposed manner in public places;
- c) not discuss UPSI with any other persons, except as required in furtherance of legitimate purposes, performance of his or her duties or discharge of legal obligations;
- d) advise, at the commencement of any meeting where UPSI is likely to be discussed, the other attendees of such meeting, that they must not divulge the UPSI; and
- e) ensure that the sharing of UPSI, wherever required, is done by way of the Company's email system on a secured file-sharing platform within the Company's internal network.
- f) Communication which entails UPSI via social networking applications shall not be used, unless authorised.
- g) the Company shall ensure that all employees and directors handling UPSI are cautioned to share such UPSI with other person only on a need-to-know basis.

The Policy for Determination of Legitimate Purposes forms part of this Code and is annexed as Annexure- I.

Structured Digital Database:

The Board shall ensure that a structured digital database is maintained containing the nature of UPSI and the names of such persons or entities, as the case may be, who have shared UPSI and name of such persons with whom UPSI has been shared along with the Permanent Account Number (PAN) or any other identifier authorized by law, where PAN is not available. Such database shall be maintained internally with adequate internal controls and checks, such as time stamping, audit trails, etc. to ensure non tampering of the database.

Provided that entry of information, not emanating from within the organisation, in structured digital database may be done not later than 2 calendar days from the receipt of such information.

Interaction with Research Analysts:

1. The CIRO will identify the employees, directors, designated persons or other insiders who can interact with research analysts and stock brokers on behalf of DBCL.
2. During the trading window closure period, the Authorised Representatives should refrain from interaction with the research analysts and stock brokers. However, during such trading window closure period, the Authorized Representatives may provide answers to fact-based inquiries received from Analysts regarding the generally available information.
3. Any person not a part of the identified list will need to be pre-authorised by the CIRO before he/she interacts with such research analysts or stock brokers on behalf of DBCL.

4. All such persons shall ensure that any information shared with analysts and stock brokers is not a UPSI.
5. Where queries are raised outside the intended scope of discussion and the DBCL representative is of the view that certain responses could lead to disclosure (directly or indirectly) of UPSI, it is advisable to refrain from providing a response, taking note of the query and providing a considered response, if appropriate, at a later stage, after internal consultations.
6. All of the above principles apply to investor conferences, earnings calls, management meetings as well as one-on-one meetings with institutional investors.
7. The Company shall endeavour to develop best practices to make transcripts or written records of meetings with analysts and other investor relation conferences on the official website, wherever possible or mandatory, to ensure official confirmation and documentation of disclosures made.
8. Any other function/ department / employee while interacting with the media or any public forum or gathering for legitimate purpose and in the ordinary course of business, must ensure compliance with this Code and any internal communication policy as may be applicable to them. Such function / department / employee shall ensure that only generally available information is shared for the aforesaid purpose. In the event of doubt, the concerned function / department / employee shall consult CISO prior to interacting with media or any public forum or gathering and the decision of the CISO shall be final.
9. Any employee who becomes aware of any false/ misleading rumour or speculation should immediately inform the CISO. The CISO will decide on the course of action that may be necessary, including issue of a public announcement as soon as possible or any other written form of communication. Responding to queries raised on news reports and requests for verification of market rumours by the regulatory authorities/ media/stock exchanges should only be done by the CISO or his/ her designee(s).
10. The Chief Investors Relations Officer shall ensure that appropriate and fair responses are provided to queries on news reports and requests for verification of market rumours by regulatory authorities, in a timely manner.
11. All such responses on behalf of the Company shall require the prior approval of the Chief Investors Relations Officer.

AMENDMENTS OF CODE:

This Code shall be reviewed by the Board of Directors of the Company as and when required and shall be updated accordingly.

In the event of any conflict between this Code and the SEBI PIT Regulations or other applicable laws, the provisions of the SEBI PIT Regulations and such laws shall prevail.



Any revision/amendment to this Code as a result of change/amendment in law may be carried out with the approval of the Managing Director of the Company and it shall be placed at the next meeting of the Board of Directors for its ratification and approval.

DISCLOSURE OF THE CODE IN PUBLIC DOMAIN:

This Code and every subsequent modification, alteration or amendment made thereto, shall also be intimated to the Stock Exchanges where the securities of the Company are listed and also published on the official website of the Company (<https://www.dbcorpltd.com/>).

EFFECTIVE DATE

This version of the Code is effective from January 15, 2026.

DATE OF THE MEETING OF THE BOARD OF DIRECTORS

The Board in its meeting held on January 15, 2026 has approved this version of the Code.

Policy for Determination of Legitimate Purposes

The Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018 requires every listed Company, inter alia, to formulate a policy for determination of legitimate purposes as a part of Codes of Fair Disclosure and Conduct. Accordingly, the Board of Directors of D.B. Corp Limited ('the Company') has adopted this policy for determination of legitimate purpose.

Legitimate Purpose shall include sharing of UPSI 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, etc. provided that such sharing has not been carried out to evade or circumvent the prohibitions of the SEBI PIT Regulations, as amended from time to time.

Primarily, the following principles should be contemplated while considering whether the UPSI is being shared pursuant to legitimate purpose:

- (a) whether sharing of such information is in the ordinary course of business of the Company;
- (b) whether information is sought to be shared to evade or circumvent the prohibitions of the PIT Regulations;
- (c) whether sharing the information is in the best interests of the Company or in furtherance of a genuine commercial purpose;
- (d) whether the information is required to be shared for enabling the Company to discharge its legal obligations;
- (e) whether the nature of information being shared is commensurate with the purpose for which access is sought to be provided to the recipient.

It is clarified that in the event in which there are multiple purposes for sharing UPSI, each purpose will be evaluated on its own merits in line with the aforementioned principles.

If at any time any person is in receipt of UPSI pursuant to a legitimate purpose, he/ she shall be considered as an "Insider" for purposes of this Code.

Any person in receipt of UPSI pursuant to a legitimate purpose shall be considered an insider and due notice shall be given to such persons to maintain confidentiality of such UPSI in compliance with PIT Regulations.



The Company shall inform the recipient of UPSI, by way of written intimation:

- (a) the information being shared is UPSI and that the Company is the exclusive owner of such UPSI;
- (b) upon receipt of UPSI, the recipient would be deemed to be an Insider and subject to the provisions of the Regulations;
- (c) the recipient must maintain confidentiality of the UPSI at all times;
- (d) the recipient may use the UPSI only for the approved purposes for which it was disclosed; and
- (e) the recipient must extend all cooperation to the Company, as may be required in this regard.

In this regard, adequate systems and controls shall be put in place to ensure compliance with the PIT Regulations towards sharing of UPSI for legitimate purposes, including the maintenance of a structured digital database.

Upon failure of such person to maintain confidentiality of such UPSI, appropriate action may be taken by the Company as stipulated under the D. B. Corp Limited's Code of Conduct to regulate, monitor and report trading by Insiders, Designated Persons and their immediate relatives.

Where a person who has traded in securities of the Company has been in possession of UPSI, the presumption shall be that he has been motivated by the knowledge and awareness of such information in his possession. The onus shall be on such person to rebut such a presumption. Any inducement and procurement of UPSI not in the furtherance of one's legitimate duties and discharge of obligations would be considered illegal and in such case, the Company or SEBI can take appropriate actions against such person as provided under the D. B. Corp Limited's Code of Conduct to regulate, monitor and report trading by Insiders, Designated Persons and their immediate relatives.
