



CODE OF PRACTICES AND PROCEDURES

FOR

FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

OF

DION GLOBAL SOLUTIONS LIMITED

(EFFECTIVE FROM MAY 15, 2015)

(Last Amended on March 31, 2019)

INTRODUCTION

This Code known as **“Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information” (“Code”)** has made pursuant to Regulation 8(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015, and as amended from time to time (**“Regulations”**).

APPLICABILITY

This Code shall be applicable to Dion Global Solutions Limited.

DEFINITIONS

In this Code:

- (a) **“Chief Executive Officer” / “CEO”** shall mean the Chief Executive Officer of the Company or such other person, by whatever name called, in whom substantial powers of management of the Company vest;
- (b) **“Chief Financial Officer” / “CFO”** shall mean the person heading and discharging the finance function of the Company as disclosed by the Company to the recognized stock exchange(s) in its filing under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as amended from time to time.
- (c) **“Chief Investor Relation Officer” / “CIRO”** shall mean the person nominated to function as the Chief Investor Relations Officer under the Regulations;
- (d) **“Code of Conduct”** shall mean the Code of Conduct for Prevention of Insider Trading adopted by the Board of Directors of the Company;
- (e) **“Company”** shall mean Dion Global Solutions Limited, and where the context so requires, shall include its subsidiaries;
- (f) **“Compliance Officer”** shall mean the Company Secretary of the Company, and in his absence, any other senior officer designated so and reporting to the Board of Directors as mentioned in the Regulations;
- (g) **“Insider”** means a person as defined in the Company’s Code of Conduct.
- (h) **“Legitimate Purpose”** means 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, provided that such sharing has not been carried out to evade or circumvent the prohibitions of Regulations; and
- (i) **“Securities”** means Securities of the Company and shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof except units of a mutual fund.

- (j) **“Unpublished Price Sensitive Information”/ “UPSI”** shall have the meaning assigned thereto in the Regulations and in the Company’s Code of Conduct.

Words and terms defined used in this Code and not defined herein, but defined in the Regulations, the Code, the Securities Contracts (Regulation) Act, 1956, the Securities and Exchange Board of India Act, 1992, the Depositories Act, 1996 or the Companies Act, 2013, shall have the meanings respectively assigned to them in such legislations.

PRINCIPLES OF FAIR DISCLOSURE

The Board of Directors of the Company have always thrived to conduct its business in a fair and transparent manner with a view to protect the interest of all the stakeholders in the Company.

Towards achieving this objective, the Company shall adhere to the following principles of fair disclosure of UPSI in letter as well as in spirit with respect to it or its Securities which is likely to affect price of the Securities:

1. The Company shall promptly make public disclosure of UPSI, as soon the information or the decisions are validated by the board of directors of the Company, to stock exchanges where the Securities of the Company are listed and simultaneously upload such information on Company’s official website www.dionglobal.com in order to make such information generally available to investors and members of the Company.
2. The Company shall make uniform and universal dissemination of UPSI to avoid selective disclosure, thereby providing equality of access to such price sensitive information to all concerned.
3. The Company Secretary of the Company is designated as Chief Investor Relations Officer to take all required action for dissemination and disclosure of UPSI.
4. The Company shall make prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.
5. The CEO, CFO and CIRO shall jointly and / or severally provide appropriate and fair response to queries on news reports and request for verification of market rumours by regulatory authorities.
6. The aforesaid personnel of the Company shall ensure that information, if any, shared with analysts and research personnel is not UPSI.
7. The CIRO shall take reasonable steps, to make generally available, any discussion on UPSI at the meetings of analysts or other investor relations conference through the



official website of the Company to ensure official confirmation and documentation of disclosures made.

8. The Company shall ensure that UPSI shall be handled and shared on a “need to know” basis i.e., no UPSI shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. . The Board of Directors has adopted a “Policy for Determination of Legitimate Purposes” as set out in “**Schedule A**” of this Code governing the handling and dissemination of UPSI pursuant to a Legitimate Purpose.

Powers of the Board of Directors

The Board of Directors may stipulate further guidelines, procedures and rules, from time to time, to ensure fair disclosure of UPSI.

The Board reserves the right to amend or modify this Code in whole or in part, at any time without assigning any reason whatsoever but within the framework of the aforementioned Regulations.

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

Disclosure of the Code in Public Domain

This Code shall be published on the official website of the Company.

This Code and every subsequent modification, alteration or amendment made thereto, shall be promptly intimated to the stock exchange where the Securities of the Company are listed.

SCHEDULE A

POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES

The CEO / CFO / CIRO shall determine which person(s) may be provided access to UPSI relating to any particular transaction. In determining such access, the CEO / CFO / CIRO shall be guided by the principle that UPSI shall be made available to any person only if such information is required for the furtherance of the Legitimate Purposes, performance of duties or discharge of legal obligations of such person or as permitted in the Regulations.

An Insider can share the UPSI for Legitimate Purpose to any person subject to following conditions:

- a. The person with whom UPSI is to be shared pursuant to a “Legitimate Purpose” shall also be considered an “Insider” for purposes of this Code, Code of Conduct and the Regulations;
- b. A Non-Disclosure and Confidentiality Agreement (**NDA**) will be executed with such person before sharing UPSI to maintain confidentiality of such UPSI in compliance with the Regulations;
- c. Designated Persons, as defined in the Code of Conduct, will inform in advance to the Compliance Officer / CEO / CFO about sharing of UPSI and share the following details:
 - i. Name, address, contact no., e-mail address and PAN (or any other identifier authorized by law) of the person with whom UPSI is to be shared;
 - ii. Name and address of the organization for which that person works for along with designation, if applicable;
 - iii. Nature, purpose and details of UPSI to be shared; and
 - iv. Copy of executed and signed NDA
- d. A digital database shall be maintained by the Compliance Officer of the details mentioned above which shall be placed before Audit Committee on quarterly basis.