

**DALMIA BHARAT REFRACTORIES LIMITED**

Registered Office: Dalmiapuram Dist. Tiruchirappalli 621651 Tamil Nadu  
(CIN: U26100TN2006PLC061254)

**CODE OF FAIR DISCLOSURE OF  
UNPUBLISHED PRICE SENSITIVE INFORMATION**

**1. Preface**

- 1.1 Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015 (“**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Exchange, to formulate and publish on its official website, a code of practices and procedures for fair disclosure of unpublished pricesensitive information (“**UPSI**”) that it would follow in order to adhere to each of the principles set out in Schedule A of the said Regulations, without diluting the provisions of the Regulations in any manner.

**2. Applicability**

The Code is applicable to all the members of the Board of Directors and Senior Management of the Company.

The term “Board Members” shall mean Directors on the Board of Directors of the Company, including Independent Directors.

The term “senior management” shall mean personnel of the company who are members of its core management team excluding Board of Directors. This would comprise all members of management one level below the executive directors, including all functional heads, Chief financial Officer and Company Secretary of the company.

**3. Title and Commencement of the Code**

- 3.1 This Code shall be called the Code of Fair Disclosure of Unpublished Price Sensitive Information.

**4. Principles of Fair Disclosure**

- 3.1 The following Officials (“**Authorized Official(s)**”) of the Company shall severally have authority and responsibility of the fair dissemination and disclosure of UPSI:
- a) Chief Executive Officer/Managing Director;
  - b) Chief Financial Officer;
  - c) Company Secretary; and
  - d) Such other officials who may be authorized by the Board of Directors or by any of the foregoing persons in writing to speak to securities professionals and investors on behalf of the Company.

- 3.2 The Authorized Official(s) shall promptly make public disclosure of all UPSI that would impact price of securities dealt with on the Stock Exchanges no sooner than credible and concrete information comes into being, in order to make such information generally available.
- 3.3 The UPSI shall be disseminated universally and uniformly by the Authorized Official(s) to avoid selective disclosure.
- 3.4 The UPSI that gets disclosed selectively, inadvertently, or otherwise shall be promptly made generally available.
- 3.5 The Authorized Official(s) shall ensure appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.
- 3.6 The Authorized Official(s) shall ensure that information shared with analysts and research personnel is not UPSI.
- 3.7 The Company and its Authorized Official(s) shall follow best practices to make transcript of records of proceedings of meetings with analyst and other investor relation conferences on the official website [www.dalmiaocl.com](http://www.dalmiaocl.com) to ensure official confirmation and documentation of disclosures made therein.
- 3.8 The Company and its Authorised Official(s) shall handle all UPSI on a need-to-knowbasis only.

## 5. **Policy for determination of legitimate purposes**

- 5.1 The Authorized Official(s) shall determine the legitimate purposes for which communication or procurement of UPSI could be made in terms of the Regulations.
- 5.2 Any such communication or procurement of UPSI should be only on a need to knowbasis and either a confidentiality agreement should sign or due notice should beserved to such persons to maintain the confidentiality of such unpublished price sensitive information.
- 5.3 The legitimate purposes 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.
- 5.4 In no event such sharing shall be carried out to evade or circumvent the prohibitions of the Regulations.

## 6. **Board power and disclosure of the Code**

- 6.1 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. This code and every subsequent amendment thereto shall be published in the official website of the Company, i.e., [www.dalmiaocl.com](http://www.dalmiaocl.com) and shall be promptly intimated to the Stock Exchanges where the securities are listed.

**7. Amendment**

- 7.1 The Company reserves the right to rescind, amend or modify this code in whole or in part, at any time without assigning any reason whatsoever. Any difficulty or ambiguity arising out of any matter not being addressed in the code shall be resolved in line with the spirit of the Policy.

In case of any subsequent changes to the Act or the SEBI Listing Regulations, as the case may be, which make any of the provisions of the code inconsistent with the Act or the SEBI Listing Regulations, the provisions of the Act and the SEBI Listing Regulations would prevail over the code and the provisions of the code would be modified in due course to make it consistent with applicable law.

**Note:** This policy was adopted by the Board of Directors of the Company at its meeting held on October 29, 2022.