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|  **Annexure II****To** **The Board of Directors** **Dhampur Sugar Mills Limited****6th Floor, Max House, Okhla Industrial Estate,** **Phase- III, New Delhi- 20****Sub: Initial/Annual Affirmation of compliance with the Code of Conduct for Board and Senior Management as per regulation 17(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015** I, --------, do hereby affirm that I have read and understood the Code of Conduct applicable to the Board of Directors and Senior Management of the Company and that to the best of my knowledge and belief, I have complied with the requirements of this Code during the preceding Financial year ------ and/ or I affirm that I will comply with the requirements of this Code during the current financial year -------.  **Name** **Designation** **Date:** **Place:**  |