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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:** |