

# DHAMPUR SUGAR MILLS LIMITED

## CODE OF CONDUCT FOR REGULATION, MONITORING AND REPORTING OF INSIDER TRADING (Under Regulation 9(1) of Securities and exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

### **INTRODUCTION:**

The Securities and Exchange Board of India (“SEBI”) has, in order to protect the interest of investors in general and to put in place a framework for prohibition of Insider Trading in securities of the Company and to strengthen the legal framework thereof, has issued the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“the Regulations”) as amended from time to time..

In compliance of the said amendments, this document embodies the Code of Conduct for regulating, monitoring and reporting of trades by insiders as provided for under the Regulations.

### **APPLICABILITY:-**

This Code shall apply to all Designated Persons and their immediate relatives, Connected Persons, as defined in the Code.

### **DEFINITIONS:-**

In this Code, unless the context otherwise requires, the following words, expression and derivations therefrom shall have the meanings assigned to them, as under:

“**Act**” means the Securities and Exchange Board of India Act, 1992 (15 of 1992).

“**Board**” means the Securities and Exchange Board of India.

“**Compliance Officer**” means any senior officer, designated and so reporting to the Board of Directors or head of the organisation in case Board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the Regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and implementation of the codes specified under the Regulations under the overall supervision of the Board of Directors of the Listed Company or head of the organisation as the case may be..

“**Financially Literate**” shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows.

“**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,-
  - a. a relative of connected persons specified in clause (i); or
  - b. a holding company or associate company or subsidiary company; or
  - c. an intermediary as specified in Section 12 of SEBI Act, 1992 or an employee or director thereof; or
  - d. an investment company, trustee company, asset management company or an employee or director thereof; or
  - e. an official of a stock exchange or of clearing house or corporation; or
  - f. 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 is an employee thereof; or
  - g. 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
  - h. an official or an employee of a self-regulatory organization recognized or authorized by the Board; or
  - i. a banker of the Company; or
  - j. a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of the Company or his relative or banker of the Company, has more than ten per cent, of the holding or interest; or
  - k. a firm or its partner or its employee in which a connected person specified in sub-clause (i) of clause (d) is also a partner; or
  - l. a person sharing household or residence with a connected person specified in sub-clause (i) of clause (d);

**“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;

**"Immediate Relative"** means a spouse of a person, and includes parent, sibling, and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities.

**“Relative”** shall mean the following:

- (i) spouse of the person;
- (ii) parent of the person and parent of its spouse;
- (iii) sibling of the person and sibling of its spouse;
- (iv) child of the person and child of its spouse;
- (v) spouse of the person listed at sub-clause (iii); and
- (vi) spouse of the person listed at sub-clause (iv)

**“Designated Persons”** shall include: -

- (a) Promoters and their immediate relatives;
- (b) Directors of the Company and their Personal Assistants.
- (c) Key Managerial Personnel of the Company;
- (d) Every employee in the grade of General Managers and above;
- (e) Every employee in the grade of General Managers and above in material subsidiary ( The Company does not have any material subsidiary )
- (f) Every Employee in Finance, Accounts, Secretarial and MIS.
- (g) Permanent invitees to the meetings of the Board of Directors of the Company and Committees of the Board of Directors of the Company.
- (h) All other persons, being in any contractual, fiduciary or employment relationship with the Company, whether temporary or permanent, that allows such person, directly or indirectly, access to Unpublished Price Sensitive Information or is reasonably expected to allow such access.
- (i) Any other officer/ employee/ person who may have access to price sensitive information and who is notified by the Compliance Officer shall be included within the purview of designated person from time to time.

**“Promoter”** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, or any modification thereof;

**"promoter group"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;

**As per promoter" and "promoter group"** shall have the same meaning as assigned to them respectively in clauses oo and pp of sub-regulation (1) of regulation 2 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018

As per Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

**promoter”** shall include a person :

- i) who has been named as such in a draft offer document or offer document or is identified by the issuer in the annual return referred to in section 92 of the Companies Act, 2013; or
- ii) who has control over the affairs of the issuer, directly or indirectly whether as a shareholder, director or otherwise; or
- iii) in accordance with whose advice, directions or instructions the board of directors of the issuer is accustomed to act:  
Provided that nothing in sub clause (iii) shall apply to a person who is acting merely in a professional capacity;  
Provided further that a financial institution, scheduled commercial bank, foreign portfolio investor other than individuals, corporate bodies and family offices, mutual fund, venture capital fund, alternative investment fund, foreign venture

capital investor, insurance company registered with the Insurance Regulatory and Development Authority of India or any other category as specified by the Board from time to time, shall not be deemed to be a promoter merely by virtue of the fact that twenty per cent. or more of the equity share capital of the issuer is held by such person unless such person satisfy other requirements prescribed under these regulations;

**Promoter group**” includes:

- i) the promoter;
- ii) an immediate relative of the promoter (i.e. any spouse of that person, or any parent, brother, sister or child of the person or of the spouse); and
- iii) in case promoter is a body corporate:
  - A. a subsidiary or holding company of such body corporate;
  - B. any body corporate in which the promoter holds twenty per cent. or more of the equity share capital; and/or any body corporate which holds twenty percent. or more of the equity share capital of the promoter
- iv) in case the promoter is an individual:
  - A. any body corporate in which twenty per cent. or more of the equity share capital is held by the promoter or an immediate relative of the promoter or a firm or Hindu Undivided Family in which the promoter or any one or more of their relative is a member;
  - B. any body corporate in which a body corporate as provided in (A) above holds twenty per cent. or more, of the equity share capital; and
  - C. any Hindu Undivided Family or firm in which the aggregate share of the promoter and their relatives is equal to or more than twenty per cent of the total capital
- v) all persons whose shareholding is aggregated under the heading "shareholding of the promoter group.

Provided that a financial institution, scheduled bank, foreign portfolio investor other than individuals, corporate bodies and family offices, mutual fund, venture capital fund, alternative investment fund, foreign venture capital investor, insurance company registered with the Insurance Regulatory and Development Authority of India or any other category as specified by the Board from time to time, shall not be deemed to be promoter group merely by virtue of the fact that twenty per cent. or more of the equity share capital of the promoter is held by such person or entity: Provided further that such financial institution, scheduled bank, foreign portfolio investor other than individuals, corporate bodies and family offices, mutual fund, venture capital fund, alternative investment fund and foreign venture capital investor insurance company registered with the Insurance Regulatory and Development Authority of India or any other category as specified by the Board from time to time shall be treated as promoter group for the subsidiaries or companies promoted by them or for the mutual fund sponsored by them.

**"Insider"** means any person who is:

- i. a connected person or
- ii. in possession of or having access to unpublished price sensitive information.

**"Takeover Regulations"** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;

**"Trading/Dealing in Securities"** means and includes subscribing, redeeming, switching, buying, selling, dealing, or agreeing to subscribe, redeem, switch, buy, sell, deal in any securities, and "trade" shall be construed accordingly.

**"Trading Day"** means a day on which the recognized stock exchanges are open for trading;

**"Unpublished Price Sensitive Information"** 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:

- i. Financial Results;
- ii. Dividends;
- iii. Change In Capital Structure;
- iv. Mergers, De-Mergers, Acquisitions, Delistings, Disposals and Expansion of Business and such other transactions;
- v. Changes in key managerial personnel.

**"Legitimate Purposes":-**

The term "Legitimate Purpose" shall include sharing of unpublished price sensitive information 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 SEBI (Prohibition of Insider trading) Regulations, 2015 or any amendments thereto.

**DUTIES AND RESPONSIBILITIES OF THE COMPLIANCE OFFICER:**

- (a) Company Secretary of the Company has been appointed as Compliance Officer for the purpose of this Code and the Regulations. He/she shall make best endeavours to ensure compliance with, and effective implementation of, the Regulations and the Code by Specified Persons.
- (b) Compliance Officer shall report on Insider Trading to the Board of Director and in particular, shall provide report to the Chairman of the Audit Committee or to the Chairman of the Board of Director, at such frequency, as may be stipulated by the Board of Director, but not less than once in a year.

- (c) The Compliance Officer shall be responsible for:
  - i. setting forth policies in consultation with the Chairman / Managing Director;
  - ii. prescribing procedures in connection with the Code;
  - iii. monitoring adherence to the rules specified in the Code for the preservation of UPSI;
  - iv. pre-clearing approvals to dealings in the Company's Securities by the Designated Persons and Dependent and monitoring of such dealings;
  - v. Implementation of this Code under the overall supervision of the Board.
- (d) Compliance Officer shall maintain records of all declarations and disclosures received by her under the Code for a period of not less than Eight (8) years after completion of the relevant transactions and in the event of receipt of any information from the SEBI regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.
- (e) Compliance Officer shall be responsible for the approval of Trading Plans and notifying the same to the stock exchanges on which Securities are listed.
- (f) Compliance Officer shall maintain a record of trading window from time to time.
- (g) Compliance Officer shall assist all employees in addressing any clarifications regarding the Regulations and this Code.
- (h) Compliance Officer shall put in place adequate and effective system of Internal Control to ensure compliance with Insider Trading Regulations.

**RESPONSIBILITIES OF DESIGNATED PERSONS AND ITS IMMEDIATE RELATIVE AND CONNECTED PERSONS:**

- (a) The Designated Persons and Connected Persons shall maintain confidentiality of all UPSI and shall not communicate, provide, or allow access to any UPSI relating to the Company, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- (b) Designated Persons and Connected Persons, who are reasonably expected to have access to UPSI or who have received or have had access to such information, shall handle the same on a “need to know” basis. UPSI shall be disclosed only to those persons within the Company who need such information in furtherance of their legitimate purposes, performance of duties or discharge of legal obligations.
- (c) Designated Persons and Connected Persons, who are reasonably expected to have access to UPSI or who have received or have had access to such information, shall ensure that files containing UPSI are kept secure and computer files containing such UPSI have adequate security of login through a password.
- (d) The Compliance Officer shall be consulted in advance, before any communication is made to the media / public on behalf the Company, which may have impact on the price movement in the Company's scrip.

- (e) Designated persons shall be required to disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the company on an annual basis and as and when the information changes:
- i. immediate relatives
  - ii. persons with whom such designated person(s) shares a material financial relationship
  - iii. Phone, mobile and cell numbers which are used by them.
- (f) Compliance Officer shall put in place adequate and effective system of Internal control to ensure compliance with Insider Trading Regulations.

### **RESPONSIBILITIES OF BOARD OF DIRECTORS/ HEAD(S) OF ORGANISATION**

The Board of Directors or heads of organisation shall ensure that a structured digital database is maintained containing the following :

- i. the nature of Unpublished Price Sensitive Information;
- ii. the names of such persons who have shared the information; and
- iii. the names of such persons with whom information is shared under Insider Trading Regulations along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available.

Annual Disclosure from Designated and connected persons will be required as per Annexure VIII.

- iv. The Structured digital database and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non- tampering of the database.

### **PRESERVATION OF “UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSI)”:**

1. All information shall be handled within the Company on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the legitimate purposes, performance of duties or discharge of legal obligations.

#### **Need to Know**

UPSI shall be handled on a “Need to Know” basis, i.e. UPSI should be disclosed only to those who need to know the same in furtherance of a legitimate purpose, the course of performance or discharge of their duty and whose possession of UPSI will not in any manner give rise to a conflict of interest or likelihood of misuse of the information.

**UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:**

- an obligation to make an open offer under the takeover regulations where the Board of Directors of the Company is of informed opinion that sharing of such information is in the best interests of the Company; or
- not attracting the obligation to make an open offer under the takeover regulations but where the Board of Directors of the Company is of informed opinion that sharing of such information is

in the best interests of the Company and the information that constitute unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine to be adequate and fair to cover all relevant and material facts.

However, the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the limited purpose and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.

## **2. Limited access to confidential information**

Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc.

### **CHINESE WALL:**

- (a) To prevent the misuse of confidential price sensitive information, the Company shall adopt a “Chinese Wall” policy separating those areas of the Company which routinely have access to such confidential information which shall be considered as “sensitive areas”, and other departments providing support services which shall be considered as “other areas”.
- (b) The employees engaged in the sensitive area shall not communicate any Price-Sensitive Information to anyone in the other area.
- (c) In exceptional circumstances employees from the other areas could be allowed to “cross the wall” and obtain confidential information only on “need- to-know” basis only.

### **PROCEDURE ON NEW INSIDER:-**

Any person who by virtue of:

- i. New appointment.
- ii. Promotion
- iii. Invitation in the discussions and meetings.

turns to be designated employee/connected person, shall be made aware of the duties and responsibilities attached to having inside information and liabilities towards misuse of such information through exhibits available at Company’s website or interaction with Compliance Officer wherever required.

### **POLICY ON INQUIRY FOR LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION:**

- i. The Audit Committee of Board of Directors shall make an inquiry on receipt of misuse of UPSI or Suo moto.
- ii. It shall serve notice and give reasonable time of not more than seven days to alleged person to submit the reply.
- iii. Audit Committee shall review the entire matter after receiving the reply.
- iv. It shall submit its report to the Board and take other necessary actions.



**TRADING WINDOW:**

- (a) The Compliance Officer shall notify a 'trading window' during which the Designated Persons may trade in the Company's securities after securing pre-clearance from the Compliance Officer in accordance with these Rules.
- (b) Designated Persons and their immediate relatives shall not trade in the Company's securities when the trading window is closed.
- (c) The trading window shall be closed *from the end of every quarter till 48 hours after the declaration of financial results.*"

**In other cases :** Unless otherwise intimated by Compliance officer, the trading window shall be inter-alia closed 7 days prior to and during the time the unpublished price sensitive information is published and will be re-opened not earlier than 48 hours after the UPSI in question becomes generally available.

- (d) Additionally, the trading window shall be closed in particular for a Designated Person or class of Designated Persons when the Compliance Officer determines that a designated person or class of Designated Persons can reasonably be expected to have possession of Unpublished Price Sensitive information.

**The trading window restrictions mentioned in sub-clause (1) of Regulation 4 to Schedule B of the Regulation shall not apply in respect of –**

- (a) transactions specified in clauses (i) to (iv) and (vi) of the proviso to sub-regulation (1) of regulation 4 of the Regulation
- (b) and in respect of a pledge of shares for a bonafide purpose such as raising of funds, subject to pre-clearance by the compliance officer and compliance with the respective regulations made by the Board;
- (c) transactions which are undertaken in accordance with respective regulations made by the Board such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy-back offer, open offer, delisting offer or transactions which are undertaken through such other mechanism as may be specified by the Board from time to time.

**PRE-CLEARANCE OF TRADING:**

- a. Designated Persons may Trade in the securities of the Company when the trading window is open, after obtaining approval of the Compliance Officer by submitting an application as per Annexure I and an undertaking as per Annexure II.
- b. The Compliance Officer shall not approve any proposed Trade by Designated Person if the Compliance Officer determines that such Designated Person is in possession of UPSI even though the trading window is open.

- c. The Compliance Officer may, after being satisfied that the application and undertaking are true and accurate, approve Trading by a Designated Person, on the condition that the Trade so approved shall be executed within seven trading days from the date of approval.
- d. The Designated Person shall, within two days of the execution of the Trade, submit the details of such Trade to the Compliance Officer as per **Annexure III**. In case the transaction is not undertaken, a report to that effect shall be filed in the said form.
- e. If the pre-cleared Trade is not executed within seven trading days after the approval is given, the Designated Person must secure pre-clearance of the transaction again.
- f. All Designated Persons who trade in the Securities of the Company shall not enter into an opposite transaction during the next six months following the prior transaction. In case of any contra trade be executed, inadvertently or otherwise, in violation of such restriction, the profit from such trade shall be liable to be disgorged for remittance to the SEBI for credit to the Investor Protection and Education Fund administered by SEBI.

Provided that this shall not be applicable for trades pursuant to exercise to stock options.

Provided further that Compliance Officer of the Company is empowered to grant relaxation from strict application of this restriction for reasons to be recorded in writing provided that such relaxation does not violate the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended.

- g. A Designated Person who trades in securities without complying with the pre-clearance procedure as envisaged in these Rules or gives false undertakings and/or makes misrepresentations in the undertakings executed by him/her while complying with the pre-clearance procedure shall be subjected to the penalties as envisaged in these Rules.
- h. Nothing in this rule shall apply to any Trade involving a value less than Rs 10 Lakhs or such other amount as may be specified by the Board of Directors from time to time provided the Designated Person is not in possession of UPSI while executing such trade.
- i. In case the sale of Securities of the Company is necessitated by personal emergency, the above referred requirements may be waived by the Compliance Officer after recording his reasons in this regard.

\*Provided that this rule shall not be applicable for trades pursuant to exercise of stock exchange.

#### **TRADING PLAN:**

- a. A Designated Person shall be entitled to formulate a trading plan ("Trading Plan") for Trading in Securities of the Company in accordance with the Regulations and present the same to the Compliance Officer for its approval and public disclosure.
- b. The trading may be carried out in accordance with such Trading Plan.

- c. Commencement of Trading shall not be done on behalf of the Designated Persons earlier than one hundred and twenty calendar days from the public disclosure of the Trading Plan.
- d. Trading Plan shall not overlap any period for which another Trading Plan is already in existence
- e. The trading plan shall set out following parameters for each trade to be executed:
  - (i) either the value of trade to be effected or the number of securities to be traded;
  - (ii) nature of the trade;
  - (iii) either specific date or time period not exceeding five consecutive trading days;
  - (iv) price limit, that is an upper price limit for a buy trade and a lower price limit for a sell trade, subject to the range as specified below:
    - for a buy trade: the upper price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent higher than such closing price;
    - for a sell trade: the lower price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent lower than such closing price.

Explanation:

(i) While the parameters in sub-clauses (i), (ii) and (iii) shall be mandatorily mentioned for each trade, the parameter in sub-clause (iv) shall be optional.

(ii) The price limit in sub-clause (iv) shall be rounded off to the nearest numeral.

(iii) Insider may make adjustments, with the approval of the compliance officer, in the number of securities and price limit in the event of corporate actions related to bonus issue and stock split occurring after the approval of trading plan and the same shall be notified on the stock exchanges on which securities are listed.

(iv) Trading Plan shall also not entail trading in securities for market abuse.

The Trading Plan shall be reviewed by the Compliance Officer of the Company to assess whether the Trading Plan would violate the provisions of the Regulations and the Compliance officer shall be entitled to seek express undertakings as may be necessary to enable the assessment of the Trading Plan and to approve and Monitor the implementation of the Trading Plan as per provisions of the Regulations.

Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan and trading window norms shall not be applicable for trades carried out in accordance with an approved trading plan.

The Trading Plan once approved shall be irrevocable and the Designated Person shall mandatorily have to implement the Trading Plan, without being entitled to either execute any trade in the securities outside the scope of the trading plan or to deviate from it except due to permanent incapacity or bankruptcy or operation of law.

Provided that the implementation of the Trading Plan shall not be commenced if any UPSI is in possession of the Designated Person at the time of formulation of the Trading Plan has not Become Generally Available at the time of the commencement of implementation.

Provided further that if the insider has set a price limit for a trade under the regulations, the insider shall execute the trade only if the execution price of the security is within such limit. If price of the security is outside the price limit set by the insider, the trade shall not be executed.

Explanation: In case of non-implementation (full/partial) of trading plan due to either reasons enumerated in Regulation 5(4) of the Regulations or failure of execution of trade due to inadequate liquidity in the scrip, the following procedure shall be adopted:

- i. The insider shall intimate non-implementation (full/partial) of trading plan to the compliance officer within two trading days of end of tenure of the trading plan with reasons thereof and supporting documents, if any.
- ii. Upon receipt of information from the insider, the compliance officer, shall place such information along with his recommendation to accept or reject the submissions of the insider, before the Audit Committee in the immediate next meeting. The Audit Committee shall decide whether such non-implementation (full/partial) was bona fide or not.
- iii. The decision of the Audit Committee shall be notified by the compliance officer on the same day to the stock exchanges on which the securities are listed.
- iv. In case the Audit Committee does not accept the submissions made by the insider, then the compliance officer shall take action as per the Code of Conduct.

*The Compliance officer shall approve or reject the trading plan within two trading days of receipt of the trading plan and notify the approved plan to the stock exchanges on which the securities are listed, on the day of approval.*

#### **DISCLOSURE REQUIREMENTS:**

##### **(a) Initial Disclosure:**

- (1) Every person on appointment as a Key Managerial Personnel or a director of the Company or upon becoming a Promoter or member of the Promoter group shall disclose his holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a promoter, as per **Form B** set out in **Annexure IV**.

##### **(b) Continual Disclosure:**

- (1) Every Promoter, member of promoter group, designated person and Director of the Company and each of their Immediate Relatives shall disclose in such manner as may be specified by the Board as per the **Form C** set out in **Annexure V** to the Company the number of such securities

acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. 10 Lacs (Ten lacs).

- (2) The disclosure shall be made within two working days of:
- i. the receipt of intimation of allotment of shares, or
  - ii. the acquisition or sale of shares or voting rights, as the case may be.

**(c) Disclosure to the Stock Exchange:**

The Compliance Officer shall notify the stock exchanges, particulars of the Trades, within two trading days of the receipt of the Continual Disclosure or from becoming aware of such information.

**(d) Disclosures by other Connected Persons.**

The Compliance Officer may, require any other Connected Person or class of connected persons to disclose the holdings and trading in securities of the Company as per **Form D** set out in **Annexure VI** at such frequency as he may determine.

**PENALTY FOR INSIDER TRADING:**

- (a) An Insider who acts in contravention of this code/regulations/rules may be penalised and appropriate action may be taken by the Company.
- (b) An Insider who violates these rules shall be subject to disciplinary action by the Company, which may include wage freeze, suspension, recovery, ineligibility for future participation in the Company's stock option plans or termination.
- (c) The amount collected during disciplinary actions taken by the Company shall be remitted to the SEBI for credit to the Investor Protection and Education Fund administered by the SEBI under the Act.
- (d) The Company shall promptly inform the stock exchange(s) where the concerned securities are traded, in such form and such manner as may be specified by the Board from time to time.

**MISCELLANEOUS:**

- (a) The Board of Directors may at any time, modify, alter or amend the provisions of this code by giving notice of such modification, alteration, amendment to Designated Persons.
- (b) Where the Company engages a service provider who is a Connected Person, the head of the department of the Company which engages such Connected Person is responsible for communicating the requirements of this Code to such Connected Person to prevent such person from misusing Unpublished Price Sensitive Information of the Company.

**Last updated vide resolution dated 06.02.2025**

**APPLICATION FOR PRE- TRADING APPROVAL**

**To**  
**The Compliance Officer,**  
**Dhampur Sugar Mills Limited**  
**6<sup>th</sup> Floor, Max House, Okhla Industrial Estate**  
**New Delhi- 110020**

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Insider Trading Policy, I seek approval to purchase/sell/subscribe \_\_\_\_\_ Equity shares of the company as per details given below:

1	Name of the Applicant	
2	Designation	
3	Number of Securities held as on date	
4	Folio No./DP ID/Client ID No.	
5	The proposal is for	a) Purchase of Securities b) Subscription to securities c) Sale of securities
6	Proposed date of trading in securities	
7	Estimated number of securities proposed to be purchased/subscribed/sold	
8	Current Market Price( as on date of application)	
9	Whether the proposed transaction will be through stock Exchange or Off- Market trade	
10	Folio No./DP ID/Client ID No. where the securities will be credited/debited	

I enclose herewith the undertaking signed by me.

Signature:

Name:

Designation:

Date:

**UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-CLEARANCE**

**To**  
**The Compliance Officer,**  
**Dhampur Sugar Mills Limited**  
**6<sup>th</sup> Floor, Max House, Okhla Industrial Estate**  
**New Delhi- 110020**

I, \_\_\_\_\_ (Name and Designation), am desirous of trading in \_\_\_\_\_ Equity Shares of the Company as mentioned in my application dated \_\_\_\_\_ for pre- Clearance of the transaction.

I further declare that I am not in possession of any unpublished price sensitive Information up to the time of signing this Undertaking.

In the event that I have access to or receive any unpublished price sensitive Information after the signing of this undertaking but before executing the transaction for which approval is sought, I shall Inform the Compliance Officer of the same and shall completely refrain from trading in the securities of the Company until such information becomes public.

I declare that I have not contravened the provisions of the code in force as of date.

In the event of this transaction being in violation of the code or the applicable laws, (a) I will, unconditionally, release, hold harmless and indemnify to the fullest extent, the Company and its directors and Officers, (the ' Indemnified persons') for all losses, damages, fines, expenses, suffered by the indemnified persons, (b) I will compensate the indemnified persons for all expenses incurred in any Investigation, defence, crisis management or public relations activity in relation to this transaction and (c) I authorize the Company to recover from me, the profits arising from this transaction and remit the same to the SEBI for credit of the Investor Protection and Education fund administered by the SEBI.

I undertake to submit the necessary report within two days of execution of the transaction/ a 'Nil' report if the transaction is not undertaken.

If approval is granted, I shall execute the trade within seven days of the receipt of approval falling which I shall seek pre- clearance afresh.

I declare that I have made full and true disclosure in the matter.

Signature:

Name:

Designation:

Date:

**DISCLOSURE OF TRANSACTIONS****(To be submitted within 2 days of transaction/ trading in securities of the Company)**

**To**  
**The Compliance Officer,**  
**Dhampur Sugar Mills Limited**  
**6<sup>th</sup> Floor, Max House, Okhla Industrial Estate**  
**New Delhi- 110020**

I hereby inform that I

- have not bought/sold/subscribed any securities of the company.
- have bought/sold/subscribed to \_\_\_\_\_ securities as mentioned below on \_\_\_\_\_ (date). (Strike out whichever is not applicable).

<b>Name of holder</b>	<b>No. of Securities traded</b>	<b>Bought/sold/subscribed</b>	<b>DP ID/Client ID/Folio No.</b>	<b>Price (Rs.)</b>

I declare that the above information is correct and that no provisions of the Company's Rules and/or applicable laws/regulations have been contravened for effecting the above said transaction(s).

Signature:

Name:

Designation:

Date:



**FORM B**

**SEBI (Prohibition of Insider Trading) Regulations, 2015**  
**[Regulation 7 (1)(b) read with Regulation 6 (2)- Disclosure on becoming a**  
**Director/KMP/Promoter]**

Name of the Company \_\_\_\_\_

ISIN of the Company \_\_\_\_\_

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN & address with contact nos.	Category of person (KMP / Director or Promoter or member of the promoter group/ Immediate relative to/others, etc.)	Date of appointment of KMP/Director / OR Date of becoming Promoter/ member of the promoter group	Securities held at the time of appointment of KMP/Director or upon becoming Promoter or member of the promoter group		% of Shareholding
			Type of Security (For Eg- Shares, Warrants, convertible Debentures etc)	No.	
1	2	3	4	5	6

Note: "Securities" shall have the meaning as defined under regulation 2(1) (i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Details of Open Interest (OI) in derivatives on the securities of the company held on appointment of KMP or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group			Open Interest of the Option Contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of the promoter group		
Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms	Contract specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
7	8	9	10	11	12

***Note: In case of Options, notional value shall be calculated based on premium plus strike price of options***

Signature:

Name:

Designation:

Date:

Place:

**FORM C**

**SEBI (Prohibition of Insider Trading) Regulations, 2015**  
**[Regulation 7 (2) read with Regulation 6 (2)- Continual Disclosure]**  
**(Revised format to be prescribed by SEBI)**

Name of the Company \_\_\_\_\_

ISIN of the Company \_\_\_\_\_

Details of Change in holding of securities of Promoter, Member of Promoter group, designated person or Director of a Listed Company and immediate relatives of such persons and other such persons as mentioned in regulation 6(2).

Name, PAN, CIN/DIN & Address with contact Nos.	Category of person (Promoter, Member of Promoter group/KMP/Directors/designated person /other, etc)	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition /disposal		Date of allotment advice/acquisition of shares/sale of shares specify		Date of intimation to Company	Mode of acquisition/disposal (on market/public /rights/preferential offer/off market/Inter-se transfer, ESOPS etc)	Exchange on which the trade was executed
		Type of security (for eg:- Shares, warrants, convertible debentures , etc)	No & % of shareholding	Type of Security (for eg.- Shares, Warrants, Convertible Debentures etc)	No.	Value	Transaction type (Buy/Sale/Pledge/Revoke/Invoke)	Type of Security (for eg.- Shares, Warrants , Convertible Debentures etc)	No & % of shareholding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

Note:

- i. Securities shall have the meaning as defined under regulation 2 (1) (i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

ii. Value of transaction excludes taxes/brokerage/any other charges

Details of trading in derivatives on the securities of the company by Promoter, member of the promoter group, designated person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
16	17	18	19	20	21	22

*Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.*

Signature:

Name:

Designation:

Date: Place:

**FORM D (Indicative Format)**  
**SEBI (Prohibition of Insider Trading) Regulations, 2015**  
**[Regulation 7 (3) – Transactions by other connected persons as identified by the Company]**

Details of trading in securities by other connected persons as identified by the Company.

Name, PAN, CIN/DIN & Address with contact Nos. of other connected persons as identified by the Company	Connection with Company	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition /disposal		Date of allotment advice/acquisition of shares/sale of shares specify		Date of intimation to Company	Mode of acquisition/disposal (on market/public/rights/preferential offer/off market/Inter-se transfer, ESOPS etc)	Exchange on which the trade was executed
		Type of security (for eg:- Shares, warrants, convertible debentures, etc)	No & % of shareholding	Type of Security (for eg.- Shares, Warrants, Convertible Debentures etc)	No.	Value	Transaction type (Buy/Sale/Pledge/Revoke/Invoke)	Type of Security (for eg.- Shares, Warrants, Convertible Debentures etc)	No & % of shareholding	From	To			
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

Note:

- i. Securities shall have the meaning as defined under regulation 2 (1) (i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

ii. Value of transaction excludes taxes/brokerage/any other charges

Details of trading in derivatives on the securities of the company by other connected persons as identified by the company

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
16	17	18	19	20	21	22

*Note: In case of Options, notional value shall be calculated based on premium plus strike price of options.*

Signature:

Name:

Designation:

Date:

Place:

## Form for Annual disclosure of holdings of equity shares/other securities of the Company

Date:

**FROM:****Name:****Director/Designated Employee:****Designation:****DIN/Employee's Code:****PAN:****Address:**

To

The Compliance Officer,

Dhampur Sugar Mills Limited

6<sup>th</sup> Floor, Max House, Okhla Industrial Estate

New Delhi- 110020

Sir,

With reference to above, I wish to inform you that I along with my immediate relatives are holding equity shares/other securities of the Company as follows:

## I. Details of holding in my name:

Name	No. of Securities held on 1 <sup>st</sup> April of last year	No. of Securities bought during the year	No. of Securities sold during the year	No. of Securities held on 31 <sup>st</sup> March of current year	Folio No./DP ID/ Client ID

## II. Details of holding in name of my immediate relatives:

Name of Relative and PAN	Relationship	No. of Securities held on as on 1 <sup>st</sup> April of last year	No. of Securities bought during the year	No. of Securities sold during the year	No. of Securities held on 31 <sup>st</sup> March of current year	Folio No./DP ID/ Client ID

I/We declare that I/we have complied with the requirements of the Code of Conduct for regulation, monitoring and reporting of Insider trading pursuant to the requirement of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

Signature:

Name:

Designation:

Date: