

DHAMPUR SUGAR MILLS LIMITED

Registered Office: Dhampur, Distt. Bijnor- 246761, U.P
CIN: L15249UP1933PLC000511

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

The Policy and Obligations

The Company endeavors to preserve the confidentiality of un-published price sensitive information and to prevent misuse of such information. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations.

Every insider (Promoter/ Directors/ Employees, etc.) of the Company who deals with unpublished price sensitive information has a duty to safeguard the confidentiality of all such information obtained in the course of his or her work at the company. There shall be no selective disclosure of information and the Company and insider shall endeavor to ensure equal accessibility of unpublished price sensitive information to all the stakeholders associated with the Company.

To achieve these objectives, Dhampur Sugar Mills Limited (hereinafter referred to as "the Company") hereby notifies that this code of conduct is to be followed by all directors, officers, designated employees, Key Managerial personnel and connected persons.

Words and expressions used herein shall have same meaning as given in SEBI (Prohibition of Insider Trading) Regulations 2015.

1. Role of Compliance Officer

- 1.1** He shall maintain a record of designated employees and any changes made to the list of Connected Persons
- 1.2** He shall report on insider trading to the Board of Directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the Board of Directors at such frequency as may be stipulated by the Board of Directors.
- 1.3** He shall assist all employees in addressing any clarifications regarding the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct.
- 1.4** Pre- clearing of trades and/ or trading plan of Specified person in relation to the Company.

2. Preservation of "Price Sensitive Information"

- 2.1** All information shall be handled within the Company on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of the insider's legitimate purposes, performance of duties or discharge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

Unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction which entails: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 the proposed transaction 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 the proposed transaction 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.

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

2.2 Limited access to confidential information

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

3. Pre-clearance of trades

All Specified Persons who intends to deal in the securities of the Company when the trading window is open should pre-clear the transaction, by making an application in **Form I** to the Compliance Officer where the aggregate of the securities to be acquired/sold / dealt in during a calendar month exceeds 25,000 in number or where the market value of the securities to be acquired/sold/dealt in a calendar month exceeds Rs. 10,00,000 (Rupees Ten Lakhs) in value, whichever is lower.

While seeking pre-clearance all designated persons shall submit a declaration in **Form II** to the Compliance Officer confirming that he/she does not stand in possession of any unpublished price sensitive information. However, the Compliance Officer shall have the authority to seek further information/clarification to ensure that the subject declaration is accurate.

The Compliance Officer shall give Pre dealing approval letter as per **Form III**. However, no approval for trading in the securities of the Company shall be granted when the trading window is closed.

All Specified persons shall execute their transaction which has been pre- cleared, within seven trading days after the approval of such pre-clearance. However, a fresh pre - clearance shall be required in case the transaction which has been pre- cleared earlier was not executed within the prescribed time frame of seven (7) trading days.

The Specified Persons after executing the transaction for which the pre clearance approval was obtained shall submit a report of the trades as executed in **Form IV** within a period of seven (7) working days from the date of execution of subject transaction to the Compliance Officer.

4. Trading Plan

Such person(s) who may perpetually be in possession of unpublished price sensitive information may opt for trading in the securities of the company by way of formulation of "Trading plan" which shall enable such persons to trade in securities in a compliant manner and plan for trades to be executed in future.

The distinct features of the Trading Plan are detailed herein below:

- i. An insider may formulate a Trading Plan and present it to the compliance officer in the attached **Form V** for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.
- ii. Pursuant to the Trading Plan, such an insider:-
 - (a) shall not commence trading for a period of 6 months from the date of public disclosure of the plan.
 - (b) cannot trade from the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the Company i.e. 20 trading days before June 30, Sept 30, Dec 31 and March 31 and upto 2 trading days after the disclosure of the financial results for such period.
 - (c) shall submit a trading plan for atleast 12 months.
 - (d) cannot submit a trading plan for a period during which another trading plan in existence overlaps.
 - (e) shall not use the trading plan for market manipulation, abuse or any unfair trade practice in the securities market.
- iii. Such Trading Plan shall set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected;
- iv. The compliance officer shall review the trading plan to assess whether the plan will have any potential for violation of these regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan. Thus for the said purpose, the Compliance Officer shall have the authority to seek such declaration(s) from the insider that the insider is not in possession of Unpublished Price Sensitive Information or that he would ensure that any Unpublished Price Sensitive Information in his possession becomes generally available before the insider commences executing the trades.
- v. The trading plan once approved shall be irrevocable and the insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan. However, the implementation of the trading plan shall not be commenced if any unpublished price sensitive information in possession of the insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation and in such event the compliance officer shall inform the

insider that the commencement ought to be deferred until such unpublished price sensitive information becomes generally available information so as to avoid a violation of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

- vi. Whenever trading as per the trading plan is executed by such person(s), the details of such executed trade must be submitted to the Compliance Officer in **Form V**.
- vii. Upon approval, the Compliance Officer shall notify the Trading Plan to the stock exchanges on which the securities of the Company are listed.

5. Trading Window and Window Closure

5.1 (i) The trading period, i.e. the trading period of the stock exchanges, called 'trading window', is available for trading in the Company's securities.

(ii) The trading window shall be, inter alia, closed 7 days prior to and during the time the unpublished price sensitive information is published.

(iii) When the trading window is closed, the Specified Persons shall not trade in the Company's securities in such period.

(iv) All Specified Persons shall conduct all their dealings in the securities of the Company only in a valid trading window and shall not deal in any transaction involving the purchase or sale of the Company's securities during the periods when the trading window is closed, as referred to in Point No. (ii) above or during any other period as may be specified by the Company from time to time.

(v) In case of ESOPs, exercise of option may be allowed in the period when the trading window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when trading is closed.

5.2 The trading window shall be, inter alia, closed at the time:

- (i) Declaration of Financial results (quarterly, half-yearly and annual)
- (ii) Declaration of dividends (interim and final)
- (iii) Issue of securities by way of public/ rights/bonus, etc.
- (iv) Any major expansion plans or execution of new projects
- (v) Amalgamation, mergers, takeovers and buy-back
- (vi) Disposal of whole or substantially whole of the undertaking
- (vii) Any changes in policies, plans or operations of the Company disruption of operations due to natural calamities;

5.3 The Compliance Officer shall intimate the closure of trading window to all the designated employees of the Company when he determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates.

5.4 The Compliance Officer after taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the trading window, however in any

event it shall not be earlier than forty-eight hours after the information becomes generally available.

- 5.5** The trading window shall also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the Company.

6. Other Restrictions

- 6.1** The disclosures to be made by any person under this Code shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.
- 6.2** The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this Code.
- 6.3** The disclosures made under this Code shall be maintained for a period of five years.

7. Reporting Requirements for transactions in securities

Transactions in securities made by promoter/ Key Managerial Personnel / Director/ Designated Employees of the Company shall require reporting in terms of SEBI (Prohibition of Insider Trading) Regulations, 2015 and shall be made available separately.

- 8. Specified** Persons who violate the Code shall be subject to disciplinary action by the Company, which may include wage freeze, suspension, ineligibility for future participation in employee stock option plans, etc.

The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.

Form I

Form I (Refer Clause 4 of the Code of Conduct for Prohibition of Insider Trading) Application for Pre-clearance

(For use by Directors/Officers/ Key Managerial Personnel in case deal in the securities of Company above minimum of 25,000 shares or Rs.10,00,000 in a calendar month)

To,
The Compliance Officer
Dhampur Sugar Mills Limited

Dear Sir,

I / my immediate relative am desirous of dealing in the below-mentioned securities of the Company in my own name or on behalf of my immediate relative(write name of family member and relationship) and seek your approval to acquire/ purchase/ sell them

Type of Security	No. of Shares	Market Price on date of Application (To give last trading day's closing price)	Nature of Trade Buy / Sell	Date by which trade is proposed to be executed	Folio No./ DP ID No./Client ID No. Along with the name of depository	Present Holding (No. of Shares)	
<i>Equity shares</i>						<i>Physical</i>	<i>Demat</i>

My undertaking for the purpose of pre-clearance is attached herewith. I/ my immediate relative is aware that if the order is not executed within seven trading days after the approval is given, I would have to pre-clear the transaction again.

I have made full and true disclosure in this application.

Signature:

Name:

Designation:

Department:

Location:

Form II

**FORMAT OF UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-DEALING
UNDERTAKING**

Undertaking

In compliance of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Code for Prohibition of Insider Trading, I, _____ (Name of the Designated Person) hereby undertake/declare that:

1. I do not have any access to or have not received any “Price Sensitive Information” upto the time of signing this undertaking.
2. In case I have access to or receive any “Price Sensitive Information” after the signing of this undertaking but before the execution of the deal, I shall inform the Compliance Office of the change in the position and that I would completely refrain from dealing in Securities till the time such information is made available to public by Company.
3. I have not contravened the Code as notified by the company from time to time.
4. I have made full and true disclosure in the matter.

Signed this _____ day of _____, 20__

Signature:
Name:
Designation:
Department:
Location

Form III

FORMAT FOR PRE-DEALING APPROVAL LETTER

Date: _____

Approval No: __ of __

To,

Mr. /Mrs. _____

Emp No. : _____

Designation: _____

PRE-DEALING APPROVAL/DISAPPROVAL -Your application Dtd._____

Dear Mr. /Mrs. _____

With reference to your above application seeking approval for undertaking certain transactions in Securities of the Company detailed therein, please be informed that you are hereby authorised/not authorised to undertake the transaction(s) as detailed in your said application.

This approval is being issued to you based on the various declarations, representations and warranties made by you in your said application. This approval letter is valid till _____ (i.e. for {7 trading days}). If you do not execute the approved transaction /deal on or before this date you would have to seek fresh pre-dealing approval before executing any transaction/deal in the Securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within four {4} days from the date of transaction/deal. In case the transaction is not undertaken a "Nil" report shall be necessary.

Yours truly,

Compliance Officer

Form IV
Format for Confirmation of Trades executed, pursuant to pre clearance

From:
 Name:
 Designation:

To
 The Compliance Officer

Dear Sir,

Pursuant to your pre clearance datedI / my immediate relative have dealt in the below-mentioned securities of the Company in my own name or on behalf of my immediate relative(write name of family member and relationship)

Type of Security	No. of Shares	Price at which transacted	Nature of Trade Buy / Sell	Date on which executed	Folio No./ DP ID No./Client ID No. Along with the name of depository	Present Holding (No. of Shares)	
						Physical	Demat
<i>Equity shares</i>							

I hereby confirm that I did not have any access to or have not received any "Price Sensitive Information" upto the time of execution of this transaction.

4. I have made full and true disclosure in the matter.

Signed this _____ day of _____, 20__

 Signature:
 Name:
 Designation:
 Department:
 Location

FORM V
TRADING PLAN

From;
Shri/Smt: _____
Designation _____
Employee No.: _____

To,
The Compliance Officer
Dhampur Sugar Mills Limited
New Delhi

Dear Sir,

I would like to submit the following Trading Plan for the period 01.04..... to 31.03..... . I request you to kindly approve the same:

Date	Number of Shares to be Purchased	Number of Shares to be Sold

I undertake

- a. not to trade for a period of six months from the public disclosure of the plan.
- b. not to trade for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;
- c. does not overlap of any period for which another trading plan is already in existence;
- d. not to use the trading plan for market abuse.

Name:
Signature:
Date:
Place