



***DHAMPUR BIO ORGANICS LIMITED***

***“Code of Internal Procedures and Conduct for  
Regulating, Monitoring and Reporting of Trading by  
Insiders”***

## **CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING IN SECURITIES OF THE COMPANY**

### **PREAMBLE:**

The Securities and Exchange Board of India (SEBI) had issued the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (Regulations) to regulate, monitor and report trading by the Designated Persons and immediate relatives of designated persons.

The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ensures that Designated Persons do not trade in the Securities of a Company when in possession of an unpublished price sensitive information (“**UPS**I”) and to prevent any speculative dealings, knowingly or unknowingly, by such Designated Persons, their Immediate Relatives and Insiders and for the same this Code has been formulated.

To maintain the integrity of “Dhampur Bio Organics Limited” (**the “Company”**), prevention of insider trading is a necessary step. “**Insider Trading**” may occur when any person subscribes, buys, sells, deals, or agrees to subscribe, buy, sell, deal in any securities and trades while in possession of inside information relating to the Securities of the Company or securities that are listed or proposed to be listed.

There’s another term “Inside Information” which can be defined as the information relating to a company that is listed or proposed to be listed or its securities which is considered to be both “price sensitive” and “not generally available”.

### **REFERENCES:**

This Code of Internal Procedure and Conduct for Regulating, Monitoring and Reporting of “Trading by Insiders” should be referred to in conjunction, amongst others, with the following:

- ✓ SEBI (Prohibition of Insider Trading) Regulations 2015, as amended from time to time;
- ✓ Applicable provisions of Companies Act, 2013 as amended from time to time;
- ✓ Company’s Code of Conduct.

### **INTERPRETATION:**

Words and expressions not defined in this code shall have the meanings respectively assigned to them in the SEBI (Prohibition of Insider Trading) Regulations, 2015, Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 or any other relevant legislation/law applicable to the Company, as amended from time to time and rules and regulations made thereunder.

Words importing the person shall, where the context requires, include corporate bodies and companies as well as individuals.

#### **APPLICABILITY:**

This Code is applicable to all Designated Persons, their Immediate Relatives and Insiders. This code must be reviewed by all the Designated Persons, their Immediate Relatives and Insiders. Any questions related to this Code should be directed to the Compliance Officer of the Company.

#### **DEFINITIONS:**

- a. **“Act”** means the Securities and Exchange Board of India Act, 1992 and includes any statutory modifications or amendments thereto from time to time.
- b. **“Audit Committee”** means the audit committee constituted pursuant to Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 177 of Companies Act, 2013
- c. **“Board”** means Board of Directors of the Company.
- d. **“Code”** means the Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades under the Regulations.
- e. **“Company”** means **“Dhampur Bio Organics Limited”**.
- f. **“Compliance Officer”** means the Company Secretary or any senior officer, designated so and reporting to the board of directors or head of the organization in case board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these 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 the implementation of the codes specified in these regulations under the overall supervision of the board of directors.

Explanation – For the purpose of this code, “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

- g. **Connected Persons:** 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 relative of connected persons specified in clause (i); or
- ✓ a holding company or associate company or subsidiary company; or
- ✓ an intermediary as specified in section 12 of the Act or an employee or director thereof; or
- ✓ an investment company, trustee company, asset management company or an employee or director thereof; or
- ✓ an official of a stock exchange or of clearing house or corporation; or
- ✓ 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
- ✓ 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
- ✓ an official or an employee of a self-regulatory organization recognized or authorized by the Board; or
- ✓ a banker of the company; or
- ✓ a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his relative or banker of the company, has more than ten per cent of the holding or interest; or
- ✓ 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
- ✓ a person sharing household or residence with a connected person specified in sub-clause (i) of clause (d);

**h. "Designated Persons"** shall include:

- ✓ Promoters and their immediate relatives;
- ✓ Directors of the Company and their Personal Assistants;
- ✓ Key Managerial Personnel of the Company;
- ✓ Every employee in the grade of Vice President and above;
- ✓ Every Employee in Finance, Accounts, Secretarial and MIS in the grade of Manager and above;
- ✓ Permanent invitees to the meetings of the Board of Directors of the Company and Committees of the Board of Directors of the Company;
- ✓ 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;
- ✓ 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.

**i. "Director"** means a member of the Board.

**j. "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.

- k. "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.
- l. "Insider"** means any person who is:
- i. a Connected Person; or
  - ii. In possession of or having access to Unpublished Price Sensitive Information.
- m. "Insider trading"** is principally the act of Trading in Securities with the advantage of having asymmetrical access to UPSI, which when published, would impact the price of the Securities in the market.
- Insider trading includes the following:
- ✓ Trading by Insiders/ employees/ Designated Persons and their respective Immediate Relatives, while in possession of, or having access to, UPSI, regardless of how one came in possession of or had access to such information; or
  - ✓ Communicating, providing, allowing access or tipping UPSI to others, including recommending any Trade in Securities of the Company, while in possession of, or having access to, such information.
  - ✓ Trading by Portfolio Managers on behalf of the Insiders is also considered as Insider Trading.
- n. "Key Managerial Person"** means person as defined in Section 2(51) of the Companies Act, 2013.
- o. "Promoter"** shall have the meaning assigned to it under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modifications thereof.
- p. "Promoter Group"** shall have the meaning assigned to it under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modifications thereof.
- q. "Regulations"** mean the SEBI (Prohibition of Insider Trading) Regulations, 2015 and any Modifications thereof.
- r. "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)

*NOTE: It is intended that the relatives of a "connected person" too become connected persons for the purpose of this code. It is a rebuttable presumption that a connected person had UPSI.*

- s. **“Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modifications thereof.
- t. **“Takeover Regulations”** means the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any modifications thereof;
- u. **“Trading”** 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.
- v. **“Trading Day”** means a day on which the recognized stock exchanges are open for Trading;
- w. **“Unpublished Price Sensitive Information”** or **“UPSI”** 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) Merger, demergers, acquisitions, de-listings, disposals and expansion of business, award or termination of order/contracts not in the normal course of business and such other transactions;
  - v) Change in Key Managerial Personnel ., other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;
  - vi) change in rating(s), other than ESG rating(s);
  - vii) fund raising proposed to be undertaken;
  - viii) agreements, by whatever name called, which may impact the management or control of the company;
  - ix) fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;
  - x) resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;
  - xi) admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
  - xii) initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;

- xiii) action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
- xiv) outcome of any litigation(s) or dispute(s) which may have an impact on the company;
- xv) giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;
- xvi) granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

#### **ROLE OF COMPLIANCE OFFICER:**

- ✓ The report on matters relating to this Code shall be reported by the Compliance officer to the Board and specifically shall provide such reports to the Chairman of the Audit Committee or to the Chairman of the Board once in every financial year.
- ✓ A record of the Designated Persons and any changes made therein shall also be maintained by the Compliance Officer.
- ✓ To assist all the Designated Persons in addressing any clarifications regarding the Regulations and the Company's Code of Conduct in case of a requirement.
- ✓ The Compliance Officer shall maintain a record of trading window from time to time
- ✓ The Compliance Officer shall be responsible for the approval of Trading Plans. The Compliance Officer shall also be responsible for notifying the Trading Plans to the stock exchanges on which Securities are listed.
- ✓ To approve and monitor the implementation of the plan.
- ✓ The Compliance Officer shall be responsible for disclosing to the stock exchanges such disclosures as required under the PIT Regulations.
- ✓ Pre-clearing approvals, either directly or through heads of various departments as decided by the Board, to dealings in the Company's Securities by the Designated Persons and Dependent and monitoring of such dealings;

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

In case of any new appointment, Promotion or invitation in the discussions and meetings by a designated employee/connected person, he/she shall be made aware of the duties and responsibilities in regard to the inside information and liabilities and towards misuse of such information through exhibits available at Company's website or interaction with Compliance Officer as and when required.

## **PRESERVATION OF UPSI:**

### **Communication or procurement of UPSI:**

The Designated Persons shall:

- ✓ Maintain confidentiality of all Unpublished Price Sensitive Information;
- ✓ Not communicate, provide, or allow access to any UPSI, relating to the Company or securities listed or proposed to be listed, to any person including other Designated persons except where such communication is in furtherance of legitimate purposes, performance of Duties or discharge of legal obligations.
- ✓ Not trade in securities that are listed or proposed to be listed on a Stock exchange when in possession of UPSI.
- ✓ Not pass on the UPSI to any person directly or indirectly whether for making a recommendation for the Purchase or sale of securities of the Company or otherwise.

*Any person in receipt of UPSI for legitimate purpose shall be considered as an insider for the Purpose of the Regulations/Code. Hence, the person who shares such UPSI shall give Proper notice to the recipient of UPSI to maintain confidentiality of such UPSI.*

Notwithstanding anything contained in the Regulations, the UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction that would:

- ✓ entail an obligation to make an open offer under the Takeover Regulations where the Board is of informed opinion that the sharing of such information is in the best interest of the Company;
- ✓ not attract the obligation to make an open offer under the Takeover Regulations but where the Board is of informed opinion that the sharing of such information is in the best interests of the Company and the information that constitute UPSI 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 may determine to be Adequate and fair to cover all relevant and material facts.

*Note: No communication of UPSI as contemplated above shall occur unless the Board has passed a resolution authorizing such communication.*

*The Board shall ensure that the parties are in execution of certain agreements w.r.t confidentiality and non-disclosure obligations and such parties shall keep information so received confidential.*

*The Board shall also ensure that a structured digital database (SDD) is maintained containing the names of such persons or entities who have shared the information and with whom information is shared along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available.*

*Such databases shall not be outsourced and be maintained with adequate internal controls and checks such as time stamping and audit Trails to ensure non-tampering of the database.*

*Provided that entry of information, not emanating from within the organisation, in structured digital database may be done not later than 2 calendar days from the receipt of such information.*

*The SDD shall be preserved for not less than eight years after the completion of transactions and in case of any proceeding, the same shall be preserved till the completion of the proceedings.*

**UPSI to be communicated on need to know basis:**

- ✓ UPSI shall be communicated on a 'need to know' basis.
- ✓ UPSI should be disclosed only to those within the Company who need the information to discharge their legitimate duties and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.
- ✓ There should be a limited access to the confidential information.
- ✓ All files/folders containing such confidential information shall be kept under security and adequate security of login IDs and passwords should be in place for the Computer files.
- ✓ Files/Folders carrying such confidential information should be deleted /destroyed after they are no longer required to be used by the Company, subject to prior written approval of Respective Head of Department.
- ✓ Shredder should be used for the destruction of physical files.

**Chinese wall:**

- ✓ 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" to prevent the misuse of confidential price sensitive information.
- ✓ The Price Sensitive information shall not be communicated by the employees engaged in the sensitive area in other areas.
- ✓ Employees from the other areas could be allowed to "cross the wall" and obtain confidential information only on "need- to-know" basis in exceptional circumstances.

**Trading Plan:**

**Formulation of Trading Plan and its contents:**

- ✓ 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.
- ✓ The trading may be carried out in accordance with such Trading Plan.
- ✓ 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.

- ✓ Trading Plan shall not overlap any period for which another Trading Plan is already in existence
- ✓ The Trading Plan 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:

a. 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;

b. 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.

- ✓ 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 such 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.*

#### **INTERNAL CONTROL SYSTEM:**

An adequate and effective system of internal controls should be in place to ensure compliance with the requirements given in this Code and SEBI Regulations to prevent any Insider Trading.

#### **CONSEQUENCE OF NON-COMPLIANCE WITH THE CODE:**

- ✓ Any employee including their Immediate Relatives who violates the provisions of this Code shall be liable for such penal/disciplinary/remedial action.
- ✓ Failure to comply with this Code is a disciplinary issue and may also constitute a criminal offence in certain cases.
- ✓ Actions taken on the breach of this code shall be reported to the Audit Committee & Board of Directors of the Company on a quarterly basis.
- ✓ The actions taken by the Company will be without prejudice to any civil or criminal action that the regulatory authorities may initiate against the insider or designated person.

#### **PRE-CLEARANCE OF TRADING:**

- ✓ All the Designated Persons after obtaining approval of the Compliance Officer of the Company by submitting an application as per **Annexure "I"** and an undertaking as per **Annexure "II"** may trade in the securities of the Company when the trading window is open.
- ✓ In case a Designated Person is in possession of UPSI while the trading window is open, the Compliance Officer shall not approve any proposed Trade by such Designated Person.
- ✓ After being satisfied that the application and undertaking submitted by the designated person are true and accurate, the Compliance officer may approve such trading by the Designated Person, on the condition that the Trade so approved shall be executed within seven trading days from the date of approval and shall report the trade details to the Compliance Officer in **Annexure "III"** within two days of the execution of the Trade.
- ✓ Designated Person, in case of non-trading, shall report his (and/or his/her immediate relative's) decision of non-trading along with reasons to Compliance Officer in **Annexure "III"**.
- ✓ In case of failure in executing trade within seven trading days, the Designated Person (and/or their immediate relative) shall be required to take fresh pre-clearance for the trades to be executed in **Annexure "I"**
- ✓ Designated Person (and/or their immediate relative) who is permitted to trade shall not execute a contra trade within next six months from previous transaction. The Compliance Officer may grant relaxation from strict application of such restriction for reasons to be recorded in writing without violating the Regulations. If contra trade is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Securities and Exchange Board of India for credit to the Investor Protection and Education Fund. This restriction shall not be applicable for trades pursuant to exercise of stock options.

#### **TRADING WINDOW AND WINDOW CLOSURE:**

- ✓ The closure of trading window shall be intimated by the Compliance Officer to all the designated employees of the Company when it is determined that a designated person or class of designated persons may have possession of an unpublished price sensitive information.
- ✓ Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates.
- ✓ The trading window shall be, inter alia, closed from the end of every quarter till 48 hours after declaration of financial results.

**Trading Window:**

- ✓ For events other than financial results, the Trading window shall be closed for the period as may be determined by the Compliance Officer of the Company from time to time.
- ✓ The Compliance Officer shall decide the timing for re-opening of the trading window after taking into consideration various factors including the unpublished price sensitive information in question becoming generally available. However, it shall not be earlier than forty-eight hours after the information becomes generally available.
- ✓ During closure of trading window, Designated Persons (and their immediate relatives) shall not trade in the securities of the Company.
- ✓ All Designated Persons (and their immediate relatives) 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 above or during any other period as may be specified by the Company from time to time.
- ✓ Sale of shares allotted on exercise of ESOPs shall not be allowed when trading is closed.
- ✓ **The trading window restrictions mentioned above 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 Regulations and in respect of a pledge of shares for a bonafide purpose such raising of funds, subject to pre-clearance by the compliance officer and compliance with the respective regulations made by the Board;
  - (b) Transactions which are undertaken in accordance with respective regulations made by the SEBI 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.

**DISCLOSURE BY CERTAIN PERSONS:****Initial Disclosure:**

- ✓ 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 as on the date of appointment or becoming a promoter, to the **Company within seven days** of such appointment or becoming a promoter, in the format prescribed under the Regulations.

**Continual Disclosure:**

- ✓ Every promoter, member of the promoter group, director and Designated Person of the Company shall disclose 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 lakhs, in the format prescribed under the Regulations.

- ✓ The company shall notify the particulars of such trading to the stock exchange on which the securities are listed within two trading days of receipt of the disclosure or from becoming aware of such information.

**Other Disclosures:**

- ✓ Disclosures of names and Permanent Account Number or any other identifier authorized by law by the Designated persons of the following persons to the Company on an annual basis in case of any change:
  - a) Immediate Relatives.
  - b) Persons which whom such designated person(s) shares a material Financial relationship; and
  - c) Phone, mobile and cell numbers which are used by them.

**“Material financial relationship”** shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a designated person during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such designated person but shall exclude relationships in which the payment is based on arm’s length transactions.

- ✓ Disclosure by designated persons on a one time basis regarding the names of educational institutions from which they have graduated and names of their past employers.

**Disclosure by other connected persons:**

The Compliance Officer may require any other connected person or class of connected persons to make disclosures of holdings and trading in securities of the company at such frequency as may be determined by the company.

**OTHER RESTRICTIONS:**

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.
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.
3. The disclosures made under this Code shall be maintained for a period of five years.

**RESPONSIBILITY:**

Complying with the provisions of this Code is the responsibility of every Insider to whom the Code is applicable.

In case of having any query/doubt, the Insiders may seek assistance of the Compliance Officer for any clarification on any provisions of the Code or other related applicable regulations issued by Securities and Exchange Board of India.

**AMENDMENTS:**

Any subsequent amendment/modification in the SEBI Regulations, Companies Act, 2013 and/or the Listing Regulations and/or other applicable laws in this regard shall automatically apply to this Code.

The Company Secretary and Compliance Officer is being authorised to amend the Code and to give effect to any changes/amendments, notified by the regulatory authorities. The amended Code shall be placed before the Audit Committee/ Board for noting and ratification.

**DISCLAIMER:**

*THIS CODE IS ONLY INTERNAL CODE OF CONDUCT AND ONE OF THE MEASURES TO AVOID INSIDER TRADING. EVERY INSIDER IS REQUIRED TO FAMILIARISE THEMSELVES WITH RELEVANT SEBI REGULATIONS AS IT WILL BE THE SOLE RESPONSIBILITY OF EACH INSIDER (AND THEIR RELATIVES) TO ENSURE COMPLIANCE OF THIS CODE, SEBI REGULATION AND OTHER RELATED STATUTES FULLY.*

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**APPLICATION FOR PRE- TRADING APPROVAL**

**To**  
**The Compliance Officer,**  
**Dhampur Bio Organics Limited**  
**Second Floor, 201 Okhla Industrial Estate, Phase- III**  
**New Delhi- 110020**

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code on Insider Trading, 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 Bio Organics Limited  
Second Floor, 201 Okhla Industrial Estate, Phase- III  
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 indemnity 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 trading 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 Bio Organics Limited**  
**Second Floor, 201 Okhla Industrial Estate, Phase- III**  
**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: