

CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSONS

(“CODE FOR TRADING BY DP”) (Applicable with effect from 2nd February, 2022)

Securities and Exchange Board of India (SEBI) notified the SEBI (Prohibition of Insider Trading) Regulations, 2015 on 15th January, 2015, applicable from 15th May, 2015 to put in place a stronger legal and enforcement framework for prevention of Insider Trading. Pursuant to Regulation 9 every Listed Company is required to formulate a code of conduct to regulate, monitor and report trading by its employees and other connected persons.

It is the policy of the Company to strive to preserve the confidentiality of ‘Unpublished Price Sensitive Information’ and to prevent misuse of such information. The Company is committed to ensure transparency and fairness in dealing with all Stakeholders and adherence to all Laws and Regulations.

Every Director/Employee of the Company has a duty to safeguard the confidentiality of all ‘Unpublished Price Sensitive Information’ obtained in the course of his/her duty. No Director/Employee may use his/her position or knowledge of Company to gain personal benefit or to provide benefit to any third party.

Company’s existing Code of Conduct for Prevention of Insider Trading which was effective from 15th May, 2015 is replaced by this Code in order to make it more aligned with recent Amendment(s) pursuant to SEBI (Prevention of Insider Trading) Regulations, 2019. This revised code shall be effective from **2nd February, 2022**.

1. Definitions

- 1.1. “Act” means the Securities and Exchange Board of India Act, 1992 (including any amendment or re-enactment thereto).
- 1.2. “Board” means the Board of Directors of the Company.
- 1.3. “Code” or “Code of Conduct” shall mean the Code of Conduct for Regulating, Monitoring and Reporting of trading by Designated Persons of the Company as amended from time to time.
- 1.4. “Company” or “Dhanuka” means Dhanuka Agritech Limited.
- 1.5. "Compliance Officer" means Company Secretary of the Company and in absence of Company Secretary such other Senior Officer, who is financially literate means , 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 and is capable of appreciating requirements for Legal and Regulatory compliance under these Regulations designated so and reporting to the Board of Directors 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 of the Company.

1.6. "Connected Person" means:

- a) any person who is or has during the six months prior to the concerned act been associated with a Company, directly or indirectly, in any capacity 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 between himself and 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.
- b) 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:
 - (i) an immediate relative of Connected persons specified in Clause (a); or
 - (ii) a Holding Company or Associate Company or Subsidiary Company; or
 - (iii) an intermediary as specified in Section 12 of the Act or an Employee or Director thereof; or
 - (iv) an Investment Company, Trustee Company, Asset Management Company or an Employee or Director thereof; or
 - (v) an Official of a Stock Exchange or of Clearing House or Corporation; or
 - (vi) 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 an Employee thereof; or
 - (vii) 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
 - (viii) an Official or an Employee of a self-regulatory organization recognized or authorized by the Board; or
 - (ix) a Banker of the Company; or
 - (x) a concern, Firm, Trust, Hindu undivided family, Company or Association of Persons wherein a Director of the Company or his immediate Relative or Banker of the Company, has more than ten per cent, of the holding or interest.

1.7. "Dealing in Securities" means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the Securities of the Company either as Principal or Agent.

1.8. "Designated Person(s)" shall mean all person(s) as specified in **Annexure A** to this Code of Conduct.

1.9. "Generally available Information" means information that is accessible to the public on a non-discriminatory basis.

- 1.10. "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.
- 1.11. "Insider" means any person who is:
- a) a connected person; or
 - b) in possession of or having access to Unpublished Price Sensitive Information.
 - c) any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose"
- 1.12. "promoter" 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;
- 1.13. "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;]
- 1.14. "Securities" shall mean the Equity Shares of Rs. 2/- each of Dhanuka and such other securities of Dhanuka as may be issued from time to time.
- 1.15. "Takeover Regulations" means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- 1.16. "Trading" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any Securities, and "trade" shall be construed accordingly;
- 1.17. Trading Window- means the period during which the designated persons may trade in Dhanuka's securities.
- 1.18. "Trading Day" means a day on which the recognized Stock Exchanges are open for trading;
- 1.19. "Unpublished Price Sensitive Information ('UPSI') means any information, relating to a Company or its Securities, directly or indirectly, that is not generally available and which upon becoming generally available, is likely to materially affect the price of the Securities and shall ordinarily include but will not be restricted to information relating to:
- a) Financial Results;
 - b) Dividends;
 - c) Change in Capital Structure;
 - d) Mergers, De-mergers, Acquisitions / Takeovers, Delisting proceedings, disposals

- and expansion of business and such other transactions involving the Company;
- e) Changes in Key Managerial Personnel; and
 - f) Any other event as may be notified by the Company, from time to time.

1.20. “Insider Trading Regulations” or “Regulations” shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time).

Words and expressions used and not defined in this Code but defined in the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and Rules and Regulations made thereunder shall have the meanings respectively assigned to them in those Legislations.

2. Role of Compliance Officer:

- 2.1. The Compliance Officer shall report to the Board of Directors and shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the Board of Directors once in a year.
- 2.2. The Compliance Officer shall be responsible for setting forth Policies, Procedures, monitoring adherence to the Rules for the preservation of UPSI, pre-clearing the Trades of Directors and Designated Persons and their immediate relatives, monitoring of Trades and implementation of the Code of Conduct under the overall supervision of the Board of Directors of the Company.
- 2.3. The Compliance Officer shall assist all the Employees in providing any clarifications regarding the Regulations and this Code of Conduct.
- 2.4. Company Secretary shall act as Compliance officer for the purpose.

3. Preservation of Unpublished Price Sensitive Information:

The Designated Persons shall maintain confidentiality of all ‘UPSI’. The Designated Persons shall not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of Securities of the Company based on the same.

4. Need to Know:

The Designated Persons who are privy to ‘UPSI’ shall handle the same on a ‘need to know’ basis. Such information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or misuse of information. No ‘UPSI’ shall be communicated to any person except in furtherance of legitimate purposes (as defined in Policy for determination of Legitimate Purposes), performance of duties and discharge of legal obligations.

‘UPSI’ may be communicated, provided, allowed access to or procured, in connection with a transaction that would:

- a) entail 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;

b) not attract an 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 constitutes '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 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 confidentiality and non-disclosure Agreements and such parties shall keep information so received confidential, except for limited purpose and shall not otherwise trade in Securities of the Company when in possession of UPSI.

5. Structured Digital Database :

The Board of Directors shall ensure that a structured digital database is maintained containing the names of such persons or entities as the case may be with whom information is shared under this regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such databases shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

6. Limited Access and security to Confidential Information:

All physical files containing confidential information shall be kept secure under lock and key in custody of officials having such information/ documents.

7. Prevention of misuse of UPSI - Chinese Wall:

To prevent the misuse of UPSI, the Company shall adopt 'Chinese Wall' procedures and processes. These allow the Designated Persons to use UPSI for discharge of contractual/ statutory obligations and for such other purposes, as may be decided by the Compliance Officer, in consultation with the Managing Director.

8. Trading Window:

All Directors and Designated Persons shall be subject to following trading restrictions:

- a) The Company has designated a 'Trading Window period', being the period during which transactions in the Shares of the Company can be done by Directors and Designated Persons (hereinafter referred to as 'Trading Window') for trading in the Company's Securities;
- b) The Trading Window shall be closed during any period as may be determined by the Compliance Officer and shall be closed at least seven (7) days prior to the happening of the event giving rise to UPSI and shall be re-opened at such time as may be determined by the Compliance Officer of the Company taking into account various

factors, the UPSI in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than forty-eight hours (48) after the information becomes generally available.

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.

The Compliance Officer may communicate to the Directors/Designated Persons about the closure of Trading Window for any other purpose/event, as he may deem fit, by way of e- mail or otherwise.

- c) All Directors and Designated Persons shall conduct all their dealings in the Shares of the Company only during the period when the Trading Window is open and shall not do any transaction involving the purchase or sale of the Company's Shares during the period when Trading Window is closed or during any other period, as may be specified by the Company from time to time.

9. Prohibition For Insider Trading:

- i) An Insider shall not, directly or indirectly:
 - a. Trade in securities of the Company that are listed or proposed to be listed when in possession of UPSI
 - b. Trade in securities of the Company except when the Trading Window is open and the Insider is not in possession of UPSI

Provided that the insider may prove his innocence by demonstrating the circumstances including the following:

- a) A transaction that is an off-market inter-se transfer between Insiders who were in possession of the same UPSI without being in breach of Regulation 3 and both the parties had made a conscious and informed trade decision;

Provided that such UPSI was not obtained under sub-regulation (3) of regulation 3 of these regulations.

Provided further that such off-market trades shall be reported by the insiders to the Company within two working days and Company shall notify the particulars of such trades to the stock exchange on which the securities are listed within two trading days from receipt of the disclosure or from becoming aware of such information;

- b) the transaction was carried out through the block deal window mechanism between persons who were in possession of the UPSI without being in breach of regulation 3 and both parties had made a conscious and informed trade decision;

Provided that such UPSI was not obtained by either person under sub-regulation (3) of regulation 3 of these regulations.

- c) the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.
- d) the transaction in question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.
- e) in the case of non-individual insiders: –
 - (i) the individuals who were in possession of such UPSI were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such UPSI when they took the decision to trade; and
 - (ii) appropriate and adequate arrangements were in place to ensure that these regulations are not violated and no UPSI was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached;
- f) the trades were pursuant to a trading plan set up in accordance with regulation 11 of this code.

10. Pre Clearance of Transactions

10.1. All Directors/Designated Person(s) and their immediate relatives who intend to deal in the Securities of the Company exceeding 2,500 equity Shares in one or more transactions in a Financial Year shall get the transaction(s) pre-cleared in the manner enumerated below, provided that, no Designated Person shall be entitled to apply for pre-clearance of any proposed Trade if such Designated Person is in possession of UPSI, even if the trading window is not closed.

- a) an application in the prescribed manner shall be made to the Compliance Officer by the Director/Designated Persons/ immediate relatives indicating the estimated number of Securities that such person intends to deal in, details of Depository and such other information as may be prescribed by the Company (Form I);
- b) Before the deal is executed, the Director/Designated Person/ immediate relatives shall execute an undertaking (*Form II*) in favour of the Company incorporating *inter alia*, the following Clauses that:
 - (i) he/she does not have any access or has not received 'Unpublished Price Sensitive Information' up to the date of signing the undertaking;
 - (ii) in case he/she has access to or receives 'Unpublished Price Sensitive Information' after the signing of this undertaking but before the execution of

the transaction, he/she shall inform the Compliance Officer of the change in his/her position and that he/she shall completely refrain from dealing in the Securities of the Company till such time such information becomes generally available;

- (iii) he/she has not contravened the Code of Conduct as notified by the Company from time to time; and
- (iv) he/she has made full and true disclosure in the matter.

10.2. All Directors/Designated Person(s)/ immediate relatives shall execute their order in respect of the Securities of the Company within seven (7) trading days after the pre- clearance approval is received. The date on which the order is executed shall be intimated forthwith to the Compliance Officer in prescribed form within two trading days from the date of executing the order (Form III). If the order is not executed within seven (7) trading days after the approval is given, the Director/ Designated Person/immediate relatives must get the transaction pre-cleared again.

11. Trading Plan:

An Insider may formulate a Trading Plan for dealing in Securities of the Company and present it to the Compliance Officer for approval and public disclosure pursuant to which Trades may be carried out on his behalf in accordance with such Plan.

a) Trading Plan shall:

- i. not entail commencement of trading on behalf of the Insider earlier than six months from the public disclosure of the Plan;
 - ii. not entail trading 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;
 - iii. entail trading for a period of not less than twelve months;
 - iv. not entail overlap of any period for which another Trading Plan is already in existence;
 - v. 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; and
 - vi. not entail trading in Securities for market abuse.
- b) The Compliance Officer shall consider and review the Trading Plan to assess whether the plan would have any potential for violation of Insider Trading Regulation and code made. On the basis of review, he/she shall approve it forthwith. However, he/ she shall be entitled to take express undertakings as may be necessary to enable the assessment of the Plan and to approve and monitor the implementation of the Plan as per the provisions of the Regulations.

Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.

Provided further that trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.

- c) 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 at the time of formulation of the Plan, the Insider is in possession of any Unpublished Price Sensitive Information and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Plan shall be deferred until such Unpublished Price Sensitive Information becomes generally available information.

- d) The Insider shall also not be allowed to deal in Securities of the Company, if the date of trading in Securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer. However, in such case the Insider can deal in Securities of the Company on that trading day on which the trading window is re-opened.
- e) Upon approval of the Trading Plan, the Compliance Officer shall notify the Plan to the Stock Exchanges on which the Securities are listed.

12. Institutional Mechanism for Prevention of Insider trading.

12.1. The Chief Financial Officer and Compliance Officer of the Company shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in these regulations to prevent insider trading.

12.2. The internal controls shall include the following:

- a) all employees who have access to unpublished price sensitive information are identified as designated employee;
- b) all the unpublished price sensitive information shall be identified and its confidentiality shall be maintained as per the requirements of these regulations;
- c) adequate restrictions shall be placed on communication or procurement of unpublished price sensitive information as required by these regulations;
- d) lists of all employees and other persons with whom unpublished price sensitive information is shared shall be maintained and confidentiality agreements shall be signed or notice shall be served to all such employees and persons;
- e) all other relevant requirements specified under these regulations shall be complied with;
- f) Periodic process review to evaluate effectiveness of such internal controls.

- 12.3. The Chief Financial Officer and the Compliance Officer shall annually place a report/ Certificate before the Board of Directors that there is adequate system/Mechanism of Internal Controls for prevention of Insider Trading Regulations and are operating effectively.
- 12.4. The Audit Committee of the Board of Directors shall review compliance with the provisions of Insider Trading regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.
- 12.5. The Company shall formulate written policies and procedures for inquiry in case of leak of UPSI or suspected leak of UPSI, which shall be approved by Board of Directors of the Company and accordingly initiate appropriate inquiries on becoming aware of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information and inform SEBI promptly of such leaks, inquiries and results of such inquiries.
- 12.6. The Company shall have a whistle-blower policy and make employees aware of such policy to enable employees to report instances of leak of UPSI.
- 12.7. If an inquiry has been initiated by the Company in case of leak of UPSI or suspected leak of UPSI, the relevant Designated Persons, intermediaries and fiduciaries shall co-operate with the Company in connection with such inquiry conducted by the Company.

13. Other Restrictions:

- 13.1. All Directors/Designated Person(s) who buy or sell any number of Shares of the Company shall not enter into an opposite transaction i.e. sell or buy any number of Shares during the next six months following the prior transaction.
- 13.2. All Directors/Designated Persons shall not take any position in derivative transactions in the Shares of the Company at any time.
- 13.3. In case any 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 Board for credit to the Investor Protection and Education Fund administered by SEBI.
- 13.4. In the case of subscription in the primary market (Public Offers), the Directors/ Designated Person shall hold their investments for a minimum period of 30 days. The holding period would commence when the Securities are actually allotted by the Company.
- 13.5. The Compliance Officer may waive the holding period in cases where the sale of Shares is necessitated by personal emergency after recording his/her reasons in writing in this regard. An application in this regard shall be made to the Compliance

Officer in the prescribed format (*Proforma IV*).

14. Reporting Requirements for Transactions in Securities:

14.1. Initial Disclosure:

- a) Every Promoter, Promoter Group, key managerial personnel and Director of the Company shall disclose to the Company in the prescribed form, his holding of Securities of the Company, within thirty days of these Regulations taking effect. (*Form A*);
- b) Every person on appointment as a Key Managerial Personnel or a Director of the Company or upon becoming a Promoter/Promoter Group shall disclose to the Company in the prescribed form, his holding of Securities of the Company as on the date of appointment or becoming a Promoter/Promoter Group, within 7 (seven) days of such appointment or becoming a Promoter (*Form B*).
- c) Every Promoter, designated Person(s) and Director of the Company shall disclose to the Company in the prescribed form, the number of Securities held by him as of the closure of Financial Year along with acquired/ disposed of during the year within 30 days from the Closure of Financial Year in (*Form C*).

14.2. Continual Disclosure:

- a) Every Promoter, designated Person(s) and Director of the Company shall disclose to the Company in the prescribed form, 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 **Rupees Ten Lakhs** (*Form C*).

14.3. Disclosures by other Connected Persons:

The Compliance Officer may, at his/her discretion require any other connected person or class of connected persons to make disclosures of holdings and trading in Securities of the Company in the prescribed form and at such frequency as may be deemed fit, in order to monitor compliance with the Regulations (*Form D*).

14.4. General:

- a) 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.
- b) 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.

- c) The disclosures made under this Code shall be maintained for a period of five years.
- d) The Compliance Officer shall maintain records of all the declarations in the appropriate forms given by the Directors/Designated Person(s) for a minimum period of five years.
- e) The Compliance Officer shall furnish to the Chairman and Managing Director or a Committee specified by the Company all the details of the dealings in the Securities of the Company by Directors/Designated Person(s) of the Company and the accompanying documents such persons had executed under the pre-dealing procedure.
- f) For the purpose of this Code of Conduct, if the Compliance Officer deals/intends to deal into the Securities of the Company, he should take the prior approval to the Chairman and Managing Director.

14.5. Disclosure by the Company to the Stock Exchanges:

The Company shall notify the particulars of the trading in securities by Designated Person(s) to the Stock Exchange(s) on which the Securities of the Company are Listed within two trading days of receipt of the disclosure under this code or from becoming aware of such information.

15. Penalty for Contravention of Code of Conduct:

- 15.1. Any Director/Promoter/Promoter Group or Designated Person, who Trades in Securities of the Company or communicates any information for trading in the Securities of the Company, in contravention of the Code of Conduct shall be held guilty and penalized and appropriate action shall be taken by the Company, which may include wage freeze, suspension, discontinuation of services etc.
- 15.2. The penal action taken by the Company shall not preclude SEBI from taking any action in case of violation of the Regulations.

16. Information to SEBI in case of Violation:

The Company shall inform SEBI cases of any violation of the Regulations so that appropriate action may be taken as per the law.

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Annexure-A

- I. Designated Person(s) from Company
 - A. Promoter & Promoter Group
 - B. Directors of Company and its Subsidiary
 - C. President, Vice President, Chief Financial Officer (CFO);
 - D. General Manager and above of all Departments of the Company ;
 - E. Manager and above of Finance and Accounts Department of the Company;
 - F. All Employees of Secretarial Department of Company ;
 - G. Company Secretary and Compliance Officer
 - H. Manager and above from IT Department of Company
- II. Designated Person(s) as Nominated by Statutory Auditor
- III. Designated Person(s) as Nominated by Secretarial Auditor
- IV. Designated Persons as Nominated by Internal Auditor
- V. Designated Persons as Nominated By Registrar & Transfer Agents
- VI. Other persons as may be added up by the Company Secretary/Compliance officer from time to time in discussion with Management

Application Form for Pre-Clearance of Trades in the Company's Securities

**The Compliance Officer
Dhanuka Agritech Limited
New Delhi**

Dear Sir/Madam,

I intend to deal in the Securities of the Company as per the particulars furnished below:

Name of the person for whom the transaction is to be executed	
Relationship with the applicant	
No. of Shares covered by the transaction	
Nature of transaction for which approval is Sought	Purchase / Sale / Both *
Depository I. D. No.	
Particulars of the broker through whom the transaction is to be executed	Name : Address : Phone No. :

* - *strike out whichever is not applicable*

I hereby confirm that I shall execute the order within 7 trading days from the date of pre-clearance and shall forthwith Intimate the Company of the Transaction.

I further confirm that if trade could not be executed by me within 7 trading days after the pre clearance is given, I shall get the transaction pre-cleared again.

Pursuant to Clause 10 (b) of the Code of Conduct, I enclose duly executed undertaking executed in favor of the Company, containing the prescribed particulars.

I request you to kindly pre-clear the above transaction at the earliest.

Signature:

Name of Designated Person/Director/Promoter/Promoter Group:

Date:

Place:

Undertaking to be accompanied with every Pre-Clearance Application

**The Compliance Officer
Dhanuka Agritech Limited
New Delhi**

Dear Sir/Madam,

I, _____ being a Director/Designated Person of the Company, am desirous of dealing in _____ Shares of the Company as mentioned in my application dated _____ for pre-clearance of the transaction.

Pursuant to Clause 11 (b) of the Code of Conduct, I hereby confirm:

- a. That I did not have any access or received 'Unpublished Price Sensitive Information' up to the date of signing this undertaking;
- b. That in case I have access to or receive 'Unpublished Price Sensitive Information' after the signing of this undertaking but before the execution of the transaction, I shall inform the Compliance Officer of the change in my position and that I shall completely refrain from dealing in the Securities of the Company till such time such information becomes generally available;
- c. That I have not contravened the Code of Conduct to Regulate, Monitor and report trading by Insiders as notified by the Company from time to time; and
- d. That I have made full and true disclosure in the matter.

Signature:

Name of Designated Person/Director/Promoter/Promoter Group:

Date:

Place:

Confirmation of date of Completion of Transaction

**The Compliance Officer
Dhanuka Agritech Limited New
Delhi**

Dear Sir/Madam,

Sub: **Date of completion of transaction**

I hereby confirm that the transaction for dealing in the Shares of the Company for which pre-clearance was granted on _____, was completed on _____ by _____ purchasing * / selling * _____ (nos.) Equity Shares of the Company.

Thanking you,

Signature:

Name of Designated Person/Director/Promoter/Promoter Group:

Date:

Place:

* - strike out whichever is not applicable

Application for Waiver of Minimum Holding Period

**The Compliance Officer
Dhanuka Agritech Limited
New Delhi**

Dear Sir/Madam,

Sub: **Waiver of minimum holding period**

I request you to grant me waiver of the minimum holding period of six months as required under Clause 18 of the Code of Conduct to Regulate, Monitor and report trading by Insiders with respect to _____ (nos.) Equity Shares of the Company held by me / _____ (name of dependent), acquired by me on _____ (date). I propose to deal in the said Shares on account of

Signature:

Name of Designated Person/Director/Promoter/Promoter Group:

Date:

Place:

FORM B

SEBI (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (1) (a) read with Regulation 6 (2) – Initial disclosure to the company]

Name of the Company: _____

ISIN of the Company: _____

Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

Name, PAN, CIN/DIN & address with contact nos.	Category of Person (Promoter/Promoter Group/ KMP / Directors/immediate relative of above/ others)	Securities held as on the date of regulation coming into force		% of Shareholding
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	
1	2	3	4	5

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 of the company held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

Open Interest of the Future contracts held as on the date of regulation coming into force			Open Interest of the Option Contracts held as on the date of regulation coming into force		
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
6	7	8	9	10	11

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

Name & Signature:

Designation:

Date:

Place:

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/Promoter Group of Company and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (Promoters/ Promoter Group/ KMP /Directors/ immediate relative to/others etc.)	Date of appointment of Director /KMP OR Date of becoming Promoter	Securities held at the time of becoming Promoter/appointment of Director/KMP		% 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 of the company held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of becoming Promoter/appointment of Director/KMP			Open Interest of the Option Contracts held at the time of becoming Promoter/appointment of Director/KMP		
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

Name & Signature: _____

Designation: _____

Date: _____

Place: _____

FORM C
SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (2) read with Regulation 6(2) – Continual disclosure]

Name of the Company: _____

ISIN of the Company: _____

Details of change in holding of Securities of Promoter, Promoter Group, Director or Designated Person(s)/Connected Person of Company and other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN,	Address with contact nos.	Category of Person (Promoter/Promoter Group/ KMP /Directors /Designated Person/Connected Person/immediate relative)

Securities held prior to acquisition/ Disposal		Securities acquired/ Disposed (Transaction Type)		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 (market /public/ rights/ Prefe. offer / offmarket/ Inter-se transfer, ESOPs etc.)
No. of Shares		Buy		No. of Shares				
% of Shareholding		Sell		% of Shareholding				
Value		Pledge-		Value				

		Revo ke/In voke						
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Note: “Securities” shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

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