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

("CODE FOR TRADING BY DP'S")
(Applicable with effect from 2nd February, 2024)

1. BACKGROUND AND OBJECTIVE

Dhanuka Agritech Limited (the "Company") is a public company and its Equity Shares are listed on the National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE"). The Company is subject to the rules and regulations of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (the "PIT Regulations").

The Board (as defined below) of the Company has adopted this code of conduct to regulate, monitor and report trading by all Insiders (as defined below) including the Designated Persons and Immediate Relatives of Designated Persons as defined in this Code ("Code") to comply with the SEBI (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time) and ("SEBI Regulations").

This Code shall be applicable to all Insiders of the Company including Designated Persons and Immediate Relatives of Designated Persons as defined in this Code.

The SEBI Regulations prohibit an Insider from trading (as defined below) in the Securities of a company listed on any stock exchange when in possession of any UPSI (as defined below).

2. Definitions

2.1. "**Act**" means the Securities and Exchange Board of India Act, 1992 (including any amendment or re-enactment thereto).

2.2. "**Audit Committee'**" shall mean committee of the Board of the Company constituted pursuant to the provisions of Section 177 of the Companies Act, 2013 read with Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. ("SEBI LODR")

2.3. "**Board**" means the Board of Directors of the Company.

2.4. "**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.

2.5. "**Compliance Officer**" means the Company Secretary of the Company, or such other senior officer designated as such and reporting to the Board, or the head of the organization in case the Board is not there, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the SEBI Regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of UPSI, monitoring of trades and implementation of the codes specified under the SEBI Regulations under the overall supervision of the Board.

2.6. "**Connected Person**" means:

i. 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.

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) an immediate relative of Connected persons specified in Clause (a); or
b) a Holding Company or Associate Company or Subsidiary Company; or
c) an intermediary as specified in Section 12 of the Act or an Employee or Director thereof; or
d) an Investment Company, Trustee Company, Asset Management Company or an Employee or Director thereof; or
e) an Official of a Stock Exchange or of Clearing House or Corporation; or
f) a Member of Board of Trustees of a Mutual Fund or a Member of the Board of Directors of the Asset Management Company of a Mutual Fund or an Employee thereof; or
g) a Member of the Board of Directors or an Employee, of a Public Financial Institution as defined in section 2 (72) of the Companies Act, 2013; or
h) an Official or an Employee of a self-regulatory organization recognized or authorized by the Board; or
i) a Banker of the Company; or
j) a concern, Firm, Trust, Hindu undivided family, Company or Association of Persons wherein a Director of the Company or his immediate Relative or Banker of the Company, has more than ten per cent, of the holding or interest.

2.7. "**Contra Trade**" means a Trade or transaction which involves buying or selling Securities of the Company and within six months trading or transacting in an opposite transaction involving sell or buy following the prior transaction.

2.8. "**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.

2.9. "**Designated Person(s)**" shall mean all person(s) as specified in ***Annexure 1*** to this Code of Conduct.

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

2.11. "**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.

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

i. a connected person; or
ii. in possession of or having access to Unpublished Price Sensitive Information.
iii. any person in receipt of unpublished price sensitive information pursuant to

"legitimate purpose"

2.13. "**Key Managerial Personnel**" shall have the meaning assigned to it under the Companies Act, 2013.

2.14. "**Leak of UPSI**" shall refer to such act /circumstance(s) by virtue of which an UPSI is made available or becomes available, by any means or mode to any person, association, body, firm, agency, society, entity or to a group thereof, whether registered or otherwise before its official publication or announcement or formal circulation in public domain and which shall also include any purported attempt thereof.

2.15. "**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;

2.16. "**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]

2.17. "**Securities**" shall have the meaning assigned to it under the Securities Contracts (Regulations) Act, 1956 or any modification thereof and includes ADS..

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

2.19. "**Trading**" means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any Securities, and "trade" shall be construed accordingly;

2.20. "**Trading Window**"**-** means the period during which the designated persons may trade in Dhanuka's securities.

2.21. "**Trading Day**" means a day on which the recognized Stock Exchanges are open for trading;

2.22. "**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:

i. Financial Results;
ii. Dividends;
iii. Change in Capital Structure;
iv. Mergers, De-mergers, Acquisitions / Takeovers, Delisting proceedings, disposals and expansion of business and such other transactions involving the Company;
v. Changes to the Company's Board or changes in Key Managerial Personnel; and
vi. Any other event as may be notified by the Company, from time to time.

Information is 'non-public' or 'unpublished' until it has been widely disseminated to the public (through, for example, a filing with the NSE BSE, a press conference or a release) or is accessible to the public on a non-discriminatory basis and the public has had a chance to absorb and evaluate it.

Words and expressions used and not defined in these Rules but defined in the Act, 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.

3. **Compliance Officer:**

i. Compliance Officer shall be a senior level officer designated so and who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the PIT Regulations.

ii. Unless otherwise decided by the Board, the "Company Secretary" shall be the Compliance Officer for the purposes of the Code and PIT Regulations and in absence of the Company Secretary for the time being, the Vice Chairman & Managing Director shall designate a competent person as Compliance Officer until the Company Secretary is appointed.

iii. The Compliance Officer shall be under the overall supervision of the Board of Directors of the Company and shall be responsible for:

  a) monitoring of / adherence to the provisions of this Code in the Company and prevention of insider trading;
  b) pre-clearing trades of Designated Persons and their immediate relatives in respect of the securities of the Company;
  c) monitoring of 'trading plans' and assessing whether the trading plan would have any potential for violating the PIT Regulations;
  d) Maintaining a digital database and records of trading by Designated Persons (including their immediate relatives and material financial relationships) with date stamping facility and collecting other personal information pertaining to them as required under this Code, including periodical updates therein. Upon resignation of a Designated Person, their updated address and contact details shall be maintained for a period of 6 months after resignation from service. All the data collected shall be maintained for at least 8 (eight) years;
  e) monitoring closure of trading window for the Designated Persons, and
  f) addressing queries about the Code and provide necessary clarifications.

iv. **Structured Digital Database** - Compliance Officer under guidance from the Board, from time to time, shall take necessary actions to maintain a Structured Digital Database (SDD) containing the following information:

  a) Nature of Unpublished Price Sensitive Information (UPSI)
  b) Names of persons who have shared the UPSI
  c) Names of persons with whom the UPSI is shared
  d) Permanent Account Number (PAN) or any other identifier authorized by law where PAN is not available of persons in point (b) and (c)

  The Structured Digital Database shall be maintained internally with adequate internal control checks such as time stamping and audit trails to ensure non-tempering of database.

  The Structured Digital Database shall be preserved for period of 8 (eight) years after completion of the relevant transactions and made available to SEBI in any investigation or enforcement proceedings.

v. **Compliance with regards to the Fiduciaries / Intermediaries** - With respect to the Intermediaries and Fiduciaries, which include professionals / firms such as auditors, accountancy firms, law firms, analysts, insolvency professional entities, consultants, banks etc., who assist or advise the Company and its Material Subsidiary(s) and who have or could reasonably be expected to have access to UPSI, the Compliance Officer shall obtain necessary disclosures / undertakings from them confirming that they have formulated a code of conduct governing trading in other Companies' securities under 'Schedule C' PIT Regulations. The Company shall endeavor to engage only such Intermediary / Fiduciary who have formulated such a code.

4. **Prohibition on commuting or procuring UPSI:**

An Insider shall not –

i. communicate, provide, or allow access to any UPSI, relating to the Company or its Securities, to any person including other Insiders, except to the extent allowed by these Rules or SEBI Regulations; or

ii. Procure from or cause the communication by an Insider of UPSI, relating to the Company or its Securities.

Provided that nothing contained above shall be applicable when an UPSI is communicated, provided, allowed access to or procured:

i. in furtherance of Legitimate purposes, performance of duties or discharge of legal obligations pursuant to appropriate notice, confidentiality and non-disclosure agreements being executed; or

ii. in the event the Board directs or causes the public disclosure of UPSI in the best interest of the Company; or

iii. within a group of persons if such persons have been identified and secluded within a 'Chinese wall' or information barrier by the Compliance Officer from the rest of the Company for a particular purpose or for a specified period of time in furtherance of Legitimate purposes, performance of duties or discharge of legal obligations, and are subjected to, among other conditions, additional confidentiality obligations, information barriers designed to prevent exchanges of UPSI outside the 'Chinese wall', and the execution of an undertaking by such persons to abstain and / or forego Trading during such seclusion or till the UPSI no longer constitutes UPSI and has become Generally available information.

5. **Prohibition on 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; and

c) Provide advise/ tips to any third party on trading in Company's securities while in possession of UPSI.

ii. An Insider who has ceased to be associated with the Company shall not, for a period of six months from date of such cessation, directly or indirectly Trade in the Company's Securities while in possession of UPSI.

iii. **Trading in Securities of other companies**: No Insider may, while in possession of unpublished price sensitive information about any other public company gained in the course of employment with the Company, (a) Trade in the Securities of the other public company, (b) "tip"or disclose such material non-public information Concerning that company to anyone, or (c) give trading advice of any kind to anyone concerning the other public company.

iv. No Insider may take positions in derivative transactions in the Securities of the Company at any time.

v. The restriction in 5 (i) above may not apply to:

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 these Rules and both parties had made a conscious and informed Trade decision;
b) a transaction carried out through block deal window mechanism between persons who were in possession of UPSI without being in breach of these Rules and both parties had made a conscious and informed Trade decision;
c) a transaction carried out pursuant to statutory or regulatory obligation;
d) a transaction undertaken pursuant to the exercise of stock options and the exercise price is pre-determined with applicable regulations; and
e) Trades pursuant to a Trading Plan (*as defined below*) set up in accordance with these Rules and SEBI Regulations.

When a person has traded in securities while in possession of UPSI, his Trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.

The exceptions in paragraph 5(v) above reflect the statutory exceptions in Regulation 4(i) of the SEBI Regulations, and nothing above shall preclude the prior approval or other requirements in relation to trading in Company's Securities under the Code, as set out herein.

6. **Trading Window:**

i. The Compliance Officer shall notify a 'trading window' during which the Designated Persons may Trade in the Company's securities after securing pre-clearance from the Compliance Officer in accordance with these Rules. The competent authority for pre clearing the Trade of Compliance Officer shall be the Board.

ii. Designated Persons and their Immediate Relatives shall not Trade in the Company's Securities when the trading window is closed.

iii. In respect of declaration of financial results of the Company, the Trading Window Closure Period shall commence from the last day of the relevant quarter/year and it shall end 48 hours after such financial results become Generally Available Information.

iv. Additionally, the trading window shall be closed in particular for a Designated Person or class of Designated Persons when the Compliance Officer determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of UPSI, for such periods as determined by the Compliance Officer. Designated Person or class of Designated Persons will receive a notification on such special blackout periods.

v. The trading window may be re-opened after closure, not earlier than 48 hours after the UPSI in question becomes generally available information or is no longer classified as UPSI.

vi. The trading window restriction shall not apply for below cases:

a) off-market *inter-se* transfer between insiders who were in possession of the same UPSI without violating the Code and both parties had made a conscious and informed trade decision.
b) transaction carried out through the block deal window mechanism between persons who were in possession of the UPSI without violating the Code and both parties had made a conscious and informed trade decision
c) transaction carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.
d) transaction undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.
e) trades executed as per the Trading Plan set up in accordance with the Code.
f) pledge of shares for a *bona fide* purpose such as raising of funds, subject to pre clearance by the Compliance Officer.
g) transactions undertaken in accordance to respective regulations made by 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 or transactions which are undertaken through such other mechanism as may be specified by SEBI from time to time.

7. Pre-clearance of Trading

i. Whenever trading window is open and when not in possession of any UPSI, the Designated Person may trade in the Company's securities after seeking pre-clearance of such transaction(s) from the Compliance Officer (whether in their own name or Immediate Relative).

ii. Designated Persons shall mandatorily obtain pre-clearance for their proposed trades, if the value (excluding taxes, brokerage, stamp duty and other cost) of such proposed trade together with the value of the prior trades during any calendar quarter is likely to **exceed INR 10 lakhs (Rs. One million).** For pre-clearance, application must be submitted in Form B *(attached as annexure 2),* as per the instructions provided therein (valuation to be done at market value on the transaction date, in case of gift/allotment in scheme of amalgamation, etc).

iii. The Compliance Officer may after being satisfied that the documents submitted are true and accurate, approve the trading. Once the Compliance Officer grants his approval, Designated Person shall execute trade(s) in respect of the Company's securities within 7 (seven) trading days from such date of approval. If trade is not executed within 7 (seven) trading days, Designated Person must once again apply for pre-clearance of the transaction by providing reasons, in writing, for not using the previous pre-clearance order. If the Designated Person receives any UPSI after pre-clearance, then pre-clearance approval stands suspended with immediate effect.

iv. Designated Person whenever buys or sells securities of the Company, then such Designated Person cannot enter into a contra trade during the next 6 (six) months after such buy/sale (i.e. Designated Person shall not sell securities if he has bought securities earlier and vice versa). In case of any 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 SEBI for credit to the Investor Protection and Education Fund administered by SEBI.

v. If the sale of securities or pledge is necessitated due to personal emergency, arising within the 6 (six) months period as referred to above, then the restriction on contra trade may be relaxed by the Compliance Officer after being convinced about the emergency and shall record in writing reasons for providing relaxation.

vi. The above restriction on Contra Trade shall not apply in case of exercise / sale of employee stock option plan ("ESOP**")** shares provided the Designated Persons do not possess UPSI and the sale is executed when the trading window is open and after obtaining pre-clearance.

vii. Pre-clearance of Trades shall not be required for a trade executed as per an Approved trading plan.

viii. Compliance Officer shall take pre-clearance from the Board for his own trading.

ix. A Designated Person who Trades in securities of the Company without complying with the pre-clearance procedure as envisaged in these Rules or gives false undertakings and/or makes misrepresentations in the undertakings executed by him/her while complying with the pre-clearance procedure shall be subjected to the penalties as envisaged in these Rules.

8. **Trading Plan:**

i. The Designated Persons shall be entitled to formulate a trading plan, i.e. a plan for trades in securities which is to be executed during a period of not less than Twelve (12) months and to submit the same to the Compliance Officer for approval. The trading plan when approved will be disclosed to Stock Exchanges and such trades will have to be carried out mandatorily as per such approved trading plan.

ii. The Compliance Offer shall review such trading plan and ensure that the trading plan does not violate any of the provisions contained in the PIT Regulations.

iii. The Compliance Officer shall grant approval or reject the trading plan within two (2) Trading Days of receipt of such trading plan, disclose the same to the Stock Exchanges and monitor its implementation.

iv. Such trading plan once approved, as aforesaid, is irrevocable and such Designated Persons shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities of the Company outside the scope of the trading plan.

v. The implementation of the trading plan shall not be commenced by the Designated Persons, if any UPSI in his possession at the time of formulation of the plan has not become Generally Available Information at the time of commencing such approved trading plan. In such an event, the Compliance Officer shall confirm that the commencement is deferred until such UPSI becomes Generally Available Information.

vi. The Designated Persons shall ensure that the trading plan shall:

a) not entail commencement of trading on his/ her behalf earlier than six (6) months from the date of public disclosure of the trading plan;
b) not entail trading for the period between the twentieth (20th) trading day prior to the last day of any financial period for which results are to be announced by the Company and forty-eight (48) hours after disclosure of such financial results;
c) entail trading for a period of not less than twelve (12) months;
d) not entail overlap of any period for which another trading plan is already in existence;
e) sets 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
f) not entail trading in securities for market abuse.

9. Mechanism for Prevention of Insider Trading and Handling of UPSI

i. The Company shall endeavor to put in place, adequate and effective system of internal controls to ensure compliance with the requirements of this Code and PIT Regulations.

ii. The Audit Committee of the Company shall review compliance of the Code at least once in a financial year and shall verify that the systems for internal controls are adequate and operating effectively. Internal Auditor shall investigate and submit periodic report to the Audit Committee, over adequacy and effectiveness of such internal controls.

10. **Reporting Requirements:**

i. Initial Disclosure:

a) 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 / her and Immediate Relatives' holding of Securities of the Company as on the date of appointment or becoming a Promoter, to the Company within seven days of such appointment or becoming a promoter, as per Form B set out in Annexure 5.

b) Every Designated Person shall disclose details like Permanent Account Number or any other identifier authorized by law, names of educational institutions from which they have graduated and names of their past employers for the following:

(i) Immediate Relative; (ii) persons with whom such Designated Person(s) shares a material financial relationship; (iii) phone and mobile numbers which are used by them.

ii. Continual Disclosure:

a) Every Promoter, member of the Promoter Group, Designated Person and Director of the Company shall disclose the number of 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 INR 10,00,000 (ten lakh rupees)** or such other value prescribed under SEBI Regulations or other applicable law, as per Form C set out in Annexure 6.

b) Every Designated Person shall disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the Company on an annual basis and as and when the information changes: (i) Immediate Relative; (ii) persons with whom such Designated Person(s) shares a material financial relationship; (iii) Phone and mobile numbers which are used by them.

c) Any off-market trade done as per paragraph 6(vi)(a) of this Code shall be reported by the Insiders to the company **within two working days**.

iii. Disclosures by other Connected Persons.

The Compliance Officer may, require any other Connected Person to disclose the holdings and Trading in securities of the Company as per Form D set out in Annexure 6 at such frequency as he may determine.

11. **Actions/Penalty for Contraventionof Code of Conduct by Designated Persons/Insiders:**

i. Contravention of the Code, shall be subject to the following actions/penalties:

a) Any Designated Person / Insider (including Fiduciary / Intermediary) who violates this Code shall be liable for penalty as may be decided by the Audit Committee of the Board of Directors. Any amount so collected as penalty by the Company shall be remitted to Investor Protection and Education Fund (IPEF) administered by SEBI. Such Designated Person / Insider shall also be liable for disciplinary action including but not limited to warning letter, wage freeze suspension, ineligibility for future participation in ESOPs, withholding of promotions, termination of employment / contract, black-listing, claim for damages/ indemnification etc as may be considered appropriate by the Audit Committee.

b) While deciding disciplinary action, the Audit Committee shall consider the factors such as, whether the violation was accidental / inadvertent or willful, quantum of trade, whether the person was actually in possession of UPSI in case of trading during window closure period, the conduct of a person when he/ she became aware about the violation, etc.

c) The Audit Committee may at its discretion set the guidelines for disciplinary action / penalty and a group of senior executives consisting of Compliance Officer, Chief Financial Officer/Finance Director, Chief Human Resources Officer and Chief Legal Officer shall do the determination of action / penalty on a case to case basis.

ii. Any Designated Person who executes a contra trade, inadvertently or otherwise, in violation of the Code, the profits from such trade shall be disgorged for remittance to SEBI for crediting to the Investor Protection and Education Fund administered by SEBI.

iii. Where violation of Code / PIT Regulations is established, the Company shall report the incidence promptly to Stock Exchanges and/or any such authorities where the concerned securities are traded, in such form and such manner as specified by SEBI from time to time. SEBI may take appropriate action against the Designated Person or Insider. Any Designated Person or Insider who violates this Code may also be liable to penalty and prosecution under PIT Regulations / Act. The Designated Person or Insider shall cooperate with the Company / SEBI in all such investigations.

iv. The Company shall also be free to take any other action (civil / criminal) for violation of this Code, under the applicable laws of the Country. Violation of this Code also amounts to violation of Code of Ethics of the Company.

12. **Limitation and Amendment:**

i. The Board shall be empowered to amend, modify, and interpret this Code of Conduct and such Rules and same shall be effective from such date that the Board may notify in this behalf.

ii. The Company is committed to continuously reviewing and updating its policies, and the Company therefore reserves the right to amend this Code at any time, for any reason, subject to applicable law.

iii. These Rules are subject to the applicable prevailing law in relation to prevention of Insider Trading and if there is any inconsistency between any of the provisions of these Rules and applicable law, the applicable law shall prevail.

Annexure-1

I. Designated Person(s) from Company

A. Promoter & Promoter Group
B. Directors and Key Managerial Personnel of the Company and its material subsidiaries.
A. President, Vice President, Chief Financial Officer (CFO);
B. General Manager and above of all Departments of the Company;
C. Deputy General Manager and above of Finance and Accounts Department of the Company;
D. All Employees of Secretarial Department of Company;
E. Company Secretary and Compliance Officer
F. Deputy General 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

Other persons as may be added up by the Company Secretary/Compliance officer from time to time in discussion with Management.

Annexure -2

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

The Compliance Officer Dhanuka Agritech Limited New Delhi

Dear Sir/Madam,

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Internal Code of Conduct for Prohibition of Insider Trading, I seek approval to purchase / sell / subscribe equity shares of the Company as per details given below:

Name of the applicant	
Designation	
Relationship with the Applicant (Self/Immediate Relative)	
Number of securities held as on date	
Folio No. / DP ID / Client ID No.	
The proposal is for	Purchase of securities Sale of securities Pledge of securities Subscription of securities
Proposed date of trading in securities	
Estimated number of securities proposed to be purchased/subscribed/sold/pledge	
Current market price (as on date of application)	
Whether the proposed transaction will be through stock exchange or off-market trade	
Folio No. / DP ID / Client ID No. where the securities will be credited / debited	

I enclose herewith the undertaking signed by me.

Signature:
Name:

Date:

Annexure-3

Undertaking to be accompanied with the application of
Pre-Clearance

To,
The Compliance Officer,
Dhanuka Agritech Limited ("**Company**")

I, …………being a designated person of the company as per the Rules for Trading in the securities of the Company residing at………am desirous of trading in ……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 (UPSI") up to the time of signing this undertaking. In the event that I have access to or receive any UPSI after 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 Rules as notified by the Company from time to time.

In the event of this transaction being in violation of the Rules or the applicable laws, (a) I will, unconditionally, release, hold harmless and indemnify to the fullest extent, the Company and its directors and officers, (the 'indemnified persons') for all losses, damages, fines, expenses, suffered by the indemnified persons, (b) I will compensate the indemnified persons for all expenses incurred in any investigation, defense, 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 Securities and Exchange Board of India ("**SEBI**") for credit of the Investor Protection and Education Fund administered by the SEBI.

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

If approval is granted, I shall execute the trade within seven days of the receipt of approval failing which I shall seek pre-clearance afresh. I declare that I have made full and true disclosure in the matter.

Signature :
Name:

Date:

Annexure 4

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

The Compliance Officer
Dhanuka Agritech Limited

Dear Sir/Madam,

I hereby inform that I

i) have not bought / sold/ subscribed any securities of the Company
ii) have bought/sold/subscribed to ………securities as mentioned below on …….(date)
(strike out whichever is not applicable)

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

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 Transactions(s).

Signature:
Name:

Date:

Annexure 5

Form B

[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 **and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).**

Name, PAN, CIN/DIN & Address with contact nos.	Category of Person (Promoters/Promoter Group/ KMP /Directors/imm ediate 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:

Annexure 6

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-Revoke/Invoke		Value				

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 of the company by Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2).

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was executed
Type of Contract	Contract Specifications	Buy		Sell		
		Notional Value	Number of Units (Contracts lot size)	Notional Value	Number of Units (Contracts lot size)	

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

Name:
Signature:
Place: