



Uttam Sugar Mills Limited

Code of Conduct for Prevention of Insider Trading
[Pursuant to Regulation 12 (1) of the SEBI (Prohibition
of Insider Trading) Regulations 1992 as amended

AND

Code of Corporate Disclosure Practices
(as per Schedule II of SEBI Regulations)

Approved by the Board at its meeting held on 21st November, 2007
and updated in terms of further amendments to the said SEBI Regulations

Code of Conduct for prohibition of Insider Trading

Introduction

This Code of Conduct will be known as "**Uttam Sugar Mills Limited Code of Conduct for prohibition of Insider Trading**" hereinafter referred to as this Code.

This Code of Conduct has been made pursuant to Regulation 12 of the SEBI (Prohibition of Insider Trading) Regulations, 1992, as amended, hereinafter referred to as the "Regulations".

This document embodies the Company's Code of Conduct for Prevention Of Insider Trading in Securities of the Company and encapsulates the restrictions, formats and the rules of conduct to be followed by the Company's directors, officers and employees and is intended to serve as a guiding charter for all persons associated with its functioning.

1.1 Applicability

The Code shall be applicable to all the Directors and designated employees of the Company.

1.2 For the purpose of this Code,

- (a) "Company"** means Uttam Sugar Mills Limited.
- (b) "Dealing in Securities"** means an act of subscribing, buying, selling or agreeing to subscribe, buy, sell or deal in securities either as principal or agent.

Provided that for the purposes of this Code, holdings or dealings in securities by a Dependent of a Director, Officer, Employee or Designated Employee shall be deemed to have been held or done (as the case may be) by the concerned Director, Officer, Employee or Designated Employee and such Director, Officer, Employee or Designated Employee, as the case may be, shall be liable to comply with all the provisions of this Code as may be applicable to such holdings or dealings accordingly.

- (c) 'Code'** means the **Code of Conduct for Prohibition of Insider Trading of the Company.**

- (d) **“Director”** means a member of the Board of Directors of the Company.
- (e) **“Designated Employees”** shall mean all employees comprising the top three tiers of the Company's management, all employees in the Finance and Secretarial Departments and such other employees who may be so designated, from time to time, by the Company for the purposes of this Code and who may be able to have access to any **'price sensitive information'** as defined in this Code or the Regulations. Top three tiers of the Company's management shall mean and include Board of Directors, Segment/Functional Directors and employees directly reporting to them.
- (f) **“Dependents”** shall include dependent spouse and dependent children.
- (g) **“Officer”** includes any Director, Manager or Secretary or any person in accordance with whose directions or instructions the Board of Directors of the Company or any one or more of the Directors is or are accustomed to act.
- (h) **“Minimum Threshold Limit”** means a minimum number of 500 equity shares of Rs. 10/- each that may be acquired without any clearance under these Regulations during a valid Trading Window which limit may be increased or reduced from time to time by the Board.
- (i) **“Price Sensitive Information”** includes any information which relates directly or indirectly to the Company and which if published is likely to materially affect the price of Securities of the Company.

Explanation:

The following shall be deemed to be price sensitive information :

- (i) periodical financial results of the Company;
- (ii) intended declaration of dividends (both interim and final);
- (iii) issue of securities or buy-back of securities;
- (iv) any major expansion plans or execution of new projects;
- (v) amalgamation, mergers or takeovers;
- (vi) disposal of the whole or substantial part of the undertaking;
- (vii) any significant changes in policies, plans or operations of the Company which shall have material impact on the financials of the Company
- (viii) Issue of securities by way of Public/Rights/Bonus.

- (j) **“Securities”** includes:
- (i) shares, scrips, bonds, debentures, debenture stock or other marketable securities of a like nature,
 - (ii) puts, calls or any other option on the Company’s Securities even though they are not issued by the Company,
 - (iii) futures, derivatives and hybrids, and
 - (iv) such other instruments as may declared to be such by the Compliance Officer from time to time.
- (k) **“Trading Window”** - means a trading period for trading in the Company's Securities as specified by the Company from time to time. All days shall be the Trading Period except those days specified in Clause 5 hereunder.
- (l) **“Insider”** means any person who,
- (i) is or was connected with the Company or is deemed to have been connected with the Company, and who is reasonably expected to have access to unpublished price sensitive information in respect of securities of the Company, or
 - (ii) who has received or has had access to such unpublished price sensitive information.
- (m) **“Unpublished Information”** means information which is not published by the Company or its Agents and is not specific in nature.

Explanation

Speculative Reports in print or electronic media shall not be considered as Published Information.

- (n) **“Working day”** shall mean the working day when the regular trading is permitted on the concerned stock exchange where securities of the Company are listed.
- (o) **“Promoter & Promoter Group”** shall have the same meaning as assigned to them in terms of Regulations framed by Securities & Exchange Board of India under Section 11(2)(h) of SEBI Act i.e. SEBI Takeover Code as amended from time.

1.3 Words and expressions used and not defined in this “Code” but defined in Companies Act, 1956 and Securities and Exchange Board of India (Prohibitions of Insider Trading) Regulations 1992 shall have the same meanings respectively assigned to them in that Acts.

2. Compliance Officer

Unless otherwise resolved by the Board of Directors, the Company Secretary for the time being of the Company shall be the Compliance Officer for the purpose of this Code.

3. Functions, duties and responsibilities of the Compliance Officer

The Compliance Officer shall be subject to the supervision of the Board of Directors of the Company.

The Compliance Officer shall be responsible for -

- Setting forth policies, procedures, monitoring adherence to the Rules for the preservation of “Price Sensitive Information”, Pre-clearance of Trades of Directors, Officers and Designated Employees and their Dependent Family Members and monitoring of trades and implementation of this Code.
- Maintaining the record of the Directors, Officers and Designated Employees and incorporate changes from time to time.
- Assisting all employees in addressing any clarifications in the Regulations or this Code.
- Ensuring that all Directors, Officers and Designated Employees of the Company shall conduct their dealings only when the Trading Window is open.
- Ensuring that all Directors, Officers and Designated Employees furnish the details of transactions in the securities of the Company as stated in Clause 7 in the prescribed form and maintains a record of all the intimation received for a period of atleast three years.
- Maintaining records of all declarations as stated in Clause 7 in the prescribed form and to place the same before the Managing Director or the Joint Managing Director, as the case may be, on a monthly basis.
- Obtaining initial and continual disclosures from Directors, Officers and Designated Employees, major shareholders and to give information in respect of the disclosures made to all the Stock Exchanges where the securities are listed, within 2 working days of receipt.

Designated Employee implies:

- (i) every employee at the managerial level and above,
- (ii) every Executive Secretary/ Executive Assistant to every employee at the managerial level above,
- (iii) every employee in the legal department and finance department, accounts department, internal audit & control assurance department, and

- (iv) such other employee as may be specified by the Compliance Officer to be a designated employee, keeping in mind the objectives of this code of conduct.

4. Preservation of price sensitive information

- a) Directors/Officers/Designated Employees/Promoter/Person who is part of Promoter Group shall maintain the confidentiality of all Price Sensitive Information. They shall, while in possession of any Price Sensitive Information, neither deal in the securities of the Company on the basis of Price Sensitive Information nor 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.
- b) Price Sensitive Information is to be handled on a "need to know" basis. It should be disclosed only to those within the Company who need the information to discharge their duty.
- c) Files containing confidential information shall be kept secure. Computer files must have adequate security of login and password, etc.

5. Prevention of misuse of price sensitive information

All Directors, Officers and Designated Employees/Promoter/Person who is part of Promoter Group of the Company shall be subject to trading restrictions in the following manner -

Trading Window

- (i) All Directors, Officers, Designated Employees, Promoters and Person who is part of Promoter Group of the Company shall trade in the Company's securities only during the period specified by the Company from time to time.

The "Trading Window" shall be closed during the time the information referred to hereunder is unpublished. When the "Trading Window" is closed, the Directors, Officers and Designated Employees shall not trade in the securities of the Company during that period.

- (ii) The "Trading Window" shall, inter-alia, be closed –
- From the date of the notice to the Stock Exchange of the meetings of the Directors or Committee of Directors until one day after the date of declaration /publication of the Annual /Half Yearly /Quarterly results as the case may be:

- From the date of the Board Meeting where the decision on any of the following matters is taken until one day after the decision is made public:
 - a) Intended declaration of dividends (Interim and / or Final);
 - b) Issue of Securities or Buy-back of Securities;
 - c) Any major expansion plans or execution of new projects;
 - d) Amalgamation, merger or takeover;
 - e) Disposal of the whole or substantially the whole of the undertaking;
 - f) Any significant changes in policies, plans or operations of the Company having material impact on the financials of the Company.
 - g) Issue of Securities by way of Public/Rights/Bonus.

- "Trading Window" may be closed by the Company during such time in addition to the above period, as it may deem fit from time to time.
- (iii) The Trading Window shall be opened 24 hours after the information mentioned in clause (ii) above is made public.
- (iv) No Director, Officer, Designated Employee, Promoter and Person who is part of Promoter Group shall conduct any dealing in the securities of the Company during the closure of the Trading window. In case of ESOPs (Employee Stock Option Plan), exercise of option may be allowed during the period when the Trading Window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when Trading Window is closed.

6. Pre-clearance of trades

All Directors / Officers / Designated Employees / Promoters and Person who is part of Promoter Group of the Company including/and their dependents who intend to deal, on their behalf and / or on behalf of their dependent family members, in the securities of the Company exceeding threshold limit, should pre-clear the transactions as per the pre-dealing procedure as described hereunder.

An application may be made to the Compliance Officer in **Form F** or such other Form as the Company may notify in this regard, indicating the estimated number of securities that the designated employee or the director intends to deal in, whether held in physical mode and if so, the Folio No.; and if held in dematerialized form, the details as to the Depository with which he has a security account, Demat Identification No., details as to the securities in such depository mode and such other details as may be required by any rule made by the Company in this behalf.

Along with the request for pre-clearance of transaction, a declaration cum undertaking shall be executed in favour of the Company by such Directors / Officers / Designated Employees including/and their dependents incorporating, inter alia, the following clauses, as may be applicable: -

- (a) I do not have any access to, nor have I received, any “Price Sensitive Information” upto the time of signing this undertaking.
- (b) In case I have access to or receive “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 would completely refrain from dealing in the securities of the Company till the time such information becomes public.
- (c) I have not contravened the Code of Conduct for prevention of Insider Trading as notified by the company from time to time.
- (d) I have made a full and true disclosure in the matter.

The Compliance Officer shall consider the application made as above and shall approve it forthwith and in any case not later than two working days from the date of the receipt of the application unless he is of the opinion that grant of such an approval would result in a breach of the provisions of this Code or the Regulations. Such approval/rejection would be conveyed through electronic mail or fax. Every approval shall be dated and shall be valid for one week from the date of approval.

All directors/officers/designated employees/Promoter/Person who is part of Promoter Group including/and their dependents shall execute their order in respect of the securities of the Company within one week after the approval of pre-clearance and shall file within 2 working days of execution of the deal, the details of such deal with the Compliance Officer in the prescribed form **(Form G)**. In case the transaction is not undertaken, a report to that effect shall be filed with the Compliance Officer. If the order is not executed within one week after the approval is given, the designated employee/director must pre-clear the transaction again.

7. Other Trading Restrictions:

All directors / officers / designated employees / Promoters / Person who is part of Promoter Group including/and their dependents 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. All directors/ officers/ designated employees Promoters / Person who is part of Promoter Group including/and their dependents shall also not take positions in derivative transactions in the shares of the company at any time.

In case of subscription in the primary market (Initial Public Offers), the above mentioned entities shall hold their investments for a minimum period of 30 days. The holding period would commence when the securities are actually allotted.

8. Reporting requirement for transactions in Securities

By Directors, Officers, Designated Employees, Promoter and Person who is part of Promoter Group

Initial Disclosures

All Directors, Officers, Designated Employees, Directors and promoter & person who is part of Promoter Group of the Company shall be required to forward following details of their Securities transactions including the statement of dependent family members to the Compliance Officer:

- (a) all holdings in securities of the Company of the designated employee/officers/director at the time of joining the Company (Initial Disclosures in **Form B**);
- (b) all holdings in securities of the Company of Promoter & Person who is part of Promoter Group at the time of becoming such promoter or person belonging to promoter group (Initial Disclosures in **Form B**);
- (c) periodic statement of any transactions in securities as and when entered into (Continual Disclosures in **Form D**). The Compliance Officer may at any time call for statement of transactions entered into half yearly or quarterly or in any particular duration or period from all or any of the designated employees or Directors of the Company, as he may determine;
- (d) annual statement of all holdings in securities to be submitted annually within one month of the close of calendar year in **Form E**.

The Compliance Officer shall maintain records of all the declarations in the appropriate form given by the designated employees and directors for a minimum period of three years.

The Compliance Officer shall place before the Managing Director/CEO or a Committee of Directors specified by the Company, on a monthly basis all the details of the dealings in the securities by the designated employees and directors of the Company and the accompanying documents that such person had executed under the pre-dealing procedure as envisaged in this Code.

9. Penalty for contravention of code of conduct

9.1 Any designated employee/officer/director/promoter or person who is part promoter group who trades in securities or communicates any information for trading in securities, in contravention of the Code of Conduct may be penalized and appropriate action may be taken by the Managing Director or by any other

person authorized by the Managing Director after giving reasonable opportunity to explain his stand in the matter. The Board shall look into contravention of the Code by Directors. Violation of this Code will invite disciplinary action. Such disciplinary action will be irrespective of action that may be taken by SEBI under the Regulations.

9.2 The designated employees/officers/directors/promoter/person who is part of promoter group who violate the Code of Conduct shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, ineligibility for future participation in employee stock option plans, etc. The provisions of this Code shall be deemed to have been incorporated in and form part of service rules governing the employees concerned of the Company.

9.3 The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading), regulations, 1992

10. General

The decision of the Board of Directors of the Company with regard to any or all matters relating to this Code shall be final and binding on all concerned. The Board of Directors of the Company shall have the power to modify, amend or replace this Code in part or full as may be thought fit from time to time in their absolute discretion.

11. This Code has been duly approved by the Board of Directors at their meeting held on 21st November, 2007 and this Code shall be deemed to have come into force with effect from the said date.

12. Power to amend Code of Conduct

The Code may be amended from time to time by the Board.

13. Information to SEBI in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 1992

In case it is observed by the Company that there has been a violation of SEBI (Prohibition of Insider Trading) Regulations, 1992, the Compliance Officer shall inform the SEBI of the same.

CODE OF CORPORATE DISCLOSURE PRACTICE

Code of Corporate Disclosure Practices for Prevention of Insider Trading to be followed by listed companies has been inserted by way of Schedule II in the SEBI (Prohibition of Insider Trading) Regulations 1992 by amendment of 2002

1.1 *This Code provides for:*

- (a) Designation of a senior level officer for coordinating and overseeing timely and adequate disclosures of Price Sensitive Information.
- (b) Prompt disclosure of Price Sensitive Information to stock exchanges on continuous and immediate basis.
- (c) Use various media to achieve maximum reach in dissemination
- (d) Use dedicated internet website
- (e) Timely reporting of shareholdings and changes therein.
- (f) Stock Exchange should disseminate, disclosures made by the Companies in a quick and efficient manner through Stock Exchange network as well as its website.
- (g) Continuous disclosures made by companies should be published by Stock Exchange on its website instantly.
- (h) Responding to market rumours by verifying or denying and making the right disclosures.
- (i) The Code also provides special guidelines for disclosure of price sensitive information to analysts and institutional investors.

1.2 The Company shall disseminate all Price Sensitive Information on a continuous and timely manner to Stock Exchanges where the securities are listed and thereafter to the Press. As a good corporate practice, the Price Sensitive Information disclosed to the Stock Exchanges and to the Press may be supplemented by prompt updates on the Company's website. The Company may also consider other modes of public disclosure of Price Sensitive Information so as to improve investor access to the same

1.3 **Disclosures to the Company**

1.3.1 **Initial Disclosures**

The Regulation 13(1), 13(2) & 13(2A) provides for initial disclosures to the Company:

- (a) by any person who holds 5% shares and above in the Company (substantial Shareholders), disclosing the number of shares held, within 2 (two) working days of receipt of allotment of shares or acquisition of shares in **Form A**

and

- (b) by any person who is a director or officer of a listed company disclosing to the Company in **Form B** the number of shares or voting rights held and positions taken in derivatives by such person and his dependents, within 2 (two) working days of becoming a Director or Officer of the Company.

and

- (c) Any person who is a promoter or part of promoter group of a listed company shall disclose to the company in **Form B** the number of shares or voting rights held by such person, within two working days of becoming such promoter or person belonging to promoter group.

1.4 Continual Disclosures

Under Regulation 13(3), 13(4) and 13(4A), continual disclosures are prescribed to be given to the Company within 2 working days of change in holding as per clause 1.3.1 and under this clause from the last disclosure made in the holding of:

- (a) any substantial shareholder who held more than 5% shares if there such change exceeds 2% of total shareholding in the Company in **Form C**.
- (b) any person who is a Director or Officer and his dependents if the change exceeds Rs. 5,00,000/- in value or 25,000 shares or 1% of total shareholding in the Company, whichever is lower in **Form D**,
- (c) any person who is a Promoter or part of Promoter Group if the change exceeds Rs. 5,00,000/- in value or 25,000 shares or 1% of total shareholding in the Company, whichever is lower in **Form D**.

1.4 Disclosures by Company to Stock Exchanges

1.5.1 Further, the Company is also required to disclose to all stock exchanges on which it is listed, within 2 days of receipt of the initial disclosures and receipt of disclosures made from time to time.

1.5.2 The disclosures required under this regulation may also be made through electronic filing in accordance with the system devised by the stock exchanges.

FORM A

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 [Regulation 13 (1) and (6)]

Regulation 13 (1) – Details of acquisition of 5% or more shares in a listed company

Name, PAN No. & address of Shareholder with telephone number	Shareholding prior to acquisition	No. and percentage of shares / voting rights acquired	Date of receipt of allotment / advice. Date of acquisition (specify)	Date of intimation to Company	Mode of acquisition (market purchase/ public/ rights/ preferential offer etc.)	Shareholding subsequent to acquisition	Trading member through whom the trade was executed with SEBI Registration No. of the TM	Exchange on which the trade was executed	Buy quantity	Buy value

FORM B

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992
[Regulation 13(2), 13(2A) and (6)]

Details of Shares or voting rights held by Director or Officer and his dependents or Promoter or Person who is Promoter Group of a Listed Company.

Name, PAN No. & Address of Promoter/Person who is part of Promoter Group/ Director/ Officer	Date of assuming office of Director/ Officer OR becoming Promoter/part of Promoter Group	No. & % of shares/ voting rights held at the time of becoming Promoter/part of Promoter Group/Director / Officer	Date of intimation to company	Mode of acquisition (market purchase/ public/ rights/ preferential offer etc.)	Trading member through whom the trade was executed with SEBI Registration No. of the TM	Exchange on which the trade was executed	Buy quantity	Buy value

FORM C

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992

[Regulation 13(3) and (6)]

Regulation 13(3)— Details of change in shareholding in respect of persons holding more than 5% shares in a listed company

<i>Name, PAN No. & address of shareholders</i>	<i>Shareholding prior to acquisition / sale</i>	<i>No. & % of shares/ voting rights acquired/ sold</i>	<i>Receipt of allotment advice/ acquisition of shares/ sale of shares specify</i>	<i>Date of intimation to company</i>	<i>Mode of acquisition on (market purchase/ public/ rights/ preferential offer etc.)</i>	<i>No. & % of shares/ voting rights post acquisition/ sale</i>	<i>Trading member through whom the trade was executed with SEBI Registration No. of the TM</i>	<i>Exchange on which the trade was executed</i>	<i>Buy quantity</i>	<i>Buy value</i>	<i>Sell quantity</i>	<i>Sell value</i>

FORM D

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992

[Regulation 13(4), 13(4A) and (6)]

Details of change in shareholding or voting rights held by Director or Officer and his dependents or Promoter or Person who is part of Promoter Group of a Listed Company

<i>Name, PAN No. & Address of Promoter/Person who is part of Promoter/Director/ Officer</i>	<i>No. & % of shares/voting rights held by the Promoter/Person who is part of Promoter/Director/ Officer</i>	<i>Date of receipt of Allotment advice/acquisition/sale of shares/voting rights</i>	<i>Date of intimation to company</i>	<i>Mode of acquisition (market purchase/public/rights/preferential offer etc.)</i>	<i>No. & % of shares/ post acquisition/voting rights sale</i>	<i>Trading member through whom the trade was executed with SEBI Registration No. of the TM</i>	<i>Exchange on which the trade was executed</i>	<i>Buy quantity</i>	<i>Buy value</i>	<i>Sell quantity</i>	<i>Sell value</i>

FORM E

Annual Disclosure of Holdings under Code of Conduct for Prevention of Insider

Trading (to be furnished to the Compliance Officer on or before 31st January of the following year)

1. **Name of the Company** :
2. **Name of Designated Employee/Officer/ Director** :
3. (a) **Designation** :
(b) **Deptt.** :
(c) **Location** :
4. (a) **No. of Equity Shares of the Company**
held as on 31st December :
(b) **Folio No.(if held in physical mode)** :
(c) **Client ID (if held in demat form)** :
(d) **Name of Depository** :
(e) **Name & Address of Depository Participant** :

I confirm having held the aforesaid shares of the Company for a minimum period of 30 days.

Place : **Signature**_____

Date : **Name** _____

Note : Please give on a separate sheet details of shares held by members of your family including dependents.

FORM F

Application for Pre-Clearance of Transactions

To the Compliance Officer

For prevention of Insider Trading

- 1. Name of Applicant :**
- 2. (a) Designation :**
- (b) Deptt. :**
- (c) Location :**
- 3. (a) No. of Equity shares held as on date of Application :**
- (b) Folio No.(if held in physical mode) :**
- (c) Client ID (if held in demat form) :**
- (d) Name of Depository :**
- (e) Name & Address of Depository Participant :**

4.1 I, the applicant, propose to enter into transactions in the securities of the Company as per details given hereunder :

Name of Transaction	Estimated No. of Security of the Company	DPID/Client ID/Folio No. in which credit/debit will be given
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(a) Intended purchase

(b) Intended sale

4.2 I request you to pre-clear the aforesaid transactions to enable me execute the same.

5. I hereby undertake :

(a) that I do not have any access to or has not received “ Price Sensitive Information” upto the time of signing this undertaking.

(b) That in case I shall have access to or receive “ Price Sensitive Information” after signing of this undertaking but before execution of this transaction I shall inform the Compliance Officer of the change in my position and that I would completely refrain from dealing in the securities of the Company till the time such information becomes public.

(c) That I have not contravened the Code of Conduct for Prevention of Insider Trading as notified by the Company from time to time.

(d) That I have made a full and true disclosure in the matter.

6. I agree to execute the intended purchase/sale of the securities detailed above within one week of receipt of the approval of pre-clearance.

7. I shall hold the above shares if purchased, for a minimum period of 30 days.

8. I shall also abide by and comply with any conditions that may be imposed while according the approval of pre-clearance by you.

Place : _____ **Signature**_____

Date : _____ **Name** _____

FORM G

DISCLOSURE OF EXECUTION OF PRE-CLEARED TRANSACTIONS

(To be filed within 4 days of execution of the deal in securities of the Company)

Date : _____

To
The Compliance Officer

DETAILS OF PRE-CLEARED TRANSACTION

Ref: Your letter of pre-clearance No. _____ dated _____

1. On the subject, I hereby inform you that :

- I have not bought/sold any Equity Shares of the Company
- I have bought/sold _____ Equity shares as detailed hereunder on _____ :

(Strike out whichever is not applicable)

* Name of Holder	No. of Equity Shares bought/sold	DPID/Client ID or Folio No. where shares will be credited or debited	Price (Rs.)

*(Indicate sole/1st/2nd/3rd Joint holder)

2. In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of three years and produce to the Compliance Officer/ SEBI any of the following documents:

- (1) Broker's Contract note :
- (2) Proof of payment to/from brokers :
- (3) In case of Demat transactions-

- (a) **Extract of Bank Passbook/ Statement of Transaction**
- (b) **Copy of Delivery Instruction Slip (Applicable in case of sale transaction)**

3. **I declare that the above information is correct and no provisions of the Company's Code of Conduct for Prevention of Insider Trading and/or applicable laws/regulations have been contravened for effecting the above said Transaction(s).**
4. **I agree to hold the above shares for a minimum period of 30 days. In case there is any urgent need to sell these shares within the said period, I shall approach the Company (Compliance Officer) for necessary approval.**

Signature : _____

Name :

Deptt./ Div