

**CODE OF CONDUCT FOR REGULATING, MONITORING AND REPORTING OF
TRADING BY DESIGNATED PERSONS IN SECURITIES OF THE DEEPAK
INDUSTRIES LIMITED
(Amended with effect from 1st April 2019)**

1. **INTRODUCTION**

- 1.1. This Code of Conduct is “ Deepak Industries Limited (DIL) Code of Conduct for Prohibition of Insider Trading” (hereinafter referred to as the “Code of Conduct”) made pursuant to Regulation 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 (the “**Regulations**”) as amended from time to time and may be modified by the Board of Directors of the Company from time to time.

2. **DEFINITIONS**

- 2.1. For the purpose of this Code the following terms shall have the meanings assigned to them hereunder:

“**Act**” means the Securities and Exchange Board of India Act, 1992, as amended from time to time.

“**Board**” means the board of directors of the Company.

“**Code**” or “**Code of Conduct**” means the Code of Conduct for Regulating, Monitoring and Reporting of Trading by Designated Persons of the Company, as amended from time to time.

“**Company**” means Deepak Industries Limited.

“**Compliance Officer**” means any senior officer, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations, designated so and reporting to the Board 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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes Designated in these regulations under the overall supervision of the Board.

“**Connected Person**” *inter-alia* includes

- (i) a person who is or has during the six months prior to the concerned act been associated with the 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indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.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) Further, the following categories shall be deemed to be connected persons unless the contrary is established,
- a. an immediate relative of connected persons Designated in Clause (i); or
 - b. a holding company or associate company or subsidiary company; or
 - c. an intermediary as Designated in Section 12 of the Securities and Exchange Board of India Act, 1992 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 is 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 SEBI; 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.

“Dealing in Securities” means an act of subscribing to, buying, selling, dealing or agreeing to subscribe to, buy, sell or deal in the Securities of the Company either as principal or agent and the term **“Deal”** shall be construed accordingly.

“Designated Persons(s)” shall include –

- (i) All Directors whether executive, non-executive or independent;
- (ii) Key Managerial Personnel i.e. Chief Executive Officer (CEO), Chief Financial Officer (CFO) and Company Secretary (CS)
- (iii) Executive assistant and / or secretaries of those in (i) and (ii),
- (iv) All employees of Manager cadre and above in Finance, Accounts and Secretarial Department;
- (v) All employees of General Manager cadre and above in all other Departments of the Company
- (vi) Any other person/employees as may be determined by the Company from time to time.
- (vii) Immediate Relatives of all of the above

“**Director**” means a member of the Board.

“**Employee**” means every employee of the Company including the Directors in the employment of the Company.

“**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.

“**Insider**” means any person who is (i) a connected person, or (ii) in possession of or having access to unpublished price sensitive information.

“**Key Managerial Personnel**” means person as defined in Section 2(51) of the Companies Act, 2013.

“**Material Financial Relationship**” means a relationship in one person is a recipient of any kind of payment, such as by way of a loan or gift, during the immediately preceding twelve months, equivalent to at least 25% of such payer’s annual income but excludes relationships in which the payment is based on arm’s length transactions;

“**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.

“**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

“**Regulations**” shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.

“**SEBI**” means the Securities and Exchange Board of India.

“**Securities**” shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof, *save and except*, units of a mutual fund.

“**Designated Persons**” means collectively the Director(s), the Connected Persons, the Insider, the Key Managerial Personnel, the Designated Persons, the Promoters and the Immediate Relatives.

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

“**Threshold Limits**” means where the value of securities traded, whether in one or series of transactions over any calendar quarter, aggregates to a traded value in excess of INR 10,00,000 (Indian Rupees ten lakhs) or such other value as may be Designated.

“**Trading**” means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly

“**Trading Day**” means a day on which the recognized stock exchanges are open for trading;

“**Unpublished Price Sensitive Information**” or “**UPSI**” means any information, relating to the Company or its Securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the Securities and shall, ordinarily including but not restricted to, information relating to the following:

- (i) 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) change in capital structure;
- (v) any major expansion plans or execution of new projects;
- (vi) amalgamation, merger or take-over; acquisitions, delistings;
- (vii) disposal of the whole or substantial part of the undertaking;
- (viii) any significant changes in policies, plans or operations of the Company having material impact on the financials of the Company; and
- (ix) changes in Key Managerial Personnel;
- (x) such other information as may materially affect the working of the Company;

2.2. Words and expressions used and not defined in these regulations but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation.;

3. **ROLE OF COMPLIANCE OFFICER**

3.1. The Company shall appoint a Compliance Officer for the purpose of the Regulations and this Code. At present, the Company Secretary of the Company shall be the Compliance Officer for the purpose of this Code and in his/her absence any other

senior officer of the Company appointed by the Board of Directors from time to time for the purpose of this code in pursuance of the Regulations.

- 3.2. The Compliance Officer shall be responsible under the overall supervision of the Board of Directors of the Company, for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of UPSI, monitoring of Trades as per the Code and implementation of the Code, maintaining records of the Designated Persons and their Immediate Relatives and any changes made in the list of Designated Persons and their Immediate Relatives and providing guidance and clarifications sought by Designated Persons regarding the Regulations and the Code.
- 3.3. The Compliance Officer shall report on insider trading to the Board and in particular, shall provide reports to the Chairman of the Audit Committee of the Company, if any, or to the Chairman of the Board at such frequency as may be stipulated by the Board but not less than once in a year.

4. **PRESERVATION OF UPSI**

- 4.1. Designated Persons shall maintain the confidentiality of all UPSI. They shall not pass on such information to any person directly or indirectly. All UPSI shall be handled within the Company on a need-to-know basis and no UPSI shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- 4.2. Any person in receipt of UPSI pursuant to a “legitimate purpose” shall be considered an “insider” for the purposes of these regulations and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.
- 4.3. The term ‘legitimate purpose’ shall include sharing of UPSI in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professional or other advisors or consultants provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulation.
- 4.4. UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:
 - 4.4.1. an obligation to make an open offer under the Takeover Regulations where the Board is of informed opinion that sharing of such information is in the best interests of the Company; or
 - 4.4.2. not attracting the obligation to make an open offer under the Takeover Regulations but where the Board is of informed opinion that sharing of such information is in the best interests of the Company and the information that constitute UPSI is disseminated to be made generally available at least two Trading Days prior to the proposed transaction being effected in such form as

the Board may determine to be adequate and fair to cover all relevant and material facts.

4.5. “need-to-know” basis means that UPSI 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 appearance of misuse of the information.

4.6. No insider shall trade in securities that are listed or proposed to be listed on a stock exchange when in possession of price sensitive information. When a person who has traded in securities has been in possession of Unpublished Price Sensitive Information, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.

4.7. However the insider may prove his innocence by using the following defences in case of para 4.6-

- a) The transaction is an off market inter-se transaction between insiders who were in possession of the same UPSI (not obtained under para 4.5) and both parties had made a conscious and informed trade decisions provided that such transaction shall be reported by the insiders to the Company within two working days.
- b) The transaction was carried out through block deal window mechanism between persons who were in possession of the UPSI without being in breach of para 4.5 and both parties had made a conscious and informed decision.
- c) The transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bonafide transaction.
- d) The trades were pursuant to a trading plan.

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

4.8. Chinese Wall

4.8.1. To prevent the misuse of confidential information / UPSI the Company shall adopt a “Chinese Wall” policy which separates those areas of the organisation which routinely have access to confidential information, considered “*inside areas*” from those areas which deal with sale / marketing / investment advise or other departments providing support services, considered “*public areas*”.

4.8.2. The employees in the inside area shall not communicate any confidential information/Unpublished Price Sensitive Information to any one in public area.

4.8.3. The employees in inside area may be physically segregated from employees in public area and demarcation of the various departments as inside area may be implemented by the Company.

4.8.4. In exceptional circumstances employees from the public areas may be brought “over the wall” and given confidential information on the basis of “need to know” criteria, under intimation to the compliance officer.

5. PREVENTION OF MISUSE OF “UNPUBLISHED PRICE SENSITIVE INFORMATION”

All Designated Persons and immediate relatives of Designated Persons shall be governed by this Code governing Dealing in Securities.

5.1. Trading Plan

5.1.1. An insider shall be entitled to 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.

5.1.2. Trading Plan shall:

5.1.2.1. not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;

5.1.2.2. 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;

5.1.2.3. entail trading for a period of not less than twelve months;

5.1.2.4. not entail overlap of any period for which another trading plan is already in existence;

5.1.2.5. 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

5.1.2.6. not entail trading in securities for market abuse.

5.2. The Compliance Officer shall consider the Trading Plan made as above and shall approve the same. However, he/she shall be entitled to take express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the Regulations.

5.3. Pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.

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

5.5. 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 Trading Plan, the Insider is in possession of any UPSI and the UPSI has not become generally available at the time of the commencement of implementation. The commencement of the Trading Plan shall be deferred until such UPSI becomes generally available information.

- 5.6. The Insider shall also not be allowed to Deal in Securities, if the date of trading in Securities, as per the approved Trading Plan, coincides with the date of closure of Trading Window.
- 5.7. Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

6. **TRADING WINDOW**

- 6.1. The Designated Persons and his / her immediate relative(s) shall trade in securities of the Company only during a specific trading period called “**Trading Window**” to be Designated by the Company. The Trading Window shall be closed during the time the information mentioned hereunder is unpublished:
 - a) financial results;
 - b) dividends;
 - c) change in capital structure;
 - d) mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
 - e) changes in key managerial personnel; and.
 - f) any other event in addition to the above, that may be decided by the Board of Directors from time to time as it may consider necessary in its sole discretion.
- 6.2. The trading window shall be closed as per the norms of the regulations, as may be amended from time to time i.e. from the end of every quarter till 48 hours after declaration of audited/unaudited annual/quarterly financial results, as the case may be. Also, the trading window shall be closed when the Compliance Officer determines that a Designated Person or class of Designated Persons can reasonably be expected to be in possession of an UPSI.
- 6.3. The timing for closing and re-opening of the Trading Window shall be determined by the Compliance Officer taking into account various factors including the UPSI in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier than 48 (forty-eight) hours after the information becomes generally available.
- 6.4. When the trading window is open, trading by Designated Persons shall be subject to pre-clearance by the Compliance Officer, if the value of the proposed trades is above thresholds stipulated in Clause 7.
- 6.5. All Designated Persons shall be subject to trading restrictions as stated below:
 - 6.5.1. The Trading Window shall be closed in terms of Clause 6.1
 - 6.5.2. All Designated Persons shall conduct all their dealings in the securities of the Company only in a valid trading window and shall not deal in any transaction involving the purchase or sale of the Company’s securities during the periods when the trading window is closed, or during any other period as may be specified by the Company from time to time.

- 6.5.3. The trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.
- 6.5.4. In case of ESOPs, exercise of option may be allowed in the period when the trading window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when trading is closed.
- 6.6. The Compliance Officer after taking into account various factors including the UPSI in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the trading window, however in any event it shall not be earlier than forty-eight hours after the information becomes generally available.

7. **PRE-CLEARANCE OF TRADES**

- 7.1. All Designated Persons, who intend to deal in the securities of the Company when the trading window is opened and if the value of the proposed trades is above Threshold Limits, should pre-clear the transaction. However, no Designated Person shall be entitled to apply for pre-clearance of any proposed trade if such Designated Person is in possession of unpublished price sensitive information even if the trading window is not closed and hence he shall not be allowed to trade. The pre-clearance of trades shall not be required for a trade executed as per the approved trading plan. The pre-dealing procedure shall be hereunder:
 - 7.1.1. An application (*Annexure 1*) may be made to the Compliance officer indicating the estimated number of securities that the Designated Person intends to deal in and such other details as may be required by any rule made by the company in this behalf.
 - 7.1.2. An undertaking (*Annexure 2*) shall be executed in favour of the Company by such Designated Person incorporating, inter alia, the following clauses, as may be applicable:
 - 7.1.2.1. That he / she does not have any access or has not received “Price Sensitive Information” up to the time of signing the undertaking.
 - 7.1.2.2. That in case he/she has access to or receives “Price Sensitive Information” after the signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance Officer of the change in his position and that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes public.
 - 7.1.2.3. That he/she has not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time.
 - 7.1.2.4. That he/she has made a full and true disclosure in the matter.
 - 7.1.3. All Designated Persons shall execute their transaction in respect of securities of the Company within one week after the approval of pre-clearance (*Annexure 3*) is given by the Company. The Designated Person shall file

within 2 (two) days of the execution of the deal, the details of such deal with the Compliance Officer in the prescribed form (*Annexure 4*) In case the transaction is not undertaken, a report (*Annexure 4*) to that effect shall be filed.

7.1.4. If the order is not executed within seven days after the approval is given, the employee/director must pre-clear the transaction again.

7.1.5. All Designated Persons 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 Designated Persons shall also not take positions in derivative transactions in the shares of the Company at any time. In case of any contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

7.1.6. It is not applicable for trades pursuant to exercise of stock options.

7.1.7. The Compliance Officer may waive off the holding period in case of sale of securities in personal emergency after recording reasons for the same. However, no such sale will be permitted when the Trading window is closed.

8. **OTHER RESTRICTIONS**

8.1. The disclosures to be made by any person under this Code shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.

8.2. The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this Code.

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

9. **REPORTING REQUIREMENTS**

9.1. Initial Disclosure

9.1.1. Every person on appointment as a Key Managerial Personnel or a Director or upon becoming a promoter or member of the promoter group shall disclose his 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 in the **Form B** as per *Annexure- 5*

9.2. Continual Disclosure

9.2.1. Every promoter, member of the promoter group, designated persons and director of the Company shall disclose to the Company the number of such securities acquired or disposed of within two trading days of such transaction if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. Ten lakhs/ Threshold limit for the time being in the **Form C** as per **Annexure- 6**

9.2.2. The disclosure shall be made within 2 working days of:

9.2.2.1. the receipt of intimation of allotment of shares, or

9.2.2.2. the acquisition or sale of shares or voting rights, as the case may be.

9.3. Disclosure by other connected persons

The Company may at its discretion require any other connected person or class of connected persons to make disclosure of holdings and trading in securities in such form and at such frequency as may be determined by the Company in order to monitor compliance with the Regulations. Such disclosure will be made in **Form D in Annexure 7**

9.4. Disclosure by the Company

9.4.1. Within 2 days of the receipt of intimation under Clause 9.2, the Compliance Officer shall disclose to all stock exchanges on which the Company is listed, the information received.

9.4.2. The Compliance officer shall maintain records of all the declarations in the appropriate form given by the directors / officers / Designated Persons for a minimum period of five years.

9.5. Annual Disclosure

Every Designated Person, of the Company, shall be required to disclose names and Permanent Account Number or any other identifier authorized by law of the following persons to the Company on an annual basis (**Annexure 8**) and as and when the information changes –

- a) Immediate relatives
- b) Persons with whom such designated person(s) shares a material financial relationship
- c) Phone, mobile and cell numbers which are used by them.

In addition, the names of educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a one time basis. (**Annexure 9**)

The term ‘material financial relationship’ shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer’s annual income but shall exclude relationship in which the payment is based on arm’s length

transactions.

9.6. Dissemination of Price Sensitive Information

9.6.1. No information shall be passed by Designated Persons by way of making a recommendation for the purchase or sale of securities of the Company.

9.6.2. Disclosure/dissemination of Price Sensitive Information with special reference to analysts, media persons and institutional investors.

9.7. The following guidelines shall be followed while dealing with analysts and institutional investors

9.7.1. Only public information to be provided.

9.7.2. At least two Company representatives be present at meetings with analysts, media persons and institutional investors.

9.7.3. Unanticipated questions may be taken on notice and a considered response given later. If the answer includes price sensitive information, a public announcement should be made before responding.

9.7.4. Simultaneous release of information after every such meet.

10. **PENALTY**

10.1. Every Designated Persons shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her dependents).

10.2. Any Designated Person who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalised and appropriate action may be taken by the Company.

10.3. Designated Persons who violate the Code 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.

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

10.5. The Company has put in place a separate policy & procedure for dealing with instances of Leak or suspected leak of UPSI.

11. **CODE OF FAIR DISCLOSURE**

A code of practices and procedures for fair disclosure of unpublished price sensitive information for adhering each of the principles is separately undertaken.

12. **JURISDICTION**

In the event of any dispute arising from the provision of the Code or its interpretation, the same shall be subject to the exclusive jurisdiction of the Courts at Kolkata.

13. **CONFIRMATION**

- 13.1. Designated Persons are advised to pursue the Code and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time, carefully and acquaint themselves with all the provisions contained therein. All Designated Person hereby acknowledge to have read and fully understood their obligation under the Regulations and the Code and have undertaken to unconditionally abide by the same. They can contact the Compliance Officer for any clarification/assistance.
- 13.2. The responsibility of complying with the provisions of the Regulations and the Code shall be entirely on the Designated Persons including any violation by their Immediate Relative.
14. The Board of Directors of the Company shall have power to modify or replace this Code in part or full as may be thought fit from time to time in their absolute discretion. The decisions of the Board with regard to all matters relating to this Code will be final and binding.

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ANNEXURE 1
SPECIMEN OF APPLICATION FOR PRE-DEALING APPROVAL

Date:
To,
The Compliance Officer,
Deepak Industries Limited,
Kolkata

Dear Sir/Madam,

Application for Pre-dealing approval in securities of the Company

Pursuant to the SEBI (prohibition of Insider Trading) Regulations, 2015 and the Company's **Code**, I seek approval to purchase / sale / subscription of _____ equity shares of the Company as per details given below:

1. Name of the applicant	
2. Designation	
3. Number of securities held as on date	
4. Folio No. / DP ID / Client ID No.)	
5. The proposal is for	(a) Purchase of securities (b) Subscription to securities (c) Sale of securities
6. Proposed date of dealing in securities	
7. Estimated number of securities proposed to be acquired/subscribed/sold	
8. Price at which the transaction is proposed	
9. Current market price (as on date of application)	
10. Whether the proposed transaction will be through stock exchange or off-market deal	
11. Folio No. / DP ID / Client ID No. where the securities will be credited / debited	

I enclose herewith the form of Undertaking signed by me.

Yours faithfully,

(Signature)

ANNEXURE 2
FORMAT OF UNDERTAKING TO BE ACCOMPANIED WITH THE
APPLICATION FOR PRE-CLEARANCE
UNDERTAKING

To,
Deepak Industries Limited,
Kolkata

Dear Sir/Madam,

I, _____, _____ of the Company residing at _____, am desirous of dealing 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 or otherwise privy to any unpublished Price Sensitive Information (as defined in the Company's Code) up to the time of signing this Undertaking.

In the event that I have access to or received any information that could be construed as "Price Sensitive Information" as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public.

I declare that I have not contravened the provisions of the Code as notified by the Company from time to time.

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 deal within 7 days of the receipt of approval failing which I shall seek pre-clearance.

I declare that I have made full and true disclosure in the matter.

Date :

Signature _____ :

* Indicate number of shares

ANNEXURE 3
APPROVAL/ REJECTION OF PRE- CLEARANCE

To

Name : _____

Designation : _____

Place : _____

Re: Pre-Clearance – Your application dated _____

Dear Mr. /Mrs. _____

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

This approval is being issued to you based on the various declarations, representations and warranties made by you in your said application.

This approval letter is valid till _____ (i.e. for {7} trading days from date hereof). If you / your Immediate Relative _____ do (es) not execute the approved transaction /trade on or before this date you would have to seek fresh pre-trading approval before executing any transaction/deal in the Securities (including derivatives) of the Company. Further, you are required to file the details of the executed transactions in the attached format within two {2} Trading Days from the date of transaction/deal. In case the transaction is not undertaken a —Nill report shall be necessary.

Yours faithfully,
for Deepak Industries Limited

COMPLIANCE OFFICER

Date : _____

Encl: Format for submission of details of transaction

ANNEXURE 4
FORMAT FOR DISCLOSURE OF TRANSACTIONS

(To be submitted within 2 days of transaction / dealing in securities of the Company)

To,
The Compliance Officer,
Deepak Industries Limited,
Kolkata

Dear Sir / Madam,

According to approval of pre-clearance dated _____, I have executed a trade / transaction on _____ (date). The detail of said trade / transaction is as under:

Name of holder	No. of Securities	Average Gross Price per Securities (in Rs.)	DP ID & Client ID / Folio No.
	purchased / sold		

Further I enclose herewith copy of Contract Note for your ready reference.

I declare that the above information is correct and that no provision of the Code of Conduct has been violated while executing aforesaid trade / transaction.

I also declare that I have complied with the requirements of minimum period of 6 months for entering into an opposite transactions in respect of said Securities.

Or

According to approval of pre-clearance dated _____, I have not executed a trade / transaction due to _____ (reason of non-trading).

I will take fresh pre-clearance for trades as and when I propose to trade in Securities of the Company.

Date:

Signature: _____

Name:

Designation: