

**'CODE OF CONDUCT FOR ALL BOARD MEMBERS AND SENIOR MANAGEMENT OF ALLIED
DIGITAL SERVICES LIMITED
AND
THE CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING IN DEALING WITH THE
SECURITIES OF THE COMPANY'**

(AS APPROVED BY BOARD OF DIRECTORS AT ITS MEETING HELD ON 24TH OCTOBER, 2007.)

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I. PREAMBLE:

The Business Ethics policy and Code of Conduct is a reference document interalia outlining the standard code of conduct for the employees (which interalia includes its Directors, officers and employees).

This Code is for internal compliance and does not create, nor shall it be construed to create, directly or implicitly, any duties or obligations of the company to any person, body or legal entity.

II. OBJECTIVE OF THE CODE

- a. The Code is intended to focus the Board and Senior Management on areas of ethical risk; provide guidance to them to help them recognize and deal with ethical issues; provide mechanisms to report unethical conduct; and help foster a culture of honesty and accountability.
- b. Each Director and Senior Management must comply with spirit of the Code.
- c. The Standard Code of conduct and Code of conduct for Prevention of Insider Trading shall be effective from 24th October, 2007 unless terminated by the Board.
- d. The code guides the behavior of the employees and helps to promote:
 - i. Honest and ethical conduct, the ethical handling of conflicts of interest between personal and professional relationships.
 - ii. Full, fair, accurate, timely and understandable disclosure in reports and documents that company files with or submits to relevant authorities and in other public communications;
 - iii. Compliance with applicable governmental laws, rules and regulations;
 - iv. The Prompt internal reporting to an appropriate person or persons authorized by the company

III. CONTENTS OF STANDARD CODE OF CONDUCT:

1. CODE OF CONDUCT FOR DIRECTORS/ SENIOR MANAGEMENT:

a. The Directors shall;

- Discharge the duties with due care and diligence and in a fair and impartial manner;
- Set the Company's strategic aims, ensure that the necessary financial and human resources are in place for the Company to meet its objectives.
- Review management performance periodically.
- Endeavour to attend and actively participate in Meetings of the Board and of the Board Committee(s) on which they serve;
- Unless otherwise required by law, maintain confidentiality and shall not divulge/ disclose any information obtained in the discharge of their duties and that no such information be used for personal gains;
- Abstain himself from participating in any discussion in which any conflict of interest exists, whether pecuniary or otherwise, or which may arise and will disclose the same to the Board before the said discussion.
- Extend the benefit of their experience and expertise to the Company.
- Maintain the highest standards of personal integrity, truthfulness, honesty and fortitude in discharge of their duties in order to inspire shareholder's confidence;

b. The Senior Management Employee will

- Make full, fair, accurate, timely, and understandable disclosures in reports and documents that the Company files with, or submits or makes periodically, to the shareholders, government authorities, and to the public.
- Act with honesty, integrity and with sound judgment.
- Timely comply with various laws, rules, regulations, notifications, applicable to the Company.
- Promptly report to the Board or any committee thereof any actual or possible violation of this code or any event he or she becomes aware of that could affect the business or reputation of the Company.
- Unless otherwise required by law or any government authority, maintain the confidentiality of the information acquired by him/her during the course of his employment with the Company and ensure that no such confidential information shall be used for his/her own personal benefit.
- Not engage in any business, relationship or activity, which might detrimentally conflict with the Interest of the Company.

- Promote ethical and honest behavior within the Company.

2. CONFLICT OF INTEREST

Directors and Senior Management personnel must avoid any conflicts of interest between themselves and the Company. Any situation that involves, or may reasonably be expected to involve, a conflict of interest with the Company, should be disclosed promptly to the Chairman / Managing Director

2.1 Relationship of Company with third-parties

Directors and Senior Management may not receive a personal benefit from a person or firm which is seeking to do business or to retain business with the Company. A Director/Senior Management shall excuse himself or herself from any decision involving another firm or company with which he/she is affiliated.

2.2 Compensation from non-Company sources

Directors / Senior Management may not accept compensation (in any form) for services performed for the Company from any source other than the Company.

3. GIFTS

Directors / Senior Management may not offer, give or receive gifts from persons or entities who deal with the Company in those cases where any such gift is being made in order to influence the actions or where acceptance of the gifts could create the appearance of a conflict of interest.

4. PERSONAL USE OF COMPANY ASSETS

Directors / Senior Management may not use Company assets, labor or information for personal use unless approved by the Chairman or Managing Director as applicable or as part of a compensation or expense reimbursement program available to Directors / Senior Management.

5. CORPORATE OPPORTUNITIES

Directors / Senior Management are prohibited from:

- 1) Taking for themselves or their companies opportunities that are discovered through the use of Company property, Company information or position as a Director/Senior Management;

2) Using the Company ' s property or information for personal gain or

3) Competing with the Company for business opportunities. However, if the Company's disinterested Directors determine that the Company will not pursue an opportunity that relates to the Company's business, a Director/Senior Management may then do so.

6. BRIBERY AND CORRUPTION

No Director or employee of the Company will utilize bribery corruption in conducting the Company's business. No Director or employee will offer or provide either directly or indirectly any undue pecuniary or other advantages for the purpose of obtaining, retaining, directing or securing any improper business advantage.

IV. CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING.(AS APPROVED BY BOARD OF DIRECTORS AT ITS MEETING HELD ON 24TH OCTOBER, 2007.)

PART 'A'

V. DEFINITIONS AND INTERPRETATION

" Company" means Allied Digital Services Limited.

"Compliance Officer" means company secretary of the Company

"Close Period" means the prohibited period specified for trading and dealing in the securities of the company.

"Connected Person" means any person who-

- a) is a director of a company as defined in clause(13) of section2 of the Companies Act, 1956 (1 of 1956), or is deemed to be director of the company by virtue of the sub-clause(10) of section 307 of that Act;or
- b) occupies the position as an officer or an employee of the company or holds a position involving a professional or business relationship between himself and the company whether temporary or permanent and who may

reasonably be expected to have an access to unpublished price sensitive information in relation to that company.

Explanation: For this purpose, the words 'connected person' means any person who is a connected person six months prior to an act of insider trading.

"Dealing in Securities" means an act of subscribing, buying, selling or agreeing to subscribe, buy, sell or deal in the securities of the company by any person either as principal or agent. Therefore, a person is said to deal in securities if he subscribes, acquires or disposes of the securities of the company himself, whether for himself or as agent of some other person, or procures an acquisition or a disposal of the securities by someone else.

"Dependent Family Member" for the purpose shall be spouse, sons and daughters.

"Designated Employee" Designated employee includes-

- (i) officers, comprising the top three tiers of the company management;
- (ii) and the employees designated by the company to whom the trading restrictions are applicable, keeping in mind the objectives of the code of conduct.

"Insider" means any person who 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 a company or who has received or has had access to such unpublished price sensitive information

"Insider Trading" is the buying or selling or dealing in the securities of a listed company by a director, officer, an employee of the firm or by any other person such as internal auditor, statutory auditor, agent, advisor, analyst, consultant, etc who has knowledge of material inside information not available to public.

"Officer(s)" of the company means any director, secretary, or any person in accordance with whose directions or instructions the Board of directors or any one or more directors is or are accustomed to act including an auditor of the company.

"Deemed Connected Person " means and include-

Any group company, company under the same management or subsidiary of the company.

- (i) Dependent Family members of the Connected Persons.
- (ii) Bankers of the company;
- (iii) Merchant Banker, Share Transfer Agent, Registrar to issue, Debenture

- Trustee, Broker, Portfolio Manager, Investment Advisor, Sub-broker or any employee thereof having a fiduciary relationship with the company;
- (iv) Trustees of any trust who are conferred with the power of the Attorney to act on behalf of the beneficiaries in respect of the securities of the company;
 - (v) Any person who is connected person, whether temporary or permanent six months prior to an act of insider trading;
 - (vi) Persons having professional or business relationship between themselves and the company, whether temporary or permanent and by virtue of such relationship are expected to be in possession of price – sensitive information;
 - (vii) Any other persons or category of persons mentioned in Regulation 2 of SEBI (Prohibition of insider trading) Regulations,1992;

“Price Sensitive Information” means any information which relates directly or indirectly to a company and which if published is likely to materially affect the price of the securities of company.

For the purpose of above the following shall be price sensitive information:

- (i) Periodical financial results of the company; (quarter, half yearly, yearly)
- (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; and
- (vii) Any significant changes in policies, plans or operations of the company
- (viii) Disruption of operations due to natural calamities;
- (ix) commencement of any new commercial production or commercial operations where the contribution thereof is likely to exceeds 5% of the total turnover of the company during that financial year;
- (x) Developments with respect to changes in pricing/realization on goods and services arising out of changes in government policy;
- (xi) Litigation/ dispute having material impact;
- (xii) Revision of credit rating assigned to any debt or equity instrument of the company;
- (xii) Any information which if disclosed in the opinion of the person disclosing the same is likely to materially affect the price of the securities of the company

“Prohibited Period” means;

1. Period beginning with the first day of the month in which the Board of Directors are to consider any price sensitive information and ending after 24 hours from the time the Price Sensitive information is made public.
2. Such other period as specify by the compliance officer from time to time.

“ Free period” means any period other than the Prohibited period.

PART 'B'

VI. COMPLIANCE OFFICER

The company has appointed company secretary as compliance officer who shall report to the Chairman and Managing Director of the Company

6.1 DUTIES OF THE COMPLIANCE OFFICER

1. The compliance officer shall maintain a record of the designated employees and any changes made in the list of designated employees or Connected persons.
2. He shall in consultant with the Chairman & Managing Director and shall as directed by the Board specifies Prohibited Period from time to time and immediately make and announcement thereof.
3. He shall maintain a record of Prohibited Period specified time to time.
4. He shall be responsible for setting forth policies, procedures, monitoring adherence to the rules for the preservation of “ Price Sensitive information”, pre-clearance of designated employees and their dependent’s trades monitoring of trades and implementation of code of conduct under the overall supervision of Board of the company
5. He shall maintain a record of all the declarations submitted in the appropriate form given by the Directors, Officers and Designated Employees for the minimum period of three years.
6. He shall place before the Chairman and Managing Director on the monthly basis all the details of the dealing in the securities by Designated Employees, Directors, Officers of the company and the accompanying documents that such persons has executed under the pre-dealing procedures as envisaged in this rules.
7. He shall intimate to Stock Exchange any Price Sensitive information on immediate basis.
8. He shall intimate to Stock Exchange on where the company securities are listed information received by the officer and directors or designated employees.
9. He shall be responsible for overseeing and co-ordinating disclosure of price sensitive information to Stock Exchanges, analysts, shareholders and media and educating staff on disclosure policies and procedure and report to the Chairman & Managing Director.

10. He shall insure that prohibited period is intimated to all concerned at least 48 hours before the commencement of the said period.
11. He shall inform SEBI of any violation of SEBI(Prohibition of Insider Trading) Regulations, 1992 within 7 days of knowledge of violation.
12. To ensure that no sale of shares allotted on exercise of ESOPs is made during a close period.

7. PRESERVATION OF “PRICE SENSITIVE INFORMATION”

Designated Employees/directors shall maintain the confidentiality of all price sensitive information. Employees/directors shall not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities. Following practices should be followed in this regard.

7.1 Need to Know

Unpublished price sensitive information is to be handled on a “need to know” basis i.e., unpublished price sensitive information should be disclosed only to those within the company who need the information to discharge their duty and whose possession of such information will not give rise to conflict of interest or appearance of misuse of the information.

7.2 Limited access to confidential information

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

7. PROHIBITION ON DEALING COMMUNICATING OR COUNSELING ON MATTERS RELATING TO INSIDER TRADING:

No insider shall-

1. either on his own behalf, or on behalf of any other person, shall deal in securities of the company when in the possession of any unpublished price sensitive information;
2. Communicate, counsel or procure, directly or indirectly any unpublished price sensitive information to any person. However these restriction shall not be applicable to any communication requires in the ordinary course of business or under any law.

9. TRADING RESTRICTIONS

All directors /officers and designated employees of the company shall be subject to trading restrictions as below

9.1 Trading Window

The period prior to declaration of price sensitive information is particularly sensitive for transactions in the Company's securities. This sensitivity is due to the fact that the Directors, Officers and Designated Employees will, during that period, often possess unpublished price sensitive information. During such sensitive times, the Directors, Officers and Designated Employees will have to forego the opportunity of trading in the Company's securities. The Directors, Officers and Designated Employees of the Company shall not deal in the securities of the Company when the trading window is closed. The period during which the trading window is closed shall be termed as prohibited period.

9.2 The trading window shall be inter alia, closed at the time of:-

- (a) Declaration of financial results(quarterly, half-yearly and annual);
- (b) Declaration of Dividends (interim and final)
- (c) Issue of Securities by way of public/rights/bonus, etc;
- (d) Any amalgamation, mergers, takeovers and buyback;
- (e) Disposal of whole or substantially whole of the undertaking;
- (f) Any changes in policies, plan or operations of the company.
- (g) disruption of operations due to natural calamities;
- (h) commencement of any new commercial production or commercial operations where the contribution thereof is likely to exceeds 5% of the total turnover of the company during that financial year;
- (i) developments with respect to changes in pricing/realization on goods and services arising out of changes in government policy;
- (j) Litigation/dispute having material impact;
- (k) Revision of credit rating assigned to any debt or equity instrument of the company;
- (l) Any information which if disclosed in the opinion of the person disclosing the same is likely to materially affect the price of the securities of the company

9.3 The trading window shall be opened 24 hours after the information is made public

9.4 All the directors/ officers/designated employees of the company shall conduct all their dealings in the securities of the company only in valid trading window and shall not deal in any transaction involving the purchase or sale of the company's securities during the periods when trading window is closed, as mentioned above and as mentioned time to time by the company

10. PRE-CLEARANCE OF TRADES:

All directors/officers/designated employees of the company who intend to deal in the securities of the company (above a minimum limit of Rs. 5 lakh in value or 25,000 shares or 1% of total shareholding or voting rights) should pre-clear the transactions as per the pre-dealing procedures as described hereunder.

10.1 Pre-dealing Procedure

An application for pre-clearance of trade may be made in Form 'A' to the Compliance Officer. An undertaking shall be executed in favour of the company by such Designated Employee, Director, Officer incorporating, inter alia, the following clauses, as may be applicable:

1. That the employee/ director/officer does not have any access or has not received "Price Sensitive Information" up to the time of signing the undertaking.
2. That in case the Designated Employee, Director, Officer has access to or receives "Price Sensitive Information" after the signing of the undertaking but before the execution of the transaction he or she shall inform the Compliance officer of the change in his position and that he or she would completely refrain from dealing in the securities of the company till the time such information becomes public.
3. That he or she has not contravened the code of conduct for prevention of insider trading as notified by the company from time to time.
4. That he or she has made a full and true disclosure in the matter.
 - The Compliance Officer shall on receiving an application provide the Director, Officer, and Designated Employee with an acknowledgement on the duplicate of the application.
 - The Compliance Officer shall grant approval within 2 days from the date of acknowledgement.
 - The Compliance Officer shall retain copies of all applications and acknowledgements.
 - In exceptional circumstances consent may not be given if the Compliance officer is of the opinion that the proposed deal is on the basis of possession of any unpublished Price sensitive information. There shall be no obligation to give reasons for any withholding of consent.
 - If so requested by the Compliance Officer, Director, Officer, Designated Employee must ensure that his stockbroker is authorized to disclose to the Company all matters relevant to his share dealings.

10.2 Other restrictions

All Directors, Officers and Designated Employees shall execute their order in respect of securities of the company within one week after the approval of pre-clearance is given. If the order is not executed within one week after the approval is given, the Directors, Officers and Designated Employees must pre clear the transaction again.

All Directors, Officers and Designated Employees shall hold their investments in securities for a minimum period of 30 days irrespective of mode of acquisition in order to be considered as being held for investment purposes.

In case the sale of securities is necessitated by personal emergency, the compliance officer may waive the holding period after recording in writing his or her reasons in this regard. An application for waiver of holding period shall be made to the Compliance Officer in Form 'B'.

11. REPORTING REQUIREMENTS FOR TRANSACTIONS IN SECURITIES

11.1 Initial Disclosures

1. Any person who holds more than 5% shares or voting rights in the company shall disclose to the company in Form A, the number of shares or voting rights held by such person, on becoming such holder, within 4 working days
2. Any person, who is a director or officer of a listed company, shall disclose to the company in Form B, the number of shares or voting rights held by such person, within 4 working days of becoming a director or officer of the company.

11.2 Continual Disclosures

1. Any person who holds more than 5% shares for voting rights in any listed company shall disclose to the company in Form C the number of shares or voting rights held and change in shareholding or voting rights, even if such change results in shareholding falling below 5%, if there has been change in such holdings from the last disclosure made under sub-regulation (1) above or under this sub-regulation; and such change exceeds 2% of total shareholding or voting rights in the company.
2. Any person who is a director or officer of a listed company, shall disclose to the company in Form D, the total number of shares or voting rights held and change in shareholding or voting rights, if there has been a change in such holdings from the last disclosure made under sub-regulation (2) above or under this sub-regulation, and the change exceeds Rs. 5 lakh in value or 25,000 shares or 1% of total shareholding or voting rights, whichever is lower.

"Change" means a net change arrived at after taking netting off purchases and sale of securities.

2. The aforesaid disclosure has to be made within 4 working days of :-

- (a) the receipt of intimation of allotment of shares; or
- (b) the acquisition or sale of shares or voting rights as the case maybe

3. The disclosures under this Clause shall be sent to the Compliance Officer of the Company.

11.3 Quarterly/Annual Disclosures

All Directors, Officers, Designated Employees and their dependent family members dealing in the Securities of the Company shall be required to forward following details of their Securities transactions including the holdings of dependent family members to the Compliance officer:

1. All holdings in securities of the Company by Directors, Officers, Designated Employees at the time of joining the Company;
2. In respect of existing Directors, Officers, Designated Employees, all holdings in securities of the Company as on 25th July, 2007.
3. Statement of any transactions in securities of the Company, whether pre-clearance of trade was obtained or not, in Form 'G' on a quarterly basis within 15 days from the end of each quarter; and
4. Annual statement of all holdings in securities of the Company in Form 'F' as on March 31 of each year, before April 30 of that year.

11.4 Disclosure by the Company to Stock Exchanges

Within 5 days of the receipt of the information under Clause 11.1 and 11.2, the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed, the information received.

11.5. Records of disclosures received by the Company

The Compliance officer shall maintain records of all the declarations in the appropriate form given by the Directors, Officers and Designated Employees for a minimum period of three years.

The Compliance officer shall place before the Managing Director, on a monthly basis all the details of the dealing in the securities by the Designated Employees, Directors, Officers of the company and the accompanying documents that such persons had executed under the pre-dealing procedure as envisaged in this code.

12. LIMITED ACCESS TO CONFIDENTIAL INFORMATION

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

13. PENALTY FOR CONTRAVENTION OF CODE OF CONDUCT

Any Director, Officer, Designated Employee 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 Company.

Directors, Officers, Designated Employees of the Company who violate this Code of Conduct shall also be subject to disciplinary action by the company, which may include wage, salary freeze, suspension, withholding of promotions, etc.

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

14. INFORMATION TO SEBI IN CASE OF VIOLATION OF THE SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS,1992

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

15. POWER TO AMEND THE CODE OF CONDUCT

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

ANNEXURES:

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 & Address of Share holder with teleph one 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) and (6))

Regulation 13 (2) - Details of shares held by Director or officer of a Listed company

Name & Address of Director / Officer	Date of assuming office of Director /Officer	No. & % of shares/ voting rights held at the time of becoming 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**

Name & Address of Share holder	Shareholding prior to acquisition/sale	No. and percentage of shares/ voting rights acquired/sold	Receipt of allotment advice/ acquisition of shares / sale of shares specify	Date of intimation to Company	Mode of acquisition (market purchase / public/ rights/ preferential offer etc.	No & % of shares/ voting rights post acquisition/ sale	Trading member through whom the trade was executed with SEBI registration No. of the TM	Exchange on which the trade was executed	Buy Qty	Buy Value	Sell Qty	Sell Value

FORM D

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations,
1992 (Regulation 13 (4) and (6))

**Regulation 13(4) - Details of change in shareholding of Director or Officer of a
Listed Company**

Name & Address of Director/ Officer	No. & % of shares/voting rights held by the Director/ Officer	Date of Receipt of allotment advice/acquisition of shares/sale of shares / voting rights	Date of intimation to Company	Mode of acquisition (market purchase/public/rights/preferential offer etc.)	No & % of shares/voting rights post acquisition / voting rights sale	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	Sell quantity	Sell value

FORM E

Details of Dependent Family Members

Name of the Company

Name of Employee/Officer/Director

Designation

Department

Location

Details of Dependent Family Members

S. No.	Name & Relationship	Shares of Company Held	DPID/Ben ID Or Folio No.

Place :

Signature : _____

Date :

Name of Employee/Officer/Director

FORM F
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 G
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 :

DPID/Client ID/Folio No. of the Company in which credit/debit will be given:

(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 H
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

Allied Digital Services Limited

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	No. of Equity Shares bought/ sold	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:

Dept. / Div

APPLICATION FOR WAIVER OF MINIMUM HOLDING PERIOD

Date : _____

The Compliance Officer

Through Division / Department Head

Dear Sir,

I request you to grant me waiver of the minimum holding period of 30 days as required under the Code of Conduct for prevention of insider trading with respect to _____ shares of the Company held by me / _____ (name of relative) singly / jointly acquired by me on _____ (Date). I desire to deal in the said shares on account of _____ (give reasons).

Thanking you,

Yours faithfully

(Name)

(Designation)

(Department)