

CODE OF CONDUCT
FOR
PREVENTION OF INSIDER TRADING

AND

CODE OF
CORPORATE DISCLOSURE PRACTICES

OF

RICHIRICH INVENTURES LIMITED

INDEX

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1. Introduction :

Insider Trading means dealing in securities of a Company by its Directors, employees or other insiders based on unpublished price sensitive information. Such dealing by insiders erodes the Investors' confidence in the integrity of the Management and is unhealthy for the Capital Markets

The Securities and Exchange Board of India (**SEBI**), in its endeavor to protect the interests of the Investors in general, had formulated the SEBI (Insider Trading) Regulations, 1992, under the powers conferred on it under the SEBI Act, 1992. These regulations came into force with effect from November 19th 1992, and the same were made applicable to all Companies whose shares were listed on Indian Stock Exchanges.

To strengthen the existing regulations and to create a framework for prevention of Insider Trading, SEBI has amended the existing regulations. The amended regulations were notified in the Official Gazette and made effective from November 19, 2008. These regulations are now called "*Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992*" (hereinafter referred to as "**the Regulations**"). These Regulations not only regulate Insider Trading but also seek to prohibit it.

In order to comply with the mandatory requirements of the regulations of Securities Exchange Board of India (Prohibition of Insider Trading) Regulation, 1992 and to achieve objective of Investor Protection, the Company has formulated a specific Code of Conduct for the prevention of the Insider Trading which may be known as "*Code of Conduct for Prevention of Insider Trading and Code of Corporate Disclosure Practices of Richirich Inventures Limited*", hereinafter referred to as the "**The Code**".

This Code shall be applicable to all Directors, Designated Employees, Business Associates or Other persons dealing with Richirich Inventures Limited in any other capacity having access to any Unpublished price sensitive information.

All the Directors, Officer and Designated employees of Richirich Inventures Limited are advised to carefully go through and familiarize themselves with and adhere to the Regulations and the Code.

2. Definitions:

- (a) "**Compliance Officer**" means Company Secretary or any person appointed by the Board of Directors of the Company as the Compliance Officer for the purpose of complying with these regulations from time to time.
- (b) "**Connected Person**" means any person who –

(i) is a Director, as defined in clause 13 of section 2 of the Companies Act, 1956 (1 of 1956) of a Company, or is deemed to be Director of that Company by virtue of sub-clause (10) of section 307 of that Act, or

(ii) 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 and shall include the following persons

- a) Company's subsidiaries;
- b) Company's Bankers, Lenders and Debenture Trustee(s);
- c) Share Transfer Agent(s), Registrar to any issue of securities;
- d) Statutory Auditors, Internal Auditors, Cost Auditors and Tax Auditors;
- e) Relatives / employees of Connected Persons;

[Explanation – For the purpose of clause (g) the word. “Connected person” shall include any person who is a connected person six months prior to an act of Insider trading.]

(c) **“Dealing in Securities”** means an act of subscribing, buying, selling or agreeing to subscribe, buy, sell or deal in any securities by any persons either as Principal or Agent.

(d). **DESIGNATED EMPLOYEES** - The following Officers and Employees shall be included in the term "designated employees":-

- a.) Officers / employees comprising of the top three tiers of the Company Management as mentioned below:

Tier I

All Managing/Executive/ Whole-time Directors of the Company including the Chairman;

Tier II

The Chief Executive Officer, the Chief Operating Officer, the Chief Financial Officer, the Chief Scientific Officer, the Company Secretary and employees / persons in charge of various business divisions of the Company;

Tier III

All Employees / Executives designated as Vice-President or having any higher designation in / for the Company;

b) Such employees and other persons working in the Finance, Treasury, Legal, Secretarial and Taxation Departments of the Company and in the Corporate Office of the Company as maybe decided by the Compliance Officer;

c) The respective Secretaries / Personal Assistants / Executive Assistants of the employees / persons covered under Tiers I to III above.

- d.) Any other officer / employee / person who may have access to price sensitive information and who is notified by the Compliance Officer shall be included within the purview of Designated Employees from time to time.
- (e) “**Designated Persons**” means a Director/Officer/Designated Employee of the Company and such other person or persons who may be so designated by the Managing Director from time to time for the purpose of these Code and the Regulations.
- (f) “**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 a Company, or (ii) who has received or has had access to such unpublished price sensitive information.
- (g) **Officer** - The term "Officer" includes any Director, Manager or Secretary or any person in accordance with whose directions or instructions the Board of Directors or any one or more of the Directors is or are accustomed to act and shall include an Auditor of the Company
- (h) “**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 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 or mergers or take-overs;
 - (vi) Disposal of the whole or substantial part of the undertaking;
 - (vii) Any significant changes in policies, plans or operations of the Company;
 - (viii) considering the nature of business of the Company, any other information, which in the opinion of the Board of Directors of the Company, is likely to materially affect the price of the securities of the Company;
- (i) “**Person is deemed to be a connected person**” if such person,
- (i) is a Company under the same Management or Group or any Subsidiary Company thereof within the meaning of section (1B) of section 370, or sub-section (11) of section 372, of the

Companies Act, 1956 (1 of 1956) or sub-clause (g) of section 2 of the Monopolies and Restrictive Trade Practices Act, 1969 (54 of 1969), as the case may be; or

(ii) is an intermediary as specified in section 12 of the Act, Investment Company, Trustee Company, Asset Management Company or an employee or Director thereof or an official of a Stock Exchange or of Clearing House or Corporation;

(iii) is a Merchant Banker, Share Transfer Agent, Registrar to an issue, Debenture Trustee, Broker, Portfolio Manager, Investment Advisor, Sub- Broker, Investment Company or an employee thereof, or, is a member of the 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 who have a fiduciary relationship with the Company;

(iv) is a member of the Board of Directors, or an employee, of a public Financial Institution as defined in Section 4A of the Companies Act, 1956; or

(v) is an official or an employee of a Self Regulatory Organisation recognised or authorised by the Board of a Regulatory Body; or

(vi) is a relative of any of the aforementioned persons;

(vii) is a Banker of the Company.

(viii) relatives of the connected person;

(ix) is a Concern, Firm, Trust, Hindu Undivided Family, Company or Association of Persons wherein any of the connected persons mentioned in sub-clause (g) of clause (2), of this Code or any of the persons mentioned in sub-clauses (vi), (vii) or (viii) of this clause have more than 10% of the holding or interest.

(j) **Relative-** means as defined by Section 6 of the Companies Act, 1956. A person shall be deemed to be a relative of another if, and only if

(i) They are members of HUF

(ii) They are husband and wife

(iii) They are related to one another as father, mother (including step mother), son (including step son), son's wife, daughter (including step daughter), father's father, father's mother, mother's mother, mother's father, son's son, son's son's wife, son's daughter, son's daughter's husband, daughter's husband, daughter's son, daughter's son's wife, daughter's daughter, daughter's daughter's husband, brother (including step brother), brother's wife, sister (including step sister), sister's husband

(k) **DEPENDANTS – RICHIRICH INVENTURES LIMITED** has designated the following persons as dependants:

- a.) Spouse; b.)
Minor Son;
- c.) Dependant Parents;
- d.) Dependant major Son;
- e.) Dependant unmarried Daughter;
- f.) Dependent Brother;
- g.) Dependent Sister

(l) “**Securities**” includes:

- (i) Shares, Scrips, Bonds, Debentures, Debenture Stock or other marketable securities of a like nature;
- (ii) Put, Call 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 recognised as securities and issued by the Company from time-to-time.

(m) “**Stock Exchange**” means a Stock Exchange which is recognised by the Central Government or SEBI under Section 4 of Securities Contracts (Regulation) Act, 1956 (42 of 1956).

(n) “**Trading Window**” – means a Trading Period for trading in Company’s securities as specified by the Company from time to time.

(o) “**Unpublished**” 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.

(p) “**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.

(q) **Interpretations of Certain words and Expressions**—Words and expressions used herein and not defined in this Code but defined in the SEBI (Prohibition of Insider Trading) Regulations, 1992 or the Companies Act, 1956 shall have the same meanings respectively assigned to them in those Acts.

PART - A

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

3. No designated person shall –

- (i) either on his own behalf or on behalf of any other person, deal in securities of the Company when in possession of any unpublished price sensitive information; or
- (ii) communicate, counsel or procure, directly or indirectly, any unpublished price sensitive information to any person, and such person while in possession of such unpublished price sensitive information shall not deal in the securities of the Company.

Provided that nothing contained above shall be applicable to any communication required in the ordinary course of business or profession or employment or under any law

- (iii) Take positions in derivative transactions in the shares of the Company at any time.
- (iv) No designated person shall pass on any price sensitive information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities of the Company.
- (v) No designated person shall communicate any unpublished price sensitive information to any person except 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. Disclosure of interest or holding by designated persons and substantial shareholders –

A. Initial disclosure:

Disclosure shall be required to be made to the Company by persons upon becoming Directors or Company Secretary within 2 working days in respect of –

- their shareholding in the Company and that their Dependants
- their own and their Dependants' position in derivatives with respect to the securities of the Company.

Disclosures shall also be required to be made to the Company by persons, upon becoming designated Employees (other than Directors or Company Secretary), of the number of shares and other securities held in the Company, within 4 working days of becoming Designated Employees.

B. Continual disclosure:

- I. Any person who holds more than 5% Shares or Voting Rights in the Company shall disclose to the Company in **Form C** as per **Annexure X**, 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; and such change exceeds 2% of total Shareholding or Voting Rights in the Company.
- II. Any person who is a Director or Officer of the Company, shall disclose to the Company and the Stock Exchange where the securities are listed in **Form D** as per **Annexure XI**, 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 of such person and his dependents from the last disclosure made, and the change exceeds **rupees five lakh in value or twenty five thousand shares or one percent** of total Shareholding or Voting Rights, whichever is lower.
- III. The disclosure mentioned in (I) and (II) above shall be made **within 2 working days** of;
 - (i) the receipt of intimation of allotment of shares, or
 - (ii) the acquisition or sale of shares or voting rights, as the case may be.
- IV. All designated officers and substantial shareholders shall file with the Compliance Officer a quarterly statement of transactions (if any) made in the securities of the Company exceeding the threshold limit of **rupees five lakh in value or twenty five thousand shares or one percent** of total Shareholding or Voting Rights, whichever is lower.

Provided that if there are no transactions in a particular quarter, then No such statement is required to be filed

C. Annual Disclosure

Annual Disclosure of number of Shares and other securities held as on 31st March each year, including details of purchase/sale of Shares and other securities during the financial year. This disclosures shall be made within 30 days from the close of each financial year.(see **Annexure VII**)

5. The Company shall **within two days of receipt**, shall disclose to all Stock Exchanges on which the Company's securities are listed, the information received under Code 4 (four) above, in the respective formats specified in **Annexure**.
6. The Compliance Officer shall maintain records of all the above declarations in an appropriate form for a minimum period of 3 (three) years from the date of the filing thereof.

7. All designated persons shall keep the files containing confidential information relating to price sensitive information fully secured. Computer files must be kept with adequate security of login and password, etc.
8. Any insider, who deals in securities in contravention of the provisions of Code 3 (three) or 4 (four) shall be guilty of Insider trading.

Trading restrictions for designated persons:

9. The designated persons shall be subject to trading restrictions in the following manner:

I. Trading window:

- a. Other than the period(s) for which the Trading Window is closed as prescribed hereunder, the same shall remain open for *dealing in the securities* of the Company.
- b. Unless otherwise specified by the Compliance Officer, the Trading Window for dealing in securities of the Company shall be closed for the following purposes –
 - i. declaration of financial results (quarterly, half-yearly and annual);
 - ii. declaration of dividends (interim and final);
 - iii. issue of securities by way of public/rights/bonus etc.;
 - iv. any major expansion plans or execution of new projects;
 - v. amalgamation, mergers, takeovers and buy-back;
 - vi. disposal of whole or substantially whole of the undertaking; and
 - vii. any significant changes in policies, plans or operations of the Company.
- c. The Trading Window shall be closed 7 days before and up to 24 (Twenty-four) hours after each Board Meeting proposed to be held for consideration and approval of the information referred above as (i) to (vii).
- d. All the designated persons shall strictly conduct all their dealings in the securities of the Company only when the Trading Window is open and shall not deal in any transaction involving the purchase or sale of the Company's securities during the period when Trading Window is closed, or during any other period as may be specified by the Compliance Officer in consultation with the Managing Director from time-to-time.
- e. In the case of ESOPs, exercise of option may be allowed during the period when the Trading Window is closed. However, sale of securities allotted on exercise of ESOPs, shall not be allowed when Trading Window is closed.

II. Pre-clearance of deals in securities: - Applicability

Every designated person who intends to deal in the securities of the Company shall obtain a *pre-dealing* approval for the proposed transaction as per the pre-dealing procedure prescribed hereunder. Provided however, that the pre-dealing approval shall not be required where the aggregate number of shares/securities proposed to be dealt does not exceed the threshold limit of **rupees five lakh in value or twenty five thousand shares or one percent** of total Shareholding or Voting Rights, whichever is lower in a month (**for prescribed format see Annexure – II**).

III. Pre-dealing procedure:

- a. For the purpose of obtaining a *pre-dealing* approval, the designated person shall make an application in the prescribed form (*see Annexure-II*) to the Compliance Officer. Such application should be complete and correct in all respects and should be accompanied by such Undertakings, Declarations, Indemnity Bonds (*see Annexure-III*) and other documents/papers as may be prescribed by the Compliance Officer from time-to-time.

IV. Approval :

- a. The Compliance Officer shall consider the application made as per Code 9(III) above and shall approve it within a reasonable time but **not later than 2 (two) working days** unless he is of the opinion that grant of such an approval would result in a breach of the provisions of this Code. Such approval/rejection shall be conveyed through electronic mail followed by hard copies of the approval and if no such approval/ rejection is received **within a period of 2 (two) working days**, the application shall be deemed to be approved.
- b. Every approval letter shall be issued in such format (*see Annexure-IV*) as may be prescribed by the Company from time-to- time. Every approval shall be dated and shall be valid **for a period of 1 (one) week** after the date of approval.
- c. In case of non-availability/absence of the Compliance Officer due to official engagement, tour, leave, etc., the officer designated by him/her from time-to-time shall discharge the function referred to in (a) above.

V. Completion of pre-cleared dealing :

- a. All the designated persons shall ensure that they complete execution of every pre-cleared deal/ transaction in the Company's securities as prescribed above and **not later than 1 (one) week** after the date of the approval. The designated person shall file **within 2 (two) days** of the execution of the deal/transaction, the details of such deal/transaction with the Compliance Officer in the prescribed form. In case the transaction is not undertaken, a report to that

effect shall be filed with Compliance Officer **within 2 (two) days** after the expiry of the validity period of the approval letter. (*see Annexure-V*).

- b. If a deal/transaction is not executed by the concerned designated person pursuant to the approval granted by the Compliance Officer **within 1 (one) week**, the designated person shall be required to apply once again to the Compliance Officer for *pre clearance* of the transaction covered under the said approval.

VI. Holding period:

- a. All the Directors/Officers/designated employees 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 shall also not take positions in derivative transactions in the shares of the Company at any time.
- b. In case of subscription in the primary market (Initial Public Offers), the above mentioned entities (All the Directors/Officers/designated employees) shall hold their investments for a minimum period of 30 days. The holding period would commence when the securities are actually allotted.

Responsibilities of Directors, Officers, etc:

10. Preservation of price sensitive information:

- a. All the designated persons shall maintain the confidentiality of all price sensitive information (“PSI”) coming into their knowledge, possession or control.
- b. To comply with this confidentiality obligation; the designated persons shall not:
 - (i) pass on PSI to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities of the Company; or
 - (ii) disclose PSI to their family members, friends, business associates or any other individual; or
 - (iii) discuss PSI in public places; or
 - (iv) disclose PSI to any employee who does not *need to know* the information for discharging his or her duties; or
 - (v) recommend to anyone that they may undertake dealing in securities of the Company while being in possession, control or knowledge of PSI; or
 - (vi) be seen or perceived to be dealing in securities of the Company on the basis of unpublished PSI.

11. Limited access to confidential information:

The designated person's privity to confidential information shall, in preserving the confidentiality of information and to prevent its wrongful dissemination, adopt among others, the following safeguards:

- i. files containing confidential information shall be kept secure;
- ii. computer files must have adequate security of login through a password;
- iii. follow the guidelines for maintenance of electronic records and systems as may be prescribed by the Compliance Officer from time-to-time in consultation with the person in charge of the Information Technology function.

12. Need to know:

- i. The designated persons who are privity to unpublished PSI shall handle the same strictly on a "*Need to Know*" basis. This means the unpublished PSI shall be disclosed only to those persons within the Company who need to know the same in the course of performance or discharge of their duty and whose possession of unpublished PSI will not in any manner give rise to a conflict of interest or likelihood of misuse of the information.
- ii. All/ any non-public information received by any employee shall be immediately reported to the head of the department.

13. Duties of the Board of Directors:

The Board of Directors of the Company shall –

- i. set forth the policies relating to and oversee the implementation of the Code;
- ii. take on record the status reports prepared by the Compliance Officer regarding the dealings in securities by the designated persons on a quarterly basis;
- iii. decide penal action in respect of violation of this Code by any designated person.

14. Duties of the Compliance Officer:

. The Compliance Officer shall be responsible for:

- i. setting forth policies in consultation with the Board of Directors;
- ii. prescribing procedures for various activities referred to in the Code;
- iii. monitor adherence to the rules for the preservation of price sensitive information;
- iv. grant of pre-dealing approval(s) to the designated persons and their dependents for dealing in the Company's securities and monitoring of such dealings.
- v. implementation of this Code under the overall supervision of the board of Directors.

15. The Compliance Officer shall maintain a record (either manual or in electronic form) of the designated persons and their dependents (*for prescribed format see Annexure-I*) and changes thereto from time-to-time.

16. The Compliance Officer shall assist all the employees in addressing any clarifications regarding the Regulations and this Code.

17. The Compliance Officer shall place status reports before the Board of Directors or the Committee thereof, detailing dealings in the securities by the designated persons along with the documents such persons had executed in accordance with the pre- dealing procedure prescribed under the Code on a quarterly basis.

18. Penalty for contravention:

- i. Every designated person shall be individually responsible for complying with the provisions of this Code (including to the extent the provisions hereof are applicable to his/her Dependents);
- ii. Designated persons who trade in securities or communicate any information for trading in securities in contravention of this Code shall be penalised and appropriate action taken against them by the Company after giving reasonable opportunity of being heard. They shall also be subject to disciplinary action including wage freeze, suspension, in-eligibility for future participation in ESOPs, etc., as may be determined by the board of Directors.
- iii. The action taken by the Company for violation of this Code against any designated person shall not preclude SEBI from taking any action for violation of the Regulations or any other applicable laws/rules/regulations.
- iv. Under Section 15G of the SEBI Act 1992, any Insider who indulges in Insider Trading in contravention of Regulation 3, is liable to a penalty not exceeding Rs. 25 crore (Rupees twenty five) or three times the amount of profits made out of Insider Trading, whichever is higher.
- v. Without prejudice to any award of penalty by the adjudicating officer under the SEBI Act 1992, Section 24 of the said Act provides that, any person who contravenes or attempts to contravene or abets the contravention of the provisions of any rules or regulations made there under, shall be punishable with imprisonment for a maximum period of ten years or with fine, which may extend to twenty five crore rupees or with both.
- vi. Without prejudice to its rights to initiate criminal prosecution under section 24 of the SEBI Act, 1992, or any action under section 15G of the SEBI Act, 1992, under Regulation 11, SEBI can also issue any or all of the following orders to an insider found indulging in insider trading –

- a. directing the Insider or his/her relative not to deal in the Company's securities in any particular manner;
 - b. prohibiting the Insider or his/her relative from disposing of any of the securities acquired in violation of the Regulations;
 - c. restraining the Insider or his/her relative from communicating or counseling any person to deal in Company's securities.
 - d. declaring the transaction(s) in securities as null and void;
 - e. directing the person who acquired securities in violation of the Regulations, to deliver the securities back to the seller or alternatively pay the seller the price prevailing at the time of issuing such directions or at the time of transactions, whichever is higher;
 - f. directing the person who dealt in securities in violation of these regulations to transfer an amount or proceeds equivalent to the cost price or market price of securities, whichever is higher to the investor protection fund of a recognised Stock Exchange.
- vii. In case it is observed by the Compliance Officer that there has been a violation of this Code, the Regulations or the SEBI Act, 1992, by any designated person, he/she shall forthwith inform the Board of Directors of the Company. The penal action will be initiated by the Board of Directors on being satisfied that such violation had taken place. The Compliance Officer shall simultaneously inform SEBI about such violation. The designated person against whom information has been furnished by the Company/Compliance Officer to SEBI for violations of the Regulations/Code, shall provide all information and render necessary co-operation as may be required by the Company/ Compliance Officer or SEBI in this connection.

ANNEXURE - II
SPECIMEN OF APPLICATION FOR PRE - DEALING APPROVAL

Date: _____

Internal use Recd date and time: Sign :
--

To
The Company Secretary,
Richirich Inventures Limited
G- Madhu Milan Building H.M Patil Marg
Dadar (West) Mumbai – 400 028

Dear Sir/Madam,

SUB : APPLICATION FOR PRE-DEALING APPROVAL IN SECURITIES OF THE COMPANY.

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 1992 and the Company’s Code of Conduct for Prevention of Insider Trading, I seek approval for purchase/ sale/subscription of the _____ Securities (give description) of the Company as per the details given below:

Name : _____
State whether Director Officer Designated Employee

EMPL NO. _____ DESIGNATION _____
DEPARTMENT _____
LOCATION _____

Nature of transaction (Buy/ sell/ subscribe)	*Name of Proposed Buyer/ Seller	No. of securities	**Date of purchase/ allotment	***Previous approval no. and date for purchase/ allotment)	DP/BEN ID of the account / folio no. where the securities will be credited/ debited	No. of Securities held in such Account/ Folio No.
DP ID _____ BEN ID _____ FOLIO NO _____						

- * applicable for off market transaction.
- ** applicable only if the application is in respect of sale of securities.
- *** applicable only if the application is in respect of sale of Securities for which an earlier purchase sanction was granted by the Compliance Officer.

I enclose herewith the form of Undertaking duly signed by me.

Yours faithfully,

(Signature of Designated Person)
Designation _____

ANNEXURE-III
UNDERTAKING

(TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-DEALING)

To
The Compliance Officer,
The Company Secretary,
Richirich Inventures Limited
G-1 Madhu Milan Building,
H.M Patil Marg, Shivaji Park,
Dadar-West, Mumbai-400 028

I, _____ S/D/W/o _____, resident of _____, hereby declare that I am a/an Director/Employee of M/s. Richirich Inventures Limited.

I, further declare:

1. that, I am not in possession of or otherwise privy to any unpublished Price Sensitive Information [as defined in the Company's Code of Conduct for Prevention of Insider Trading (the Code) up to the time of signing this Undertaking.
2. that, in case, I have access to or receive any price sensitive information after signing this Undertaking but before execution of the transaction, I shall inform the Compliance Officer of the change in my position and I would completely refrain from dealing in the Securities of the Company till the time such Price Sensitive Information becomes public.
3. that, I declare that I have not contravened the Code as notified by the Company from time to time.
4. that, I undertake to submit the necessary report within two days of execution of the transaction or a 'Nil' report if the transaction is not undertaken.
5. that, I am aware and I shall be liable to face penal consequences including disciplinary action as set forth in the Code of the Company, in case the above declarations are found to be misleading or incorrect at any time.
6. that, I hereby agree to indemnify and keep the Company, its Directors & Compliance Officer indemnified from and against any and/or all penalties/fines that may be imposed on them by the Securities and Exchange Board of India and/or any other statutory authorities as a result of violation by me of the SEBI (Prohibition of Insider Trading) Regulations, 1992 and the Code prescribed by the Company.
7. that, I declare that I have made full and true disclosure in the matter.

(Signature of Designated Person)

Name : _____

Designation : _____

Date: _____

ANNEXURE IV
FORMAT FOR PRE-DEALING APPROVAL LETTER

Date: _____

Approval No: HGL/S&L/SEBI (IT) REG/ /20 /

To
Mr./Mrs. _____
Emp No.: _____
Designation: _____

SUB : PRE-DEALING APPROVAL/DISAPPROVAL
REF : YOUR APPLICATION DTD. _____

Dear Mr. /Mrs. _____

With reference to your above application seeking approval for undertaking certain transactions in securities of the Company detailed therein, please be informed that you are hereby authorised/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 {1} week). If you do not execute the approved transaction /deal on or before this date you would have to seek fresh pre-dealing approval before executing any transaction/deal in the securities of the Company. Further, you are required to file the details of the executed transactions in the attached format within two {2} days from the date of transaction/deal.

In case the transaction is not undertaken a “Nil” report shall be required to be furnished by you within 2(two) days after the validity period of the approval letter.

Yours truly,
For Richirich Inventures Ltd.

Company Secretary

Encl: Format for submission of details of transaction

ANNEXURE -V

FORMAT FOR DISCLOSURE OF PRE-APPROVED TRANSACTIONS

(To be submitted within 2 (two) days of transaction/dealing in securities of the Company when transaction is undertaken otherwise within 2 (two) days after the expiry of the validity period of the approval letter issued in this behalf.)

Date: _____

To
The Compliance Officer,
Richirich Inventures Limited
G-1 Madhu Milan Building
H.M Patil Marg
Shivaji Park Dadar West
Mumbai-400 028

Dear Sir,

SUB: DETAILS OF PRE-APPROVED TRANSACTION

REF: YOU'RE APPROVAL LETTER NO. _____ DTD. _____

This is to inform you that I,

- have not bought/sold/subscribed any Securities of the Company.*
- have bought/sold/subscribed to the _____ Securities (give description) as mentioned below on _____ (insert date).*

Name of holder	** First or joint holder	No. of securities dealt with	Bought / Sold/ Subscrib ed*	DP ID/CLIENT ID (electronic form) or Folio no. for physical Sec. will be debited or credited *	Price (Rs)

** "F" first holder "J" joint holder

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 (Three) years and produce to the Compliance Officer/SEBI any or all of the following documents:

1. Broker's contract note
2. Proof of payment to/from brokers
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of Delivery instruction slip (applicable in case of sale transaction)

I declare that the above information is correct and that the provisions of the Company's Code of Conduct for prevention of Insider Trading and/or applicable laws/rules/ regulations made there under have not been contravened for effecting the above said transaction(s).

I agree to hold the above securities for a minimum period of 6 months in case securities acquired through secondary market and for 30 days when securities are acquired in primary market and 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.

Yours truly,

Signature: _____

Name: _____

Designation _____

Emp No: _____

Dept/ Div. : _____

* Strike out whichever is not applicable.

ANNEXURE-VI

**FORMAT FOR DISCLOSURE OF PARTICULARS BY DIRECTORS/ OFFICERS/
DESIGNATED EMPLOYEES**

Date: _____
To
The Compliance Officer,
The Company Secretary,
Richirich Inventures Limited
G-1 Madhu Milan Building,
H.M Patil Marg, Shivaji Park,
Dadar-West, Mumbai-400 028

<p>Internal use Recd date and time: Sign :</p>

Dear Sir,
My personal details are as under:

NAME OF DIRECTOR /OFFICER/ DESIGNATED EMPLOYEE

EMPL NO. _____ GRADE _____ DEPARTMENT

LOCATION _____ DATE OF APPOINTMENT

Pursuant to the provisions of SEBI (Prohibition of Insider Trading) Regulations, 1992, as amended and the Company's Code of Conduct for Prevention of Insider Trading, I hereby declare:

1. that I have the following Dependent(s):

Sr No.	Name of the dependant	Relationship with Director/Officer/ Employee Designated

2. that I / my dependants :

- do not hold any Securities as on date⁺
- hold Securities _____ (give description) as per the details given below⁺ :

Name of holder *	**First or joint holder	Folio No. (physical form)	Holding	***DP ID/CLIENT ID (electronic form)	Holding

* Include holdings where Director/ Officer / Designated Employee or dependant is a joint holder

** Indicate “F” where the named holder is the first holder of the Securities and “J” where he/ she is the joint holder of the Securities.

*** All DP Ids and Client Ids to be furnished even if no Securities of the Company are held.

3. that shall inform the changes in the above details from time-to-time.

4. that the above details are true, correct and complete in all respects.

Signature : _____

Name : _____

Note: Please do not submit through electronic mail.

ANNEXURE - VII

**FORMAT OF ANNUAL STATEMENT OF HOLDINGS BY DIRECTORS/ OFFICERS/
DESIGNATED EMPLOYEES AND THEIR DEPENDANTS**

Date:

To
The Compliance Officer,
The Company Secretary,
Richirich Inventures Limited
G-1 Madhu Milan Building,
H.M Patil Marg, Shivaji Park,
Dadar-West, Mumbai-400 028

Dear Sir,

STATEMENT OF SHAREHOLDINGS IN HI-TECH GEARS LTD.

As on _____, I along with my Dependents hold the Securities of the Company, details whereof are as under:

Description of Security:

<i>Name of Holder</i> <i>Folio No.</i>	<i>Physical Holdings</i>			<i>Electronic Holdings</i>
	<i>Total holdings</i>	<i>DP ID</i>	<i>Client ID</i>	<i>Total holdings</i>

Yours truly,

Signature: _____

Name: _____

Emp No: _____

Dep./Div. _____

PART - B

CODE OF CORPORATE DISCLOSURE PRACTICES

1. Overseeing and Co-coordinating disclosure.

- a. The Compliance Officer would be responsible to ensure timely and adequate disclosure of price sensitive information pursuant to this Code and as required under the SEBI (Prevention of Insider Trading) Regulations, 1992.
- b. The Compliance Officer shall be responsible for ensuring that the Company complies with continuous disclosure requirements, overseeing and co-ordinating disclosure of Price Sensitive Information to stock exchanges, analysts, shareholders and media, and educating staff on disclosure policies and procedures.
- c. The Compliance Officer shall also ensure that the guidelines for Interacting with Media & External Publics applicable for Group companies are complied with.
- d. All disclosure/dissemination whatsoever of any information (except disclosure required to be made under any law or under this Code) on behalf of the Company shall be first marked to the Compliance Officer for approval. Any such information shall be made public or published on behalf of the Company only if the same is approved by the Compliance Officer. In case of doubt, the Compliance Officer shall consult and seek approval of the Managing Director before dissemination of such information.
- e. Should any dissemination of information on behalf of the Company takes place without prior approval referred above, out of accidental omission, by any employee or Director of the Company, such employee/Director shall forthwith inform the Compliance Officer about such disclosure.

2. Responding to market rumors.

- a. The employees/Directors of the Company shall promptly direct any queries or requests for verification of market rumours received from stock exchanges or from the press or media or from any other source to the Compliance Officer.
- b. The Compliance Officer shall on receipt of requests as aforesaid, consult the Managing Director as the case may be and respond to the same without any delay.
- c. The Compliance Officer shall be also responsible for deciding in consultation with the Managing Director of the Company as to the necessity of a public announcement for verifying or denying rumours and thereafter making appropriate disclosures.
- d. All the requests/queries received shall be documented and as far as practicable, Compliance Officer shall request for such queries/requests in writing. No disclosure in

response to the queries/request shall be made by the Compliance Officer unless the Managing Director approves the same.

3. Timely reporting of shareholdings/ownership and changes in ownership:

The Compliance Officer shall be responsible for ensuring that disclosures of shareholdings/ownership of major shareholders and disclosure of changes in ownership as required under the Stock Exchange Listing Agreements and/or any rules/regulations made under the Securities & Exchange Board of India Act, 1992 are made in a timely and adequate manner.

4. Disclosure/ dissemination of price sensitive information with special reference to analysts, institutional investors and sharing of non-public information.

The Directors, Officers and Employees shall provide only public information to the analysts/ research persons/ large investors like institutions. In case non-public information is proposed to be provided, the person proposing to provide such information shall consult the Compliance Officer in advance. The Compliance Officer in such cases, shall ensure that the information provided to the analyst/research person/investor as above is made public simultaneously with such disclosure.

5. Handling of Unanticipated question.

The Company shall take extreme care and caution when dealing with analysts' questions that raise issues outside the intended scope of discussion. The Directors, officers, employees, etc., should tackle the unanticipated questions carefully. The unanticipated questions may be noted and a considered response be given later in consultation with the Managing Director. If the answer to any question requires dissemination of Price Sensitive Information, the Compliance Officer shall report the same to the Managing Director and obtain necessary approval for its dissemination to the Stock Exchanges/public announcement through press before responding to such unanticipated questions.

6. Recording of discussion.

In order to avoid misquoting or misrepresentation, the meeting with the analysts, brokers or Institutional Investor and discussions shall be attended by the 2 (two) senior employees of the Company as may be authorised by the Managing Director in this regard and the proceedings of the meeting shall be recorded in writing.

7. Simultaneous release of information.

- a. Whenever the Company proposes to organise meetings with analysts, the Company shall make a press release or post relevant information on its website after every such meeting.
- b. The Compliance Officer shall be responsible for drafting of the press release or the text of the information to be posted on the Company's web-site, in consultation with the Managing Director.

8. Medium of disclosure/ dissemination:

- a. The Company shall disclose/disseminate all price sensitive information on a continuous, prompt and in timely manner to stock exchange(s) where its securities are listed and thereafter to the press.
- b. The price sensitive information disclosed to the stock exchange(s) and to the press may also be supplemented by prompt updates on the Company's web-site. The Company may also consider other modes of public disclosure of Price Sensitive Information so as to improve investor access to the same.
- c. The information filed by the Company with the stock exchange(s) under continuous disclosure requirement of the listing agreement may also be posted on the Company's website.
- d. The disclosure(s) required to be made by the Company with the stock exchange(s) under these codes may also be disclosed through mode of electronic filing.

The revised Code was duly approved by the Board Of Directors at their Meeting held on 31st July, 2009 and the Code shall be deemed to have come into force with immediate effect.