RISHIROOP LIMITED

CODE OF CONDUCT TO REGULATE, MONITOR, AND REPORT TRADING BY DESIGNATED PERSONS UNDER SEBI (PREVENTION OF INSIDER TRADING) REGULATIONS, 2015

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and based on the principles outlined in the said Regulations, and incorporating the norms stipulated in SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Board of Directors had formulated the Code of Conduct to regulate, monitor, and report trading by insiders which was approved by the Board in its meeting held on 6th November, 2015.

1. Definitions

1.1. "Act" means the Securities and Exchange Board of India Act, 1992.

1.2. "Board" means the Board of Directors of the Company.

1.3. "Code" or "Code of Conduct" shall mean the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by insiders of Rishiroop Limited as amended from time to time.

1.4. "Company" means Rishiroop Limited.

1.5. "Compliance Officer" means Company Secretary or such other 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 of Directors 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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the Board of Directors of the Company.

1.6. "Connected Person" means:

(i) any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, with the Company, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

(ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established,

(a) a relative of connected persons specified in clause (i); or

(b) a holding company or associate company or subsidiary company; or

(c) an intermediary as specified in Section 12 of the Act or an employee or director thereof; or

(d) an investment company, trustee company, asset management company or an employee or director thereof; or

(e) an official of a stock exchange or of clearing house or corporation; or

(f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or 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 recognised or authorized by the Board; or

(i) a banker of the Company; or

(j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of the Company or relative or banker of the Company, has more than ten per cent, of the holding or interest;or

(k) a firm or its partners or its employee in which a connected person specified in sub-clause (i) of clause (d) is also a partner; or

(l) a person sharing household or residence with a connected person specified in sub-clause (i) of clause (d)

1.7. “Dealing in Securities” means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the securities of the Company either as principal or agent.

1.8. ‘Designated Persons’ shall include:

(i) every employee in the grade of Manager and above;
(ii) every employee in the finance, accounts, marketing/secretarial/legal department, including MD and employees up to two levels below MD irrespective of functional role;
(iii) any other employee as may be determined and informed by the Compliance Officer from time to time.
(iv) All members of promoters/promoter group of the Company.

1.9. Director” means a member of the Board of Directors of the Company;

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

1.11. "Generally available Information" means information that is accessible to the public on a non-discriminatory basis and shall not include unverified event or information reported in print or electronic media;

1.12. "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;

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

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

1.15. "Promoter" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof:

1.16. “relative” shall mean the following:

(i) spouse of the person;
(ii) parent of the person and parent of its spouse;
(iii) sibling of the person and sibling of its spouse;
(iv) child of the person and child of its spouse;
(v) spouse of the person listed at sub-clause (iii); and
(vi) spouse of the person listed ar sub-clause (iv)

1.17. "Securities" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof;

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

1.19. "Trading" means and includes subscribing, redeeming, switching, buying, selling, dealing, or agreeing to subscribe, redeem, switch, buy, sell, deal in any securities, and "trade" shall be construed accordingly;

1.20. "Trading Day" means a day on which the recognized stock exchanges are open for trading;

1.21. "Unpublished Price Sensitive Information" (UPSI) means any information, relating to a 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) financial results;

(ii) dividends;

(iii) change in capital structure;

(iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business, award or termination of order/contracts not in the normal course of business and such other transactions;

(v) changes in key managerial personnel, other than due to superannuation or end of term, and resignation of a statutory Auditor or Secretarial Auditor;

(vi) change in rating(s), other than ESG rating(s);

(vii) fund raising proposed to be undertaken;

(viii) agreements by whatever name called, which may impact the management or control of the Company;

(ix) fraud or defaults by the company, its promoters, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or aboard;

(x) resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial instituions;

(xi) admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;

(xii) initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;

(xiii) action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;

(xiv) outcome of any litigation(s) or dispute(s) which may have an impact on the company;

(xv) giving of guarantees or indemnity or becoming a surety, by whatever name called, for any third party, by the company not in the normal course if business;

(xvi) granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.

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

1.23 "Specified Persons" means the Directors, connected persons, the insiders, the Designated Employees and the promoters and immediate relatives are collectively referred to as Specified Persons.

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.

2. Role of Compliance Officer

2.1 The Compliance Officer shall report on insider trading to the Board of Directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee, if any, or to the Chairman of the Board of Directors at such frequency as may be stipulated by the Board of Directors but not less than once in a year.

2.2 The Compliance Officer shall assist all employees in addressing any clarifications regarding the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct.

2.3 The Compliance Officer shall be responsible for the following roles/duties:

(i) Implement and administer this code and other requirements under SEBI (Prohibition of Insider Trading) Regulations, 2015 and adhere to the policies and procedures prescribed therein.

(ii) Facilitate closing and opening of trading window and maintaining records of the same.

(iii) Maintain and update Structured Digital Database containing details of persons sharing UPSI.

(iv) Monitoring trades and implementation of this code under the supervision of Board of Directors.

(v) Providing Pre-clearance of Trades to be undertaken by Designated Persons and their Immediate Relatives, in accordance with the SEBI Insider Trading Regulations and this Code.

(vi) Reviewing the trading plan and assessing potential of the plan for violation of the SEBI Insider Trading Regulations and this code.

(vii) Approving and monitoring the implementation of trading plan.

(viii) Notifying the trading plan to the stock exchanges.

3. <u>Preservation of "Price Sensitive Information"</u>

3.1 All insiders shall maintain confidentiality of UPSI and shall not communicate, provide or allow access to such UPSI to any person directly or indirectly.

3.2 All information shall be handled within the Company on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

Unpublished price sensitive information (UPSI) may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:

(i) an obligation to make an open offer under the takeover regulations where the Board of Directors of the listed Company is of informed opinion that sharing of such information is in the best interests of the Company; or

(ii) not attracting the obligation to make an open offer under the takeover regulations but where the Board of Directors of the listed Company is of informed opinion that sharing of such information is in the best interests of the Company and the information that constitute unpublished price sensitive information 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 of Directors may determine to adequate and fair to cover all relevant and material facts.

3.3 Need to Know

(i) "need to know" basis means that 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 a conflict of interest or appearance of misuse of the information.

(ii) All non-public information directly received by any employee should immediately be reported to the head of the department.

3.4 Limited access to confidential information

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

4. Prevention of misuse of "Unpublished Price Sensitive Information"

Employees and connected persons designated on the basis of their functional role ("designated persons") in the Company shall not trade in securities that are listed or proposed to be listed on a stock exchange when in the possession of Unpublished Price Sensitive Information.

4.1 Structured Digital Database (SDD)

4.1.1 Company shall maintain a Structured Digital Database (SDD) containing the nature of unpublished price sensitive information and the names of such person who have shared the information and also the names of such persons with whom information is shared along with their PAN or any other identifier authorized by law where PAN is not available .

4.1.2 SDD is to be maintained internally ensuring conformity with adequate controls and checks that would produce time stamps and audit trials of the data shared and recieved.. SDD should be non-tamperable and have the capability to maintain the records for 8 years. All UPSI disseminated is to be captured in the SDD.

4.1.3 All designated persons shall be required to disclose names and PAN nos. or any other identifier authorized by law of the following persons to the Company on an annual basis, and when the information changes:

a) immediate relatives;
b) persons with whom designated person(s) shares a material financial relationship;
c) Phone, mobile numbers which are used by them.

Further, all designated persons shall also disclose the names of educational institutions from which they have graduated and names of past employers on a one-time basis.

4.2 Trading Plan

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.

4.2.1 , Trading Plan shall meet the following conditions:

(i) The trading plan shall not entail commencement of trading on behalf of the insider earlier than one hundred and twenty days from the public disclosure of the plan;

(ii) The trading plan shall not entail overlap of any period for which another trading plan is already in existence;

(iii) the trading plan shall set out the following parameters for each trade to be executed:

(a) either the value of trade to be effected or the number of securities to be traded;

(b) nature of the trade;

(c) either specific date or time period not exceeding five consecutive trading days;

(d) price limit, that is an upper limit for a buy trade and a lower price limit for sell trade, subject to the range as specified below:

i. for a buy trade: the upper price shall be between the closing price on the day before submission of the trading plan;

ii. for a sell trade: the lower price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent lower than such closing price.

(iv) The trading plan shall not entail trading in securities for market abuse.

4.2.2 The Compliance Officer shall consider and review the trading plan to assess whether the plan would have any potential for violation of these regulations.

However, he 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.

4.2.3 The Irrevocable nature of trading plan:

The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either execute any trade in the securities outside the scope of the trading plan or to deviate from it except due to permanent incapacity or bankruptcy or operation of law.

However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any unpublished price sensitive information and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Plan shall be deferred until such unpublished price sensitive information becomes generally available information.

Further, the Insider shall also not be allowed to deal in securities of the Company, if the date of trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.

Further, in case the insider has set a price limit for a trade as per sub-clause (d) of Clause (iii) as specified under 4.2.1, the insider shall execute the trade only if the execution price of the security is within such limits. In case, the price of the security is outside the limit set by insider, the trade shall not be executed.

4.2.4 The Compliance officer shall approve or reject the trading plan within two working days of receipt of the trading plan.

4.2.5 Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed on the day of approval.

5. Trading Window and Window Closure

5.1 (i) The trading period, i.e. the trading period of the stock exchanges, also called as 'trading window", means a period during which the Company's securities which are listed on the recognized stock exchange are available for trading by the insiders/designated persons.

(ii) When the trading window is closed, the Specified Persons shall not trade in the Company's securities listed on the recognized stock exchange during such period.

(iii) All Specified Persons shall conduct all their dealings in the securities of the Company only during 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.

5.2 The Compliance Officer shall intimate the closure of trading window to all the designated employees of the Company when he determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates.

5.3 Trading window restriction shall be made applicable from the end of every quarter till 48 hours after declaration of financial results. The gap between clearance of accounts by audit committee and board meeting should be as narrow as possible and preferably on the same day to avoid leakage of material information.

5.4 The trading window shall also be applicable to any person having contractual or fiduciary relation with the Company, such as auditors, accountancy firms, law firms, analysts, consultants etc., assisting or advising the Company.

6. Pre-clearance of trades

6.1 All insiders/designated persons, who intend to deal in the securities of the Company when the trading window is open should obtain pre-clearance of the said transaction from the Compliance Officer.

6.2 Further, prior to granting such pre-clearance, the compliance officer shall seek declarations from the insiders/designated persons to ensure that the applicant is not in possession of any UPSI as on the date of application for pre-clearance.

6.3 Pre-dealing procedure shall be hereunder:

(i) An application may be made in the prescribed **Form (Annexure 1)** to the Compliance officer indicating the estimated number of securities that the insider/designated person intends to deal in, the details as to the depository with which he has a security account, the details as to the securities in such depository mode and such other details as may be required by any rule made by the company in this behalf.

(ii) An **undertaking (Annexure 2)** shall be executed in favor of the Company by such Specified Employee incorporating, inter alia, the following clauses, as may be applicable:

(a) That the designated person does not have any access to or has not received and is in possession of “Price Sensitive Information” up to the time of signing the undertaking;

(b) That in case such designated person including (his/her immediate relatives) 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 (including his/her immediate relatives) would completely refrain from dealing in the securities of the Company till the time such information becomes public.

(c) That he/she (including his/her immediate relatives) has not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time.

(d) That he/she has made a full and true disclosure in the matter.

(iii) All Specified Persons shall execute their transactions in respect of securities of the Company which has been pre-cleared by compliance officer within one week/seven days after the approval of pre-clearance is given.

(iv) In case, the proposed transactions are not executed within one week/seven days after the pre-clearance approval is granted, then fresh pre-clearance would be needed for the trades to be executed.

(v) The Specified 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. In case the transaction is not undertaken, a report to that effect shall be filed as per **Annexure 4.**

(vi) All Specified 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 Specified 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. Other Restrictions

7.1. All Specified 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 Specified 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.

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

7.3. 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. Reporting Requirements for transactions in securities

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

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.

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

8.1. Initial Disclosure

Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter or member of the promoter group, shall disclose his 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 prescribed **Form B** (SEBI Circular dt.09.02.2021 attached).

8.2. Continual Disclosure

Every promoter, member of the promoter group, designated person and director of the Company shall disclose to the Company in prescribed **Form C** (SEBI Circular dt.09.02.2021 attached) 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.

The disclosure shall be made within 2 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 may be.

9. Disclosure by the Company to the Stock Exchange(s)

9.1. The Compliance Officer shall disclose to the stock exchange on which the securities of the Company are listed, about such transaction within two trading days of:
(a) the receipt of disclosure under clause 8.2, or
(b) becoming aware of such information.

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

10. Disclosure by other connected persons

The Company may in its discretion require any other connected person or class of connected persons to make disclosures of holding and trading in securities of the Company in **Form D** (SEBI Circular dt.16.09.2015 attached) at such frequency as may be determined by the Company in order to monitor compliance with these regulations.

11. Dissemination of Price Sensitive Information

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

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

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

• Only public information to be provided.

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

• 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.

• Simultaneous release of information after every such meet.

12. Penalty for contravention of the code of conduct

12.1. Every Specified Person 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).

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

12.3. Specified 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.

12.4. 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.

13. Review and Amendment of Policy:

The Board shall have the power to amend and update any of the provisions of this policy, substitute any of the provisions with a new provision or replace this policy entirely with a new policy in order to adhere to the amendments issued by the regulatory authorities from time to time.

Last updated on: August 7, 2026

ANNEXURE 1
SPECIMEN OF APPLICATION FOR PRE-DEALING APPROVAL

Date:
To,
The Compliance Officer,
Rishiroop Limited,
Mumbai

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 of Conduct for Prevention of Insider Trading**, 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 of Employee / Connected Person)

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

UNDERTAKING

To,
Rishiroop Limited,
Mumbai
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 of Conduct for prevention of Insider Trading (the 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 four 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
FORMAT FOR PRE- CLEARANCE ORDER

To,

Name : ______________

Designation : _________

Place : ______________

This is to inform you that your request for dealing in _____________ (nos) shares of the Company as mentioned in your application dated ____________is approved. Please note that the said transaction must be completed on or before _________ (date) that is within 7 days from today.

In case you do not execute the approved transaction /deal on or before the aforesaid date you would have to seek fresh pre-clearance 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 2 days from the date of transaction/deal. In case the transaction is not undertaken a 'Nil' report shall be necessary.

Yours faithfully,
For **RISHIROOP 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,
Rishiroop Limited,
Mumbai

I hereby inform that I

- have not bought / sold/ subscribed any securities of the Company
- have bought/sold/subscribed to ________ securities as mentioned below on ____ (date)

Name of holder	No. of securities dealt with	Bought/sold/subscribed	DP ID/Client ID / Folio No	Price (Rs.)

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 3 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. 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 agree to hold the above securities for a minimum period of six months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval. (*applicable in case of purchase / subscription*).

I declare that the above information is correct and that no provisions of the Company's Code and/or applicable laws/regulations have been contravened for effecting the above said transactions(s).

Date : ____________________

Signature : _______________

Name:
Designation: