

NIVI TRADING LIMITED
(hereinafter referred as “the Company”)

THE COMPANY’S CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

1.0 Compliance Officer

- 1.1 The Company has appointed Mr. Naveen Praveen Jaisalmeria, Company Secretary as Compliance Officer for this purpose.
- 1.2 The Compliance Officer will report to the Managing Director/Chief Executive Officer of the Company in respect of the matters covered under the Company’s Code of Conduct for prevention of insider trading.
- 1.3 The Compliance Officer shall be responsible, under the overall supervision of the Board of Directors of the Company, for the following:-
 - 1.3.1 setting forth policies, procedures, monitoring adherence to the rules for the prevention of “Price Sensitive Information”.
 - 1.3.2 Pre-Clearing trades of the employees and their dependants in respect of the securities of the Company.
 - 1.3.3 Monitoring of trades.
 - 1.3.4 Implementation of the code of conduct.
- 1.4 The Compliance Officer shall maintain the records of the employees and any changes made in the list of employees.
- 1.5 The Compliance Officer shall assist all the employees in addressing any clarification in this regard.

2.0 Persons covered under the Company’s code of conduct.

- 2.1 All the Directors of the Company,
- 2.2 Officers of the Company and
- 2.3 Employees at the level of Deputy General Manager and above and all employees in the accounts and finance department (hereinafter referred as “Designated Employees”)

3.0 Prevention of “Price Sensitive Information”

- 3.1 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.

Definition of “Price sensitive information” is reproduced below:

“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 company”.

- 3.2 Price Sensitive Information is to be handled on a “need to know” basis, i.e, Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty.
- 3.3 All the files containing confidential information shall be kept secure. Computer files must have adequate security of login and password etc.

4.0 Prevention of misuse of “Price Sensitive Information”

All the directors/officers and designated employees of the Company shall be subject to trading restrictions as enumerated below:-

4.1 Trading Window

- 4.1.1 The trading window shall be closed for a period as may be decided by the Company and shall be opened 24 hours after the information referred to in para 4.1.3 is made public.
- 4.1.2 When the trading window is closed, the employees/directors shall not trade in the Company’s securities in such period.
- 4.1.3 The trading window shall be, inter alia, closed at the time:-
- (a) Declaration of Financial results (quarterly, half-yearly and annually).
 - (b) Declaration of dividends (interim and final).
 - (c) Issue of securities by way of public/rights/bonus etc.
 - (d) Any major expansion plans or execution of new projects.
 - (e) Amalgamation, mergers, takeovers and buy-back.
 - (f) Disposal of whole or substantially whole of the undertaking.
 - (g) Any changes in policies, plans or operations of the Company.
- 4.1.4 All directors/officers/designated employees of the Company shall conduct all their dealings in the securities of the Company only in a valid trading window and shall not deal in any transaction involving the purchase or sale of the Company’s securities during the periods when trading window is closed, as referred to in para 4.1.3 or during any other period as may be specified by the Company from time to time.

4.2 Pre-clearance of trades.

- 4.2.1 Except during the “Trading Window” referred to in 4.1.2, all directors / officers / designated employees of the Company who intend to deal in the securities of the Company in excess of 5000 shares or market value of Rs. 3,00,000/- whichever is less should pre-clear the transaction as per the pre-dealing procedure as described hereunder.
- 4.2.2 An application in **FORM B** may be made to the Compliance Officer indicating the estimated number of securities that the directors/officer/ designated employee 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.

4.2.3 The Statement of shareholding at the time of pre-clearance in **FORM C**

4.2.4 An undertaking in **FORM D** shall be executed in favour of the Company by such director/officer/designated employee.

5.0 Other restrictions

5.1 All directors/officers /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 employee/ director must pre clear the transaction again.

5.2 All directors/officers /designated employees shall hold their investments in securities for a minimum period of 30 days in order to be considered as being held for investment purposes. The period shall commence from the date of entering into transaction and not from the date of approval. The holding period shall also apply to subscription in the primary market (IPOs). In the case of IPOs, the holding period would commence when the securities are actually allotted.

5.3 In case the sale of securities is necessitated by personal emergency, the holding period may be waived by the compliance officer after recording in writing his/her reasons in **FORM E** in this regard.

6.0 Reporting Requirements for transactions in securities

1.1 All directors/officers/designated employees of the Company shall be required to forward following details of their Securities transactions including the statement of dependent family members i.e, dependent parents, spouse, sons and daughters, to the Compliance officer.

1.1.1 All holdings in securities of the Company at the time of joining the Company or as on 1st August 2002 whichever is later, in **FORM A**

1.1.2 Confirmation of sale/purchase of shares (for which approval was granted) in **FORM F** immediately after completion of sale/purchase as the case may be.

1.1.3 Disclosure of change in holding after sale/purchase of shares in **FORM G** immediately after completion of sale/purchase as the case may be.

1.1.4 Quarterly statement of any transactions in securities of the Company in **FORM H**

1.1.5 Annual statement as on 31st March every year of all holdings in securities in **FORM I**

1.2 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 three years.

1.3 The Compliance officer shall place before the Managing Director/Chief Executive Officer or a committee specified by the Company, on a monthly basis all the details of the dealing in the securities by director/officer/designated employees of the Company and the accompanying

documents that such persons had executed under the pre-dealing procedure as envisaged in this code.

7.0 Penalty for contravention of code of conduct

In case of any contravention of the Company's Code of Conduct, the Directors/officers/designated employees of the Company shall be subjected to the following penalties.

- 7.1 Any Director/officer/designated employee who trades in securities or communicates any information for trading in securities, in contravention of the code of conduct will be penalised by way of penalty of Rs. 5/- per share for the number of shares traded in or Rs. 5000/- whichever is higher.
- 7.2 The Company shall take appropriate action against such Directors/officers/designated employees of the Company as may be recommended by the Compliance Officer.
- 7.3 Director/officer/designated employee of the Company who violate the code of conduct shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, ineligibility for future participation in employee stock option plans, etc.
- 7.4 Apart from the above action taken by the Company, SEBI may take any appropriate action in case of violation of SEBI (Prohibition of Insider Trading), Regulations, 1992.

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

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

9.0 Authority to amend the Company's Code of Conduct.

- 9.1 The Company/Compliance Officer is authorised to amend/alter/delete any of the above mentioned clauses of the Company's Code of Conduct or add any new clause to the Company's Code of Conduct.

FORM A

FORM FOR INITIAL DISCLOSURE OF DETAILS OF SHARES HELD BY SUBSTANTIAL SHAREHOLDERS/DIRECTORS/OFFICERS/DESIGNATED EMPLOYEES

To: The Compliance Officer
Nivi Trading Limited
Readymoney Terrace, 4th Floor,
167, Dr. Annie Besant Road, Worli,
Mumbai - 400 018

Date: _____

I. DETAILS OF SHAREHOLDING OF SUBSTANTIAL SHAREHOLDERS/ DIRECTOR/OFFICER/DESIGNATED EMPLOYEES HELD IN THEIR OWN NAME

Name	Designation	Department/Date of Joining	Date of Becoming Substantial shareholders Director/Officer/Designated Employee	No. of Shares Held	Date of Acquisition	Folio No/ DP ID/Client ID

II. DETAILS OF SHARES HELD BY DEPENDENT FAMILY MEMBERS

Name of Relative	Relationship	No. of Shares Held	Folio No/DP ID/Client ID

Signature _____

FORM H

To: The Compliance Officer
Nivi Trading Limited
Readymoney Terrace, 4th Floor,
167, Dr. Annie Besant Road, Worli,
Mumbai - 400 018

Date: _____

I. PERIODIC STATEMENT OF SHAREHOLDINGS OF DIRECTORS/ OFFICERS/ DESIGNATED EMPLOYEES.

Name	Designation	Department	No. of Shares Held on 1 st August 2002/ at the beginning of every quarter.	No. of Shares Bought During the Quarter	No. of Shares sold during the Quarter	No. of Shares held on 30 th September 2002/ at the end of every quarter.	Folio No/DP ID/Client ID

II. DETAILS OF SHARES HELD BY DEPENDENT FAMILY MEMBERS

Name	Relationship	No. of Shares Held on 1 st August 2002/ at the beginning of every quarter.	No. of Shares Bought During the Quarter	No. of Shares Sold during the Quarter	No. of Shares held on 30 th September 2002/ at the end of every quarter.	Folio No/DP ID/Client ID

I/We Declare that I/We have complied with the requirement of the Minimum holding period of 30 days with respect of the shares sold

Signature _____

FORM G

To: The Compliance Officer
 Nivi Trading Limited
 Readymoney Terrace, 4th Floor,
 167, Dr. Annie Besant Road, Worli,
 Mumbai - 400 018

Date: _____

DISCLOSURE OF CHANGE IN HOLDING

I. DETAILS OF SHAREHOLDING OF SUBSTANTIAL SHAREHOLDER(S)/ DIRECTOR/OFFICER/DESIGNATED EMPLOYEES HELD IN THEIR OWN NAME

Name	Designation	Department	No. of Shares held before the transaction	Name of Transaction			Date of Transaction	No. of Shares Transacted	Whether Approval Obtained	Date of Approval	Approval No.	Balance Holding on____	Folio No./DP ID/Client ID
				Purchase	Sale	Others (Specify)							

II. DETAILS OF SHARES HELD BY DEPENDENT FAMILY MEMBERS.

Name of Relative	Relationship	No. of Shares held before the transaction	Name of Transaction			Date of Transaction	No. of Shares Transacted	Whether Approval Obtained	Date of Approval	Approval No.	Balance Holding on____	Folio No./DP ID/Client ID
			Purchase	Sale	Others (Specify)							

I/We Declare that I/We have complied with the requirement of the minimum holding period of 30 days with respect to the shares sold.

Signature: _____

FORM I

To: The Compliance Officer
Nivi Trading Limited
Readymoney Terrace, 4th Floor,
167, Dr. Annie Besant Road, Worli,
Mumbai - 400 018

Date: _____

ANNUAL DISCLOSURE

I. STATEMENT OF SHAREHOLDINGS OF DIRECTORS/OFFICERS/DESIGNATED EMPLOYEES

Name	Designation	Department	No. of Shares Held on 1 st April 2002	No. of Shares Bought during the year	No. of Shares sold during the year	No. of Shares held on 31 st March 2003	Folio No/DP ID/Client ID

II. DETAILS OF SHARES HELD BY DEPENDENT FAMILY MEMBER

Name of Relative	Relationship	No. of Shares Held on 1 st April 2002	No. of Shares Bought during the year	No. of Shares sold during the year	No. of Shares held on 31 st March 2003	Folio No/DP ID/Client ID

I/We declare that the shares sold have been held by me/us for 30 days.

I/We further declare that the above disclosure is true and correct and is in accordance with the previous disclosures given to the Company.

Signature: _____

FORM C

To: The Compliance Officer
Nivi Trading Limited
Readymoney Terrace, 4th Floor,
167, Dr. Annie Besant Road, Worli,
Mumbai - 400 018

Date: _____

STATEMENT OF HOLDINGS AT THE TIME OF PRE-CLEARANCE

I. DETAILS OF SHAREHOLDING OF DIRECTOR/OFFICER/DESIGNATED EMPLOYEES HELD IN THEIR OWN NAME.

Name	Designation	Department	No. of Shares Held (with Folio/DP ID/Client ID)	Nature of Transaction for which Approval is sought	No. of Shares to be dealt.

II. DETAILS OF SHARES HELD BY DEPENDENT FAMILY MEMBERS.

Name	Relationship	No. of Shares Held (with Folio/DP ID/Client ID)	Nature of Transaction for which Approval is sought	No. of Shares to be dealt.

I/We declare that the shares to be sold have been held by me/us for a minimum of 30 days.

Signature _____

FORM E

APPLICATION FOR WAIVER OF MINIMUM HOLDING PERIOD

To: The Compliance Officer
Nivi Trading Limited
Readymoney Terrace, 4th Floor,
167, Dr. Annie Besant Road, Worli,
Mumbai - 400 018

Date: _____

Dear Sir,

I request you to grant me waiver of the minimum holding period of 30 days as required under the code for prohibition 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) :

FORM B

APPLICATION FOR PRE-CLEARANCE

To: The Compliance Officer
Nivi Trading Limited
Readymoney Terrace, 4th Floor,
167, Dr. Annie Besant Road, Worli,
Mumbai - 400 018

From: Name :
Designation :
Department :

With reference to the Code for prohibition of Insider Trading, I seek your approval to subscribe to/agree to subscribe to/purchase/sell/deal as an agent/principal in(nos.) equity shares of the Company in the next seven days.

The statement of shareholding in **FORM C** as on and Undertaking in **FORM D** in the prescribed format are enclosed for your perusal in this connection.

I have gone through the Code of Conduct in respect of prevention of Insider Trading and I will abide by all the rules made there under.

I have understood that I will be dealing in the securities in the course of next seven days after receiving the permission from you.

I agree that if after getting your approval I do not trade in the securities within 7 days. I will treat the permission given as cancelled.

Date :

Signature_____

NIVI TRADING LIMITED

PRE-CLEARANCE ORDER

To,

Mr/Ms _____

Designation _____

Department _____

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.

For NIVI TRADING LIMITED

Date :

Compliance Officer

FORM F

CONFIRMATION OF DEAL

To: The Compliance Officer
Nivi Trading Limited
Readymoney Terrace, 4th Floor,
167, Dr. Annie Besant Road, Worli,
Mumbai - 400 018

I confirm that the share dealing for which approval was granted onwas completed on..... by purchasing/selling.....(nos) equity shares of the Company.

Date:

Signature_____

FORM D

UNDERTAKING TO BE SUBMITTED ALONGWITH THE APPLICATION FOR PRE-CLEARANCE

I,(Name, Designation and Dept)
residing at, am desirous of dealing
inno. of shares of the Company as mentioned in my application dated..... for pre-
clearance of the transaction.

As required by the Code for prohibition of Insider Trading, I hereby state that-

- (a) I have no access to nor do I have any information that could be construed as “ Price Sensitive Information” as defined in the code up to the time of signing this undertaking;
- (b) 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;
- (c) I have not contravened the provisions of the code of conduct for prohibition of insider trading as notified by the Company from time to time;
- (d) I have made full and true disclosure in the matter.

Date:

Signature_____