

**ANNEXURE - 4**

**NEW INDIA RETAILING & INVESTMENT LIMITED  
CIN: L15421WB1933PLC023070**

**CODE OF CONDUCT TO REFULATE,  
MONITORAND REPORT TRADING BY  
DESIGNATED PERSONS**

## **CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSONS**

In terms of Regulation 8 & 9 read with Schedule B to the SEBI (Prohibition of Insider Trading) Regulations, 2015 including amendments thereto (hereinafter referred to as “Regulations”), New India Retailing & Investment Limited (hereinafter referred to as “the Company”) has formulated a Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and Insiders (hereinafter referred to as the “Code”) with the approval of the Board of Directors (hereinafter referred to as “the Board”) towards achieving compliance with the Regulations, adopting minimum standards set out in Schedule B to the Regulations and for prevention of Insider Trading in relation to the Securities of the Company.

By this Code, the Company endeavors to preserve the confidentiality of Unpublished Price Sensitive Information and prevent misuse of such information. The Company is committed to transparency, fairness in dealing with all stakeholders at all times.

All the Designated Persons of the Company and Insiders are advised to carefully go through and familiarize themselves with and adhere to the Regulations and the Code.

### **DEFINITIONS**

“**Connected Person**” means:

- (i) any person who is or has been, during the six months prior to the concerned act, associated with a company, in any capacity, directly or indirectly, 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, whether temporary or permanent, with the company, that allows such a person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.” 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 Securities and Exchange Board of India Act, 1992 or an employee or director thereof; or
  - d. an investment company, trustee company, asset management company or an employee or director thereof; or
  - e. an official of a stock exchange or of clearing house or corporation; or
  - f. a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
  - g. a member of the board of directors or an employee, of a public financial institution as defined in section 2(72) of the Companies Act, 2013; or
  - h. an official or an employee of a self-regulatory organization recognised or authorized by SEBI; or

- i. a banker of the Company; or
- j. a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of the Company or his Relative or banker of the Company, has more than ten per cent of the holding or interest.
- k. A firm or its partner or its employee in which a connected person specified in (a) to (j) above, is also a partner; or
- l. a person sharing household or residence with a connected person specified in any of the above;

**“Designated Persons”** The Board shall in consultation with the Compliance Officer specify the Designated Persons to be covered by the Code on the basis of their role and function in the Company and the access that such role and function would provide to them to the Unpublished Price Sensitive Information in addition to seniority and professional designation and shall include:

- (i) All members of Board of Directors and Key Managerial Personnel of the Company;
- (ii) Employees of the Company and Material Subsidiaries in the grade of Vice President and above which will include Whole-time Director / Chief Executive Officer and employees up to two levels below Whole-time Director / Chief Executive Officer of the Company and its Material Subsidiaries irrespective of their functional role in the Company or ability to have access to Unpublished Price Sensitive Information;
- (iii) All promoters of the Company;
- (iv) Employee(s) as may be determined by the respective Head of Departments such as the Finance & Accounts, Secretarial, IT Department, Business Development, Corporate Affairs or any other Department of the Company as maybe decided by the Board of the Company who are in possession of or have access to Unpublished Price Sensitive Information;
- (v) Statutory Auditors / Statutory Audit firms / Secretarial Auditors / Internal Auditors and it’s concerned representative who are in possession of or have access to Unpublished Price Sensitive Information.

**“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 at sub-clause (iv)

**“Insider”** means any person who is:

- a Connected Person; or
- in possession of or have access to Unpublished Price Sensitive Information.

**“Legitimate Purposes”** shall mean and include sharing of UPSI with any lenders, credit rating agencies, merchant bankers, legal advisors, auditors, partners, collaborators, customers, suppliers, insolvency professionals or other advisors or consultants, existing or proposed, for any purpose which arises due to any legal, contractual or statutory requirement or any strategic corporate action or planning, whether or not the same is actually carried out, and shall include the following:

- Sharing of UPSI in conformity with the statues applicable to the Company;
- Sharing of UPSI in ordinary course of business;

- Sharing of UPSI with Auditors of Company in ordinary course of audit;
- Sharing of UPSI for performance of duties or discharge of legal/contractual/statutory obligations of the Company or of any person or entity for performance of their obligation with respect to the Company;
- Sharing of UPSI in order to avail any professional service;
- Sharing of UPSI for any other specific purpose based on business needs of the Company;
- Such other purpose as may be deemed legitimate by the Managing Director of the Company.

**“Material Financial Relationship”** shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer’s (i.e. Designated Person) annual income but shall exclude relationships in which the payment is based on arm’s length transactions.

**“Material Subsidiary”** shall have the meaning as may be assigned under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from time to time.

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

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

**“Unpublished Price Sensitive Information”** (hereinafter referred to as **“UPSI”**) means any information which relates directly or indirectly to the Company, or its Securities, that is generally not available and which on being generally available, is likely to materially affect the price of Securities of Company, including but not restricted to, information relating to the following :

- financial results;
- dividends;
- change in capital structure;
- mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
- changes in key managerial personnel.

All the Designated Persons and Insiders are advised to carefully go through and familiarize themselves with and adhere to the Code and the Regulations. It shall be the responsibility of Designated Persons and Insider to ensure compliance of the Code and the Regulations along with their relatives.

Words and expressions used but not defined in this Code shall have the same meaning assigned to them in the SEBI (Prohibition of Insider Trading) Regulations, 2015 or the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and the rules / regulations made thereunder, as the case may be or in any amendment thereto.

#### **COMPLIANCE OFFICER**

1. The Company Secretary of the Company shall be the Compliance Officer for the purpose of the Code. In the absence of Company Secretary, such person as may be authorised by the Chairperson / Co-Chairperson of the Company shall discharge the duties of the Compliance Officer under the Code.

2. Based on self – declaration, if any, given by Designated Persons, the Compliance Officer shall provide a report to the Board and in particular to the Chairman of the Audit Committee on an annual basis providing details of the trading in Securities of the Company by Designated Persons and violation(s) of the Code, if any.

### **COMMUNICATING OR PROCURING OF UPSI**

1. No Designated Person and Insider shall:
- Communicate, provide, or allow access to any UPSI, relating to the Company or its Securities to any person including other Insiders;
  - Procure from or cause the communication by an Insider of UPSI, relating to the Company or its Securities. Provided that nothing contained above shall be applicable when an UPSI is communicated, provided, allowed access to or procured:
  - in furtherance of legitimate purposes, performance of duties or discharge of legal obligations; or
  - in the event the Board of Directors is of the informed opinion that sharing of UPSI is in the best interests of the Company.

Any person or entity in receipt of UPSI pursuant to a legitimate purpose shall be considered as Insider under the Regulations and the Code.

The concerned Designated Person or Insider shall before sharing UPSI intimate such person or entity to maintain confidentiality of such UPSI in compliance with the Regulations.

The concerned Designated Person or Insider shall maintain the digital database with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database. Such digital database shall contain the names of such person or entity as the case maybe with whom UPSI is shared along with the Permanent Account Number or any other identifier authorised by law where Permanent Account Number is not available of such person or entity.

2. The Company shall adopt a “Chinese Wall” approach (i.e. barrier within an organisation to prevent exchanges or communication of UPSI that would lead to conflicts of interest) separating a group of employees who reasonably are expected to have in their possession UPSI. Such employees shall not communicate any UPSI to any other employee. In exceptional circumstances, any such employee may “cross the wall” and give confidential information only on the basis of need to know basis provided he intimates the same to the person heading his Department prior to crossing the wall.
3. All information shall be handled by the Insiders on a need-to-know basis and no UPSI shall be communicated to any person except as mentioned hereinabove.

**PROHIBITION TO TRADE WHEN IN POSSESSION OF UPSI**

1. No Insider shall directly or indirectly trade in Securities of the Company when in possession of UPSI.  
When a person who has traded in Securities of the Company has been in possession of UPSI, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.
2. Provided that the Insider may prove his innocence by demonstrating the circumstances which may include the following:
  - transaction is an off-market inter-se transfer between Insiders(s) who are in possession of the same UPSI, other than a UPSI obtained in the best interests of the Company, without being in breach of this Code and both parties had made a conscious and informed trade decision.  
Such off-market trades shall be reported by the Insiders to the Company within 2 (two) working days. The Company shall notify particulars of such trades to the Stock Exchanges on which the Securities of the Company are listed within 2 (two) trading days from receipt of the disclosure or from becoming aware of such information.
  - the transaction was carried out through the block deal window mechanism between persons who were in possession of UPSI, other than a UPSI obtained in the best interests of the Company and both parties had made a conscious and informed trade decision;
  - the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction.
  - the transaction was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations.
  - in the case of non - individual Insiders:
    - (a) the individuals who were in possession of such UPSI were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such UPSI when they took the decision to trade; and
    - (b) appropriate and adequate arrangements were in place to ensure that the Regulations are not violated and no UPSI was communicated by the individuals possessing the UPSI to the individuals taking trading decisions and there is no evidence of such arrangements having been breached;
  - trade was undertaken pursuant to a Trading Plan set up in accordance with this Code and the Regulations.
3. In the case of Connected Persons the onus of establishing, that they were not in possession of UPSI, shall be on such connected persons.

**TRADING WINDOW**

1. Designated Persons and their relatives shall not trade in Securities of the Company during closure of the "Trading Window", i.e. the period during which trading in Securities of the Company is prohibited.
2. The trading window shall generally be closed for all Designated Persons between the first day subsequent to the end of a quarter for which financial results are required to be announced by the Company till 48 hours after disclosure of such financial results.
3. In addition to the above, Trading window may be closed by the Company during such times in addition to the above period as it may deem fit from time to time including when the Compliance Officer determines that a

Designated Persons or a class of Designated Persons can be reasonably expected to possess UPSI till 48 hours after the UPSI is made public.

4. The Trading Window shall open 48 (forty eight) hours after the UPSI is made generally available.
5. The communication related to closure and opening of the Trading Window shall be deemed to have been sent to all the Designated Person and Connected Persons and their relatives once intimation of it has been sent to the Stock Exchanges where Securities of the Company are listed and uploaded on the website of the Company.
6. Additionally, the communication related to closure of the Trading Window may also be sent by the Compliance Officer to Designated Persons as maybe applicable (**templates attached as Exhibit 1**).
7. Ignorance of the closure of the Trading Window or non- receipt of communication of closure of Trading Window shall not justify any trades undertaken by the Designated Persons or their relatives during such closure of Trading Window.

#### **PRE-CLEARANCE OF TRADE**

1. Designated Persons and their relatives may trade in the Securities of the Company when the trading window is open. But it shall require pre-clearance from the Compliance Officer in respect of trading in Securities of the Company, where the value of the Securities proposed to be traded, whether in one transaction or a series of transaction over any calendar quarter, aggregates to a traded value in excess of Rs. 10,00,000/- (Rupees Ten Lakhs). Trading in Securities above the said threshold by the Compliance Officer shall require pre-clearance from the Chairperson/Co-Chairperson of the Company. Trades executed as per an approved trading plan shall not require pre-clearance.
2. An application for pre-clearance of trades shall be made (**Exhibit 2**) by the Designated Persons along with an undertaking / declaration in (**Exhibit 3**).
3. No Designated Person shall apply for pre-clearance of any proposed trade if such Designated Person is in possession of UPSI even if the Trading Window is not closed.
4. The approval (**Exhibit 4**) shall be granted by the Company within 5 (five) trading days from the application being received complete in all respect. If the pre-clearance is not granted within the specified period, the request shall be deemed to have been rejected. There shall be no obligation to give reasons for withholding of approval.
5. Trades for which pre-clearance has been obtained, shall be executed within 7 (seven) trading days from the date of the approval of pre-clearance or such shorter period as may be specified in the pre-clearance approval, failing which a fresh pre-clearance shall be required to be obtained by the Designated Person.
6. Designated Persons shall file the details of the transactions in (**Exhibit 5**) with the Compliance Officer within 2 (two) trading days of the exercise of the trade. Even in cases where the transaction has not been undertaken, the same should be reported in the above format.
7. Designated Person and their relatives who is permitted to trade shall not execute a contra trade during next 6 (six) months following prior trade.
8. In case the contra trade is necessitated by personal emergency, on application made by the concerned Designated Person to the Compliance Officer or the Chairperson/Co-Chairperson as the case may be. The Compliance Officer or the Chairperson/Co-Chairperson as the case may be, may be empowered to grant

relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate the Regulations. Should a 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 SEBI for credit to the Investor Protection and Education Fund administered by SEBI under the Act. Provided that this shall not apply for trades pursuant to exercise of stock options.

### **TRADING PLAN**

1. An Insider who may be perpetually in possession of UPSI shall be entitled to formulate a trading plan to enable him to trade in Securities of the Company in future in a compliant manner and present it to the Compliance Officer pursuant to which trades may be carried out on his behalf in accordance with such plan.
2. Insiders desiring to formulate a trading plan may do so in accordance with the provisions of the Regulations and the terms and Conditions as set out below:
  - a) Trading Plan shall not entail commencement of trading on behalf of the Insider earlier than six months from the public disclosure of the plan;
  - b) Trading Plan shall not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the Company and the second trading day after the disclosure of such financial results;
  - c) Trading Plan shall entail trading for a period of not less than twelve months;
  - d) Trading Plan shall not entail overlap of any period for which another trading plan is already in existence;
  - e) Trading Plan shall set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade i.e. acquisition or disposal and the intervals at, or dates on which such trades shall be effected;
  - f) Trading Plan shall not entail trading in securities for market abuse;
  - g) Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the Securities outside the scope of the Trading Plan;
  - h) Trading Plan should not have any potential for violation of the Regulations and the Code. The Compliance Officer shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan;
  - i) Implementation of the Trading Plan shall not be commenced if any UPSI in possession of the Insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation. In such event the Compliance Officer shall confirm that the commencement ought to be deferred until such UPSI becomes generally available.
3. The Insider submitting such Trading Plan should also provide along with such Plan a self-declaration that such Trading Plan does not have any potential for violation of the Regulations and that Implementation of such Trading Plan shall not be commenced if any UPSI in possession of the Insider at the time of formulation of the plan has not become generally available at the time of the commencement of implementation. Basis, such self-declaration, the Compliance Officer shall review and approve the Trading Plan if it complies with the Regulations and the Code.

The Compliance Officer shall disclose the Trading Plan to the Stock Exchange(s) where the Securities of the Company are listed. The Trading Plan, if any of the Compliance Officer shall be reviewed and approved by the Chairperson/Co-Chairperson of the Company. Pre-clearance of trade shall not be required for a trade executed as per an approved Trading Plan.

4. Trading Window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved Trading Plan.

#### **INSTITUTIONAL MECHANISM FOR PREVENTION OF INSIDER TRADING AND INTERNAL CONTROLS**

The Chairperson/Co-Chairperson of the Company shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in the Regulations to prevent insider trading. The internal controls shall include the following:

- a) All concerned Head of Departments shall maintain an updated list of all employees of their respective Department and are identified as Designated Employee and other person(s) whom they consider to have access to UPSI. The said list is to be submitted to Chairperson/Co-Chairperson within 7 (seven) days from the beginning of the financial year and thereafter immediately on any change therein;  
All concerned Head of the Departments shall ensure that confidentiality agreements shall be signed or notice shall be served to all such employees and persons as mentioned hereinabove;
- b) Confidentiality of all the UPSI as defined under this Code or any such UPSI which shall be identified shall be maintained as per the requirements of the Regulations;
- c) Adequate restrictions shall be placed on communication or procurement of UPSI as required by the Regulations;
- d) All other relevant requirements specified under the Regulations shall be complied with;
- e) Periodic process review to evaluate effectiveness of such internal controls.

Senior Management Personnel (as defined under SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 from time to time) shall submit to the Compliance Officer on a quarterly basis confirming compliance with the Code within 7 (seven) days from the end of the quarter (**Annexure VII**).

The Audit Committee of the Company shall review compliance with the provisions of the Regulation at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

#### **INQUIRY IN CASE OF LEAK OF UPSI OR SUSPECTED LEAK OF UPSI**

Any inquiry in case of leak of UPSI or suspected leak of UPSI, can be commenced by any Employee, Designated Persons, any Regulatory or Statutory Authorities, any Central or State Government Department, Registrar and Share Transfer Agent or Insider of the Company (hereinafter referred as “Complainant”) in the manner as stated below. The Company suo moto reserves the right of initiating an inquiry under this Code.

#### **REPORTING/LODGING OF COMPLAINT**

Any Complainant who observes any kind of leak of UPSI or suspected leak of UPSI shall follow the following

procedure to report the same under this Code:

- i) The Complainant shall report the Complaint in writing, as soon as possible but not later than 30 (thirty) days after becoming aware of such leak or suspected leak so as to ensure a clear understanding of the issue raised. However in exceptional cases depending upon the seriousness of the case, a Complaint may be accepted even after 30 (thirty) days.
- ii) The Complaint shall be signed by the Complainant and shall be submitted under a covering letter in a closed and secured envelope.
- iii) All Complaint should be addressed to the Compliance Officer. Complaint against a Director of the Company or the Compliance Officer should be addressed to the Chairperson of Audit Committee. Complaint against the Chairperson of Audit Committee should be addressed to the Chairperson of the Board of Directors of the Company.

If the Compliance Officer is not in a position due to any reason to discharge the functions under the Code, then the Chairperson of Audit Committee shall discharge such functions.

If the Chairperson of Audit Committee is not in a position due to any reason, to discharge the functions under the Code, then the other Independent Directors of the Audit Committee will nominate one of themselves to discharge such functions.

- iv) The Contact details of the Chairperson of the Audit Committee, Chairperson of the Board and Compliance Officer is as under:

<b>Chairperson of the Audit Committee</b>	<b>Chairperson/Co-Chairperson of the Board</b>	<b>Compliance Officer (Company Secretary)</b>
Chairperson, Audit Committee New India Retailing & Investment Limited 5th Floor, 9/1, R. N. Mukherjee Road, Kolkata – 700 001	Chairperson/Co-Chairperson, Board New India Retailing & Investment Limited 5th Floor, 9/1, R. N. Mukherjee Road, Kolkata – 700 001	Compliance Officer (Company Secretary) New India Retailing & Investment Limited 5th Floor, 9/1, R. N. Mukherjee Road, Kolkata – 700 001

- v) The details of such complaint should be factual and not speculative and should contain as much specific information and documentary evidence(s) as possible to allow for proper assessment of the nature and extent of the Complaint.
- vi) Anonymous/Pseudonymous Complaint shall not be entertained by the Compliance Officer or the Chairperson of Audit Committee or the Chairperson/Co-Chairperson of the Board of Directors, as the case may be.
- vii) The Compliance Officer or the Chairperson of the Audit Committee or the Chairperson/Co-Chairperson of the Board of Directors of the Company who receives such Complaint shall immediately inform the Compliance Officer of such receipt of Complaint.

### **INVESTIGATION**

- i) On receipt of a Complaint with adequate details, the Compliance Officer or the Chairperson of the Audit Committee or the Chairperson/Co-Chairperson of the Board of Directors as the case may be, shall carry out initial enquiry.

If initial enquiry, indicates that the concern has no basis, or it is not a matter to be investigated under this Code, the Compliance Officer or the Chairperson of the Audit Committee or the Chairperson/Co-Chairperson of the Board of Directors, as the case may be, shall dismiss the Complaint and record the same.

If initial enquiry, indicates that further action is necessary to be carried out, the Compliance Officer or the Chairperson of the Audit Committee or the Chairperson/Co-Chairperson of the Board of Directors shall carry out thorough investigation expeditiously.

- ii) The Compliance Officer or the Chairperson of the Audit Committee or the Chairperson/Co-Chairperson of the Board of Directors may delegate the responsibility for conducting the investigation process to any person who has requisite knowledge and expertise in the concerned subject under investigation. Further, the Compliance Officer or the Chairperson of the Audit Committee or the Chairperson of the Board of Directors may call for any further information, documents as well as may carry out the examination as it may consider appropriate for the purpose of carrying out the investigation. In case an inquiry is initiated by the Company, the relevant intermediary or fiduciary shall co-operate with the Company in such inquiry.
- iii) The person against or in relation to whom the complaint has been raised (hereinafter referred to “**Alleged Person**”) shall normally be informed in writing of the allegations at the outset of a formal investigation and shall be given an opportunity for providing his/her inputs during the investigation. No allegation of wrong doing against the Alleged Person shall be considered as maintainable unless there is good evidence in support of the Complaint. Alleged Person shall co-operate during the investigation process.
- iv) The Compliance Officer or the Chairperson of the Audit Committee or the Chairperson/Co-Chairperson of the Board of Directors or any other person carrying out investigation under the Code, shall ensure that evidence is not withheld, destroyed or tampered with and witness is not influenced, coached, threatened or intimidated.
- v) The Compliance Officer or the Chairperson of the Audit Committee or the Chairperson/Co-Chairperson of the Board of Directors shall after conducting the investigation process, prepare an investigation report incorporating the findings of the investigation process.
- vi) Unless there are compelling reasons not to do so, the Alleged Person and the Complainant will be given an opportunity to respond to the findings of the investigation report.
- vii) Upon finalization, the investigation report prepared by the Compliance Officer or the Chairperson of the Audit Committee or the Chairperson/Co-Chairperson of the Board of Directors shall be submitted to the Audit Committee of the Company.
- viii) The Compliance Officer or the Chairperson of the Audit Committee or the Chairperson/Co-Chairperson of the Board of Directors of the Company shall keep the Compliance Officer of the Company informed about the investigation process.

#### **DISPOSAL**

On submission of investigation report by the Compliance Officer or the Chairperson of the Audit Committee to the Audit Committee, the Audit Committee shall either:

- In case the Complaint is proved, accept the findings and make recommendations to the Chairperson/Co-Chairperson of the Company to take such penal/disciplinary action as provided under the Code; or
- In case the Complaint is not proved, extinguish the matter.

The Compliance Officer or the Chairperson of the Audit Committee or the Chairperson/Co-Chairperson of the Board of Directors of the Company shall immediately inform the Compliance Officer about the results of such inquiry.

The Compliance Officer on receipt of information from the Compliance Officer or the Chairperson of the Audit Committee or the Chairperson/Co-Chairperson of the Board of Directors of the Company, as the case may be, shall promptly inform Securities and Exchange Board of India of such leaks, inquiries and results of such inquiries.

#### **PROCESS FOR HOW AND WHEN PEOPLE ARE BROUGHT 'INSIDE' ON SENSITIVE TRANSACTION(S)**

The Chairperson/Co-Chairperson / Chief Executive Officer / Concerned Head of Departments of the Company dealing with any UPSI shall decide on how and when any person(s) should be brought 'inside' on any proposed or ongoing sensitive transaction(s).

A person(s) shall be brought inside on any proposed or ongoing sensitive transaction(s) of the Company who may be an existing employee or an existing / proposed partner, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants etc. for legitimate purpose.

Any person(s) who has/have been brought inside on any proposed and/or ongoing sensitive transaction(s) and in receipt of UPSI shall be considered an "Insider" for purposes of this Code and due notice as specified in Annexure - A of the "Code of Practices and Procedures for Fair Disclosure of UPSI" of the Company shall be given to such persons to maintain confidentiality of such UPSI in compliance with the Regulations.

#### **DISCLOSURE REQUIREMENTS**

##### **Initial Disclosure**

<b>Sl. No.</b>	<b>By whom</b>	<b>Disclosure Requirement</b>	<b>To whom</b>	<b>Time Period</b>	<b>Format</b>
A.	Every person <ul style="list-style-type: none"> <li>• on appointment as Key Managerial Personnel</li> <li>• on appointment as Director</li> <li>• upon becoming a Promoter or a member of the Promoter Group</li> </ul>	Holding of securities of the Company as on the date of appointment or becoming a Promoter or a member of the Promoter Group	Compliance Officer	Within 7 (seven) days of appointment or becoming a Promoter or a member of the Promoter Group	As set out in <b>Annexure I</b>

B.	Every Person on becoming a Designated Person	<ul style="list-style-type: none"> <li>• PAN/any other identifier authorised by law</li> <li>• Details of Relatives</li> <li>• Person with whom such Designated Person share a material financial relationship</li> <li>• Phone, Mobile or Cell numbers used by Designated Person</li> <li>• Educational Institutions from which Designated Person has graduated</li> <li>• Names of the past employers of Designated Person</li> </ul>	Compliance Officer	Within 7 (seven) days of becoming a Designated Person	As set out in <b>Annexure II</b>
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**Continual Disclosure**

Sl. No.	By whom	Disclosure Requirement	To whom	Time Period	Format
C.	<ul style="list-style-type: none"> <li>• Promoter</li> <li>• Member of the Promoter Group</li> <li>• Designated Person</li> <li>• Director</li> </ul>	Number of securities acquired or disposed of, 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.10,00,000 (Rupees Ten Lakhs)	Compliance Officer	within 2 (two) trading days of such transaction	As set out in <b>Annexure III</b>
D.	Company through its Compliance Officer	Information as stated in Point C above	the Stock Exchange(s)	within 2 (two) trading days of receipt of disclosure as set in <b>Annexure III</b> or from becoming aware of such information	No specified Format
E.	Designated Person	Change in any of the following information: <ul style="list-style-type: none"> <li>• Details of Relatives;</li> </ul>	Compliance Officer	Within 7 (seven) days of	As set out in <b>Annexure IV</b>

		Person with whom such Designated Person share a material financial relationship		such change	
		<ul style="list-style-type: none"> <li>• Phone, Mobile or Cell numbers used by Designated Person</li> </ul>			

**Annual Disclosure**

F.	Designated Person	<ul style="list-style-type: none"> <li>• Details of Relatives</li> <li>• Person with whom such Designated Person share a material financial relationship</li> <li>• Phone, Mobile or Cell numbers used by Designated Person</li> </ul>	Compliance Officer	Within 15 (fifteen) days from the beginning of the financial year	As set out in <b>Annexure IV</b>
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**Other Disclosure**

Sl. No	By whom	Disclosure Requirement	To whom	Time Period	Format
G.	Any other Connected Person as may be decided by the Company	Holdings and trading of Securities of the Company at such frequency as may be determined by the Company	the Company	within 2 (two) trading days of such transaction	As set out in <b>Annexure V</b>

The disclosures mentioned hereinabove shall be maintained by the Company for a period of 5 (five) years.

\* Note: The disclosures mentioned hereinabove by any person shall **include those relating to trading by such person's relatives** and by any other person for whom such person takes trading decisions.

**PENALTIES FOR CONTRAVENTION**

1. Persons governed by this Code who trade in Securities or communicate any information for trading in Securities in contravention of the provisions of this Code and the Regulations and who violate any of the provisions of this Code and the Regulations shall be subject to penal/disciplinary action by the Company which may include monetary penalty, wage freeze, suspension, recovery, claw back etc. as may be decided by the Chairperson/Co-Chairperson of the Company and his absence by the Chairman of the Board of Directors.
2. The action by the Company shall not preclude SEBI or other Regulatory authorities from taking any action against those who are found guilty of Insider Trading.
3. In case it is observed that there has been violation of the Regulations, the Compliance Officer shall promptly inform the Securities and Exchange Board of India.

**SUPPLEMENTARY PROVISIONS**

1. The Board may review the Code as and when deemed necessary and make any changes or modification as it may deem fit and this Code shall be made available at the web site of the Company.
2. In case of any subsequent changes in the provisions of the Regulations which make any of the provisions in the Code inconsistent with the Regulations, then the provisions of the Regulations would prevail over the Code and the provisions in the Code would be modified in due course to make it consistent with the Regulations.

DRAFT

**Exhibit – 1****To: Designated Persons of the Company (For Individuals)**

Sub: NIRIL - Closure of Trading Window for dealing in Securities of the Company

Pursuant to the provisions of the “CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSON” (Code), the trading window for dealing in shares of New India Retailing & Investment Limited (the “Company”) shall remain closed from \_\_\_\_\_ till the expiry of 48 hours after the public announcement of the \_\_\_\_\_(UPSI for which Trading Window is proposed to be closed) is made, for all the Designated Persons and their Immediate Relatives (which includes Promoters, Directors & KMP’s etc. of the Company). A copy of the Code of Conduct is attached herewith for your reference and adherence.

Accordingly, the Designated Persons and their Relatives should not deal in the shares of the Company during the aforesaid period and it shall be the Designated Persons’ responsibility to ensure compliance of the Code and the SEBI (Prohibition of Insider Trading) Regulations, 2015 along with your relatives.

You are further requested to forward us the quarterly and/or annual statement of transactions in the shares of the Company **(as per Annexure VI/Annexure VII)** on or before 15 (fifteen) days from the end of the quarter/year in the event you have transacted in securities of the Company. If there is no transaction in the particular quarter, the “NIL” statement is not required to be submitted but in case of annual disclosure you are requested to submit “NIL” statement as per **Annexure VII**.

The above is for your information and doing the needful.

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**To: Designated Persons of the Company (For Non- Individuals)**

Sub: NIRIL - Closure of Trading Window for dealing in Securities of the Company

Pursuant to the provisions of the “CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSON” (Code), the trading window for dealing in shares of New India Retailing & Investment Limited (the “Company”) shall remain closed from \_\_\_\_\_ till the expiry of 48 hours after the public announcement of the \_\_\_\_\_(UPSI for which Trading Window is proposed to be closed) is made.

I request your Firm/Company/Body Corporate (as may be applicable) to refrain from trading in the Company's Securities during this period. It shall be the responsibility of your Firm/Company/Body Corporate to ensure compliance of the Code and the SEBI (Prohibition of Insider Trading) Regulations, 2015. You are also requested to inform the closure of the trading window to all the associated person(s) of your Firm/Company/Body Corporate who may be in possession of any UPSI pertaining to the above purpose and request them to refrain (either individually or through their relatives) from trading in the Company's Securities during the close of the Trading Window and abide by the provisions of the Code.

You are further requested to forward us the quarterly statement of transactions in the shares of the Company for **(as per Annexure VI)** on or before seven days) days from the end of the quarter in the event you have transacted in securities of the Company. If there is no transaction in the particular quarter, the “NIL” statement is not required to be submitted.

You are receiving this email as a Connected/Designated Person covered under the SEBI (Prohibition of Insider Trading) Regulations, 2015 and also under the Code.

Thank you for your co-operation in this regard.

**Exhibit – 2****APPLICATION FOR PRE-CLEARANCE OF TRADE IN SECURITIES**

To,  
 The Compliance Officer / Chairperson / Co-Chairperson  
 New India Retailing & Investment Limited  
 5th Floor, 9/1, R. N. Mukherjee Road,  
Kolkata – 700 001

Dear Sir,

**Sub: Application for pre-clearance of trade in Securities of the Company**

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Code of Conduct to regulate, monitor and report trading by Designated Person, I seek approval to trade in Securities the Securities of the Company as per details given below:

1.	Name of the Applicant	
2.	Designation	
3.	The proposal is for b. Purchase of securities c. Subscription to securities d. Sale of securities	
4.	Name of the Relative and relation, if the transaction is in the name of the Relative	
5.	PAN of the Applicant and the Relative as stated in Point 4 above.	
6.	Folio No./DP ID/Client ID of the Applicant and the Relative as stated in Point 4 above.	
7.	Proposed date of trading in Securities	
8.	Estimated number of Securities proposed to be traded	
9.	Whether the proposed transaction will be through stock exchange or off-market deal	
10.	Number of Securities held as on date (including through Relatives)	
11.	Price at which the transaction is proposed	
12.	Folio No. / DP ID / Client ID where the securities will be credited / debited	

I enclose herewith the form of Undertaking signed by me.

Yours faithfully

Signature: \_\_\_\_\_

Name:

Date:

**UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-CLEARANCE OF  
TRADE IN SECURITIES****UNDERTAKING ACCOMPANING EXHIBIT – 2**

In relation to the above trade(s), I undertake that:

- i. I am not and do not expect to be in possession of or otherwise privy to any Unpublished Price Sensitive Information (as defined in the Company's Insider Code).
- ii. In the event that I have access to or receive any information that could be construed as "Unpublished 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 generally available.
- iii. I shall hold the Securities for a minimum period of 6 (six) months from the date of purchase and shall not enter into opposite transaction within 6 (six) months/I have complied with the requirement of the minimum holding period of 6 months with respect to shares sold.
- iv. I have not contravened the provisions of the Code as applicable from time to time.
- v. I shall submit the necessary report after execution of the transaction within 2 (two) trading days in Exhibit – 5 as provided in the Code / a 'Nil' report if the transaction is not undertaken.
- vi. If approval is granted, I shall execute the deal within 7 (seven) trading days of the receipt of approval or such shorter period permitted in the approval failing which I shall seek fresh pre-clearance and shall not execute any order until such pre- clearance is obtained.
- vii. I declare that I have made full and true disclosure in the matter. I undertake that I shall indemnify as under:
  - a) to hold the Company, its Directors, Compliance Officer and Employees faultless in the event of any investigation against me for insider trading by any regulatory authority;
  - b) to make good to the Company, its Directors, Compliance Officer and Employees for all economic losses, fines or penalty, if any, imposed on the Company, its Directors, Compliance Officer and /or Employees as a result of any investigation by any regulatory authority/ authorities into any of the trade entered by me in the shares/securities of the Company; and
  - c) to compensate the Company, its Directors, Compliance Officer and Employees for and towards all legal expenses incurred in defending itself in such investigations, including advocate's fees.

Yours faithfully

Signature: \_\_\_\_\_

Name:

Date:

**FORMAT FOR PRE-CLEARANCE ORDER**

Date:

To,

Name:

Designation:

Your application dated \_\_\_\_, seeking approval to deal in \_\_\_\_\_ securities of the Company is hereby acknowledged. Having regard to the information furnished, consent is as under :

**REFUSED**

**GIVEN ON THE FOLLOWING CONDITIONS**

- (a) You are not and do not expect to be in possession of any Unpublished Price Sensitive Information at the time of the Trading.
- (b) You have not contravened the Code or the SEBI (Prohibition of Insider Trading), Regulations, 2015
- (c) You have made full and true disclosure in the matter.

This approval is being issued to you based on various declarations, undertakings & representations made by your goodself in your said application.

Designated Persons who trade in manner (i.e. buy/ sell or otherwise deal) in the securities of the Company shall not enter into an opposite transaction i.e. buy / sell/ or otherwise deal in securities of the Company during the next six months following the prior transaction.

In case you have received any "Unpublished Price Sensitive Information" after submission of your application for trade of securities or after obtaining this approval and before effectuating the trade, please inform the Compliance Officer of the change in the position and refrain from trading in the securities till such information is made generally available.

This approval has been granted for trading in securities within \_\_trading days w.e.f. \_\_\_\_\_failing which please seek pre-clearance again.

Further, you are required to submit necessary report after execution of the transaction within 2 (two) trading days and in Exhibit – 5 as provided under the Code. In case the transaction is not undertaken a 'Nil' report shall be submitted.

Yours faithfully,

**for New India Retailing & Investment Limited**

COMPLIANCE OFFICER

Date: \_\_\_\_\_

**FORMAT FOR DISCLOSURE OF TRANSACTIONS**

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

To,  
The Compliance Officer,  
New India Retailing & Investment Limited  
5th Floor, 9/1, R. N. Mukherjee Road,  
Kolkata – 700 001

I hereby inform that I (including through my Relative) (tick whichever is applicable)

have not bought/sold/subscribed any securities of the Company  
 have traded in \_\_\_\_\_ securities as mentioned below on \_\_\_\_\_ (date)

Name of holder	No of securities traded	Brought /Sold /Subscribed	DP ID /Client ID /Folio No.	Price (Rs.)	Value (Rs.)

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 along with reasons in writing (*applicable in case of purchase/ subscription*).

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

Date: \_\_\_\_\_

Signature:

Name:

Designation

**FORM B**  
**SEBI (Prohibition of Insider Trading) Regulations, 2015**  
**[Regulation 7(1)(b) read with Regulation 6(2) – Disclosure on becoming a Key Managerial Personnel/Director/Promoter/Members of the Promoter Group]**

Name of the Company: \_\_\_\_\_

ISIN of the Company: \_\_\_\_\_

**Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2)**

Name, PAN, CIN/DIN & address with contact nos.	Category of Person (KMP /Director or Promoter or member of the promoter group/Immediate relative to /others etc)	Date of appointment of KMP/Director/ OR Date of becoming Promoter/member of the promoter group	Securities held at the time of appointment of KMP/ Director or upon becoming Promoter or member of the Promoter Group		% of Shareholding
			Type of security (For eg. – Shares, Warrants, Convertible Debentures, Rights entitlementsetc.)	No	
1	2	3	4	5	6

*Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.*

**Details of Open Interest (OI) in derivatives of the Company held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2)**

Open Interest of the Future contracts held at the time KMP/ Director or upon becoming Promoter or member of the Promoter Group			Open Interest of the Option Contracts held at the time KMP/ Director or upon becoming Promoter or member of the Promoter Group		
Contract Specifications	Number of units (contracts* lot size)	Notional value in Rupee terms	Contract Specifications	Number of units (contracts* lot size)	Notional value in Rupee terms
7	8	9	10	11	12

*Note: In case of Options, notional value shall be calculated based on premium plus strike price of Options*

Name & Signature:

Designation:

Date:

Place :

**ONE TIME DISCLOSURE TO THE COMPANY BY DESIGNATED PERSONS**

[In terms of Clause 14 of Schedule B to the SEBI (Prohibition of Insider Trading) Regulations, 2015]

**Name of the Company: NEW INDIA RETAILING & INVESTMENT LIMITED****ISIN of the Company : INE347W01011****1. Details of Designated Person**

Name, & address, PAN, contact nos.	Category of Person (Promoters/KMP / Directors/ Immediate Relatives to / others etc.)	Details of the Educational Institution from which Designated Person has graduated			Full names of past employers (start from the last employer)
		Name of Institution	Course	Year of Passing	

**2. Details of Immediate Relatives**

Name and Address of Immediate Relative	Relationship with Designated Person	PAN of Immediate Relative	Mobile / Cell No. of Immediate Relative

**Note: Immediate 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 at sub-clause (iv)

**3. Details of person with whom Designated Person shares Material Financial Relationship\***

Name and Address of Person with whom the Designated Person shares Material Financial Relationship	Relationship, if any	PAN of Person with whom the Designated Person shares Material Financial Relationship	Mobile / Cell No. of Person with whom the Designated Person shares Material Financial Relationship

\* "Material Financial Relationship" means a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding 12 (twelve) months, equivalent to at least 25% of such payer's annual income but shall exclude relationships in which the payment is based on arm's length transactions.

Name :  
Signature :  
Designation :  
Date :

**FORM C****Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7  
(2) read with Regulation 6(2) - Continual Disclosure]**

Name of the Company: \_\_\_\_\_

ISIN of the Company: \_\_\_\_\_

**Details of change in holding of Securities of Promoter, Member of the Promoter Group, Designated Person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2)**

Name, PAN No., CIN/DIN, & address with contact nos.	Category of Person (Promoter/member of the promoter group/designated person/Directors / immediate relative to / others etc.)	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/acquisition of shares/disposal of shares, specify		Date of intimation to company	Mode of acquisition/disposal (on market/public/rights/preferential offer / off market/ Inter-se transfer, ESOPs etc.	Exchange on which the trade was executed
		Type of securities(For eg. Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of shareholding	Type of securities(For eg. Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No.	Value	Transaction Type (Purchase / Sale/Pledge/ Revocation/ Invocation/Others please specify)	Type of securities(For eg. Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of shareholding	From	To			
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)	(14)	

Note (i) "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015. (Prohibition of Insider Trading) Regulations, 2015

(ii) Value of transaction excludes taxes/brokerage/any other charges

**Details of trading in derivatives on securities of the Company by Promoter, Member of the Promoter Group, Designated Person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2)**

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was executed
Type of Contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
(16)	(17)	(18)	(19)	(20)	(21)	(22)

Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.

Name &amp; Signature: \_\_\_\_\_

Designation: \_\_\_\_\_

Date: \_\_\_\_\_

Place: \_\_\_\_\_

**DISCLOSURE ABOUT IMMEDIATE RELATIVES AND PERSONS WITH WHOM DESIGNATED PERSON SHARES MATERIAL FINANCIAL RELATIONSHIP**

**Name of the Company:** New India Retailing & Investment Limited

**ISIN of the Company :** INE347W01011

Purpose : Annual Disclosure / Disclosure on Change of details (strike out whatever is not applicable) Date of Change (IF APPLICABLE) :

**1. DETAILS OF IMMEDIATE RELATIVES**

Name and Address of Immediate Relative	Relationship with Designated Person	PAN of Immediate Relatives	Mobile / Cell No. of Immediate Relative

**Note: Immediate 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 at sub-clause (iv)

**2. DETAILS OF PERSON WITH WHOM DESIGNATED PERSON SHARES MATERIAL FINANCIAL RELATIONSHIP\***

Name and Address of Person with whom the Designated Person shares Material Financial Relationship	Relationship, if any	PAN of Person with whom the Designated Person shares Material Financial Relationship	Mobile / Cell No. of Person with whom the Designated Person shares Material Financial Relationship

\* “Material Financial Relationship” means a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding 12 (twelve) months, equivalent to at least 25% of such payer’s annual income but shall exclude relationships in which the payment is based on arm’s length transactions.

Name & Signature :  
 Designation :  
 Date :  
 Place :

**FORM - D****Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015  
[Regulation 7(3) - Transactions by Other connected persons as identified by the Company]****Details of trading in securities by other connected persons as identified by the company**

Name, PAN, CIN/DIN, & address with contact nos. of other connected persons as identified by the company	Connecti on with company	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/acquisiti on of shares/sale of shares, specify		Date of intimation to company	Mode of acquisition /disposal (market purchase/pub lic rights/ preferenti al offer / off market/ Inter-se transfer, ESOPs etc.	Exchange on which the trade was executed
		Type of securities (For eg. Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of shareholdi ng	Type of securities(For eg. Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No.	Value	Transaction Type (Purchase / Sale / Pledge / Revocation/ Invocation/ Others please specify)	Type of securities(For eg. Shares, Warrants, Convertible Debentures, Rights entitlements etc.)	No. and % of shareho lding	From	To			
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)	(13)	(14)	(15)

Note (i) "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015. (Prohibition of Insider Trading) Regulations, 2015  
(ii) Value of transaction excludes taxes/brokerage/any other charges

**Details of trading in derivatives on securities of the Company by by other connected persons as identified by the company**

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was executed
Type of Contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
(16)	(17)	(18)	(19)	(20)	(21)	(22)

Note: In case of Options, notional value shall be calculated based on Premium plus strike price of options.

Name:  
Signature  
Place:

**QUARTERLY STATEMENT OF TRANSACTIONS IN  
SECURITIES FOR THE QUARTER ENDED \_**

Date: \_\_\_\_\_

Compliance Officer  
New India Retailing & Investment Limited  
Registered Office, 5th Floor,  
Birla Building, 9/1, R N Mukherjee Road  
Kolkata – 700 001

**1. QUARTERLY STATEMENT OF TRANSACTIONS IN SECURITIES BY DESIGNATED PERSON**

No. of Securities held on 1 <sup>st</sup> day of the quarter (opening balance)	Nature of Securities	No. of Securities bought during the quarter	No. of Securities sold during the quarter	No. of Securities held on last day of the quarter (closing balance)	*Folio No./ Client ID & DP ID No.

**2. QUARTERLY STATEMENT OF TRANSACTIONS IN SECURITIES BY IMMEDIATE RELATIVE(S)**

Name, PAN No. and address of relative	Relationship	Nature of Securities	No. of Securities held on 1 <sup>st</sup> day of the Quarter (opening balance)	No. of Securities bought during the quarter	No. of Securities sold during the quarter	No. of Securities held on the last day of the quarter (closing balance)	*Folio No./ Client ID & DP ID No.

\*I/We declare that I/We shall not enter into a contra Trade in the Securities of the Company during the next 6 months following the last Trade.

\*I/We further declare that the above disclosure is true and correct.

Signature :  
Name :  
Designation :  
Department :

\* Strikeout whatever is not applicable

## ANNUAL DISCLOSURE

Compliance Officer  
 New India Retailing & Investment Limited  
 Registered Office, 5th Floor,  
 Birla Building, 9/1, R N Mukherjee Road  
 Kolkata – 700 001

## 1. ANNUAL STATEMENT OF SECURITIES HELD BY DESIGNATED PERSON

No. of Securities held on 1 <sup>st</sup> day of the quarter (opening balance)	Nature of Securities	No. of Securities bought during the quarter	No. of Securities sold during the quarter	No. of Securities held on last day of the quarter (closing balance)	*Folio No./ Client ID & DP ID No.

## 2. ANNUAL STATEMENT OF SECURITIES HELD BY IMMEDIATE RELATIVE(S)

Name, PAN No. and address of relative	Relationship	Nature of Securities	No. of Securities held on 1 <sup>st</sup> April,..... (opening balance)	No. of Securities bought during the year	No. of Securities sold during the year	No. of Securities held on 31 <sup>st</sup> March,..... (closing balance)	*Folio No./ Client ID & DP ID No.

\*I/We declare that I/We shall not enter into a contra Trade in the Securities of the Company during the next 6 months following the last Trade.

\*I/We further declare that the above disclosure is true and correct.

Signature :  
 Name :  
 Designation :  
 Date :

\* Strikeout whatever is not applicable

**QUARTERLY / ANNUAL DECLARATION FOR CODE OF CONDUCT**

To,  
**The Compliance Officer**  
**New India Retailing & Investment Limited**  
5th Floor, 9/1, R. N. Mukherjee Road,  
Kolkata – 700 001

I, \_\_\_\_\_(Name of SMP), \_\_\_\_\_(Designation of SMP) of the Company do hereby solemnly affirm that I have duly complied with the provisions of **CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY DESIGNATED PERSONS** of the Company during the Quarter / Financial year ended \_\_\_\_\_.

Signature : \_\_\_\_\_  
Name : \_\_\_\_\_  
Designation : \_\_\_\_\_  
Date : \_\_\_\_\_  
Place : \_\_\_\_\_