

# RICHIRICH INVENTURES LIMITED

CIN-165990MH1986PLC039163

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April 01, 2019

To,  
The Manager (Listing),  
BSE Limited  
P.J. Towers, Dalal Street,  
Mumbai - 400 001  
Ph: 022 2272 1233/34  
Fax: 022 2272 3719

**Sub: Outcome of the circular resolutions passed by the Board of Directors**  
**Ref: Scrip Code - 519230**

Dear Sir/Madam,

This is to inform you that the Board of Directors of the Company through Circular Resolutions passed today i.e. April 1, 2019, has approved the revision in the following Codes of the Company to align the content of the same with the provisions of the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018:

- a. Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information; and
- b. Code of Conduct for Prevention of Insider Trading.

Pursuant to requirements of Regulation 8 (2) of SEBI (Prohibition of Insider Trading) Regulations, 2015, please find enclosed herewith the revised Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information after incorporating the changes as required pursuant to provisions of the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

Kindly acknowledge the receipt and take the same on your record.

Thanking you,

Yours faithfully,

For RICHIRICH INVENTURES LTD

*Renu Jain*  
Renu Jain  
Director  
DIN: 00094290  
Encl: As above



**CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED  
PRICE SENSITIVE INFORMATION**

***[Pursuant to Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations, 2015 &  
Schedule A]***

**1) INTRODUCTION**

The Securities & Exchange Board of India (SEBI), in its endeavor to put in place a framework for prohibition of insider trading in securities and to strengthen the legal framework thereof, had formulated SEBI (Prohibition of Insider Trading Regulations), 2015 (the “said Regulations”) effective from May 15, 2015 under the powers conferred on it under the SEBI Act, 1992.

Regulation 8(1) of the said Regulations requires listed companies to formulate a code of practices and procedures for fair disclosure of unpublished price sensitive information that it would follow in order to adhere to each of the principles set out in Schedule A to the said Regulations.

In accordance with the requirements of Regulation 8(1) of the said Regulations, this Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (the “Code”) was initially framed by the Company for fair disclosure of events and occurrences that could impact price discovery in the market for its securities.

In order to align the content of the Code with the provisions of the SEBI (LODR) Regulation, 2015 (“Listing Regulations”), the Board had, adopted the revised Code lateron.

In order to align the content of the Code with the provisions of the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, the Board has, adopted this revised Code on April 01, 2019 and the same shall be effective from April 01, 2019.

**2) OBJECTIVE**

The objective of this Code is to formulate a framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for Company’s securities and to maintain the uniformity, transparency and fairness in dealings with all stakeholders and ensure adherence to applicable laws and regulations.

**3) SCOPE**

The Company endeavors to preserve the confidentiality of un-published price sensitive information (UPSI) and to prevent misuse of such information. The Company is committed to transparency and fairness in dealing with all stakeholders and in ensuring adherence to all laws and regulations.

**4) CHIEF INVESTOR RELATIONS OFFICER**

The Compliance Officer of the Company has been designated as “Chief Investor Relations Officer” to deal with dissemination of information and disclosure of unpublished price sensitive information.

## 5) PRINCIPLES OF FAIR DISCLOSURE OF UPSI

### (i) The Company shall ensure:

- prompt public disclosure of UPSI, provided that UPSI relates to credible and concrete information as soon as it is determined that UPSI is based on credible and concrete information, such UPSI shall be made Generally Available through amongst others, intimating BSE Limited and uploading the relevant UPSI on publicly accessible portion of the Company's website in order to make such information Generally Available;
- uniform and universal dissemination of UPSI to avoid selective disclosure;
- prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information Generally Available to all/public;
- that appropriate and fair response is promptly provided to queries on news reports and requests for verification of market rumours by the regulatory authorities, if any;
- that information shared with analysts and research personnel is not UPSI;
- to develop best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on Company's official website to ensure official confirmation and documentation of disclosures made, unless such UPSI is made generally available; and
- to handle all UPSI on a need-to-know basis. It shall be disclosed to Company officials only after a proper clarification is sought as to the purpose for which the information is needed.

### (ii) Chief Investor Relations Officer:

- Chief Investor Relations Officer to oversee dissemination of information and disclosure of UPSI.
- The Chief Investor Relations Officer shall be responsible for Compliance of this policy, co-ordinating disclosure and intimating the incident of actual or suspected leak of UPSI to Stock Exchange.
- Report the incident of actual or suspected leak of UPSI to the Securities and Exchange Board of India.
- In respect of management and dissemination of UPSI, the Chief Investor Relations Officer shall report to the CEO and/or MD.
- The disclosure/dissemination of UPSI shall be approved in advance by the CEO and/or MD.
- The Chief Investor Relations Officer shall ensure that information shared with analysts and research personnel is not UPSI. The Chief Investor Relations Officer shall be responsible for educating staff on disclosure policies and procedures.

## **6) DISSEMINATION OF PRICE SENSITIVE INFORMATION**

1. Unpublished price sensitive information shall be disclosed promptly to the Stock Exchange where securities of the Company are listed as soon as credible and concrete information comes into being in order to make such information generally available to avoid selective disclosure and shall also be simultaneously uploaded on the website of the Company to ensure uniform and universal dissemination of the same on a continuous basis.
2. For this purpose, unpublished price sensitive information means any information which relates directly or indirectly to the Company and which, if published is likely to affect the price discovery of shares of the Company. The following shall be deemed to be unpublished price sensitive information:
  - i. financial results;
  - ii. dividends;
  - iii. change in capital structure;
  - iv. mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions; and
  - v. changes in key managerial personnel.
3. The Company shall follow all applicable guidance note(s)/circular(s)/direction(s)/provisions of Listing Regulations and any other applicable rule(s)/regulation(s) issued by Stock Exchange(s), SEBI and other statutory authorities with respect to the timing and contents of the abovementioned disclosure(s).

## **7) DISCLOSURE/DISSEMINATION OF PRICE SENSITIVE INFORMATION WITH SPECIAL REFERENCE TO ANALYSTS, MEDIA PERSONS AND INSTITUTIONAL INVESTORS/SHAREHOLDERS:**

The following guidelines shall be followed by the Chief Investor Relations Officer while dealing with analysts and institutional investors:

- a) No UPSI shall be communicated and any information that is shared should be previously generally available.
- b) Unanticipated questions may be taken on notice and a considered response given later. If the response includes or is likely to include UPSI, such response should be made Generally Available by, among others, intimating the Stock Exchanges and publishing the UPSI on the publicly accessible portions of the Company's website.
- c) To publish transcripts or records of proceeding of meetings with analysts, media person, and an investor/ shareholder on the publicly accessible portions of the Company's website after every such meeting.

## **8) LEGITIMATE PURPOSE**

The Unpublished price sensitive information can be shared as an exception by an Insider for Legitimate purposes in the ordinary course of business and administration of the Company. The Company also has a Policy for determination of Legitimate Purposes for which the UPSI can be shared, which has been attached with this Code and marked as "Schedule-A, provided it is not shared to evade or circumvent the prohibition under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015.

## **9) CODE OF CONDUCT**

The Company shall adhere to the prescribed standards this code of conduct.

## **10) AMENDMENT**

The Board of Directors of the Company, subject to applicable laws, rules & Regulations, may amend / substitute any provision(s) with a new provision(s) or replace this entire Policy with a new Policy.

In any circumstance where the terms of this Policy differ from any law, rule, regulation etc. for the time being in force, the law, rule, regulation etc. shall take precedence over this Policy.

This Policy and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchanges, if required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment, re-amendment or re-enactment thereto.

## **11) Approved and Adopted**

This Policy has been approved by the Board on \_\_\_\_day, \_\_\_\_\_, 2019.

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“Schedule-A”

**POLICY FOR DETERMINATION OF LEGITIMATE PUROSES**

*[Pursuant to Regulation 3 (2A) of SEBI (Prohibition of Insider Trading) Regulations, 2015]*

**1) INTRODUCTION**

This Policy, as a part of “Code of Fair Disclosure and Conduct” formulated under Regulation 8(1) of SEBI (Prohibition of Insider Trading) Regulations 2015 (here in after referred as **“the Regulation”**) and subsequently amended vide Regulation 3(2A) of SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018, will be known as "Policy for Determination of Legitimate Purposes" hereinafter referred to as the "Policy".

**2) OBJECTIVE**

The objective of this policy is to identify 'Legitimate Purposes' for performance of duties or discharge of legal obligations, which will be considered as exception for the purpose of procuring unpublished price sensitive information (UPSI) relating to the Company or its listed securities or proposed to be listed securities, if any.

**3) DEFINITION**

**a) "Legitimate Purposes"** shall mean sharing of UPSI in the ordinary course of business by an Insider with the following persons, where such communication is for performance of duties or discharge of legal obligations or for need-to-know basis etc., provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Regulation:

1. Promoters and Promoter Group of the Company
2. Auditors (Statutory, Internal, Branch, Cost, Secretarial, GST and any other Auditor as applicable)
3. Staff Members of the Audit firm/team conducting the Audit
4. Collaborators
5. Lenders
6. Customers
7. Suppliers
8. Bankers
9. Merchant Bankers
10. Legal Advisors
11. Insolvency Professionals
12. Consultants
13. Any other advisors/consultants/partners
14. Any other person with whom UPSI is shared

**b) "Insider"**-means any person as defined in clause (g) of Regulation 2 of the SEBI (Prohibition of Insider Trading) Regulations, 2015

**4) DIGITAL DATABASE**

A structured digital database shall be maintained containing the names of such persons or entities, as the case may be, with whom UPSI is shared under Regulation 3 along with the Permanent Account Number (PAN) or any other identifier authorized by law, where PAN is not available. Such database shall be maintained with adequate internal controls and checks, such as time stamping and audit trails to ensure non-tampering of the database.

**5) RESTRICTIONS ON COMMUNICATION AND TRADING BY INSIDERS**

The Company may execute an agreement with, or communicate to, all Insiders, who are in possession of UPSI, for non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, and shall not otherwise trade in securities of the company when in possession of unpublished price sensitive information.

**6) AMENDMENT**

The Board of Directors of the Company, subject to applicable laws, rules & Regulations, may amend / substitute any provision(s) with a new provision(s) or replace this entire Policy with a new Policy.

In any circumstance where the terms of this Policy differ from any law, rule, regulation etc. for the time being in force, the law, rule, regulation etc. shall take precedence over this Policy.

This Policy and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchanges, if required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment, re-amendment or re-enactment thereto.

**7) APPROVED AND ADOPTED**

This Policy has been approved and adopted by the Board on \_\_\_\_ day, \_\_\_\_\_, 2019.

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## **POLICY FOR PROCEDURE OF INQUIRY IN CASE OF LEAK OF UNPUBLISHED PRICE SENSITIVE INFORMATION ("UPSI")**

*[Under Regulation 9A of SEBI (Prohibition of Insider Trading) Regulations, 2015]*

### **1) BACKGROUND**

The SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 has mandated every listed company to formulate a written policy and procedures for inquiry in case of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information and initiate appropriate inquiries on becoming aware of leak of unpublished price sensitive information or suspected leak of unpublished price sensitive information and inform the Board promptly of such leaks, inquiries and results of such inquiries.

### **2) APPLICABILITY**

This Policy for Procedure of Inquiry in case of Leak of Unpublished Price Sensitive Information ("**Policy**") shall come into force with effect from 1st April, 2019 in accordance with SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018.

### **3) OBJECTIVES**

- (i) To strengthen the internal control system to prevent leak of UPSI.
- (ii) To restrict and prohibit the practice of sharing of UPSI, with the un-authorized person, which originates from within the company and which affects the market price of the Company as well as loss of reputation and investors' / financiers' confidence in the company.
- (iii) To have a uniform code to curb the un-ethical practices of sharing UPSI by Insiders, Employee(s) & Designated Persons with any person, firm, Company or Body Corporate.
- (iv) To initiate inquiry in case of leak of UPSI or suspected leak of UPSI and inform the same to the Securities and Exchange Board of India ("SEBI") promptly.
- (v) To penalize any Insider, Employee & Designated Persons who appears to have found guilty of violating this policy.

### **4) SCOPE**

The Company endeavors to preserve the confidentiality of un-published price sensitive information (UPSI) and to prevent misuse of such information. The Company shall strive to restrict and prohibit the practice of sharing of UPSI which originates from within the company by any promoter, director, key managerial person, Insider, employee, designated person, support staff or any other known or un-known person(s) with any un-authorized person which affects the market price of the Company as well as causes loss of reputation and investors' / financiers' confidence in the Company.

### **5) DEFINITIONS**

- (i) **Chief Investor Relation Officer ("CIO")** shall mean the Compliance Officer of the Company appointed by the Board of Director under Securities and Exchange Board India (Listing Obligations and Disclosure Requirements) Regulations, 2015.



- (ii) **Leak of UPSI** shall mean communication of information which is / shall be UPSI by any Insider, Employee & Designated Persons or any other known or unknown person to any person other than a person(s) authorized by the Board after following the due process prescribed in this behalf in the Code of Practices Fair Disclosure of the Company and /or under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment, re-amendment or re-enactment thereto.
- (iii) **Support Staff** shall include IT staff, Secretarial Staff who have access to unpublished price sensitive information.
- (iv) **Un-published Price Sensitive Information ("UPSI")** shall mean any information, relating to the company or its securities, directly or indirectly, that is not generally available, and which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily include but not restricted to, information relating to the following:
- a) financial results;
  - b) dividends;
  - c) change in capital structure;
  - d) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions; and
  - e) changes in key managerial personnel
- (v) **Designated Person shall include:**
- Employees of Company, its intermediary or fiduciary designated on the basis of their functional role or access to unpublished price sensitive information in the organization by their board of directors or analogous body;
  - Employees of material subsidiaries Company designated on the basis of their functional role or access to unpublished price sensitive information in the organization by their board of directors;
  - All promoters of Company and promoters who are individuals or investment companies for intermediaries or fiduciaries
  - Chief Executive Officer and employees upto two levels below Chief Executive Officer of such Company, intermediary, fiduciary and its material subsidiaries irrespective of their functional role in the Company or ability to have access to unpublished price sensitive information;
  - Any support staff of Company, intermediary or fiduciary such as IT staff, secretarial staff who have access to unpublished price sensitive information.

## **6) DUTIES OF CHIEF INVESTOR RELATIONS OFFICER**

- (i) The Chief Investor Relations Officer to oversee dissemination of information and disclosure of UPSI.
- (ii) The Chief Investor Relations Officer shall be responsible for overseeing Compliance of this policy, co-ordinating disclosure and intimating the incident of actual or suspected leak of UPSI to Stock Exchanges.
- (iii) Report the incident of actual or suspected leak of UPSI to the Securities and Exchange Board of India.

- (iv) In respect of management and dissemination of UPSI, the Chief Investor Relations Officer shall report to the CEO and/or MD.
- (v) The disclosure/dissemination of UPSI shall be approved in advance by the CEO and/or MD.
- (vi) No UPSI shall be passed on by an Insider, except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations subject to compliance with this Policy, the Code of Conduct and the Insider Trading Regulations.
- (vii) The Chief Investor Relations Officer shall ensure that information shared with analysts and research personnel is not UPSI. The Chief Investor Relations Officer shall be responsible for educating staff on disclosure policies and procedures.

#### **7) DISCLOSURE OF ACTUAL OR SUSPECTED LEAK OF UPSI TO STOCK EXCHANGES:**

On becoming aware of actual or suspected leak of Unpublished Price Sensitive Information of the Company, the CIO shall ensure that the same shall be promptly intimated to the Stock Exchanges on which the securities of the Company are listed in the format as set out in "**Annexure A**" to this policy.

#### **8) REPORT OF ACTUAL OR SUSPECTED LEAK OF UPSI TO SEBI**

On becoming aware of actual or suspected leak of Unpublished Price Sensitive Information of the Company, the CIO shall ensure that a report on such actual or suspect leak of UPSI, preliminary enquiry thereon and results thereof shall be promptly made to the SEBI in the format as set out in "**Annexure B**" to this policy.

#### **9) CONSTITUTION OF ENQUIRY COMMITTEE**

The Board of Directors or any Committee authorized by them in this behalf shall constitute a committee to be called as "Enquiry Committee". The Enquiry Committee shall consist of minimum 3 (three) Members which shall include Chief Financial Officer and Chief Investor Relation Officer and any other officer of the Company as may be mutually decided by the members of the Committee.

#### **10) DUTIES OF ENQUIRY COMMITTEE:**

The Enquiry Committee shall be responsible:

- (a) To conduct a preliminary enquiry to ascertain the truth contained in the information or complaint pertaining to actual or suspected leak of UPSI, if any;
- (b) To authorize any person to collect necessary support material;
- (c) To consider the facts and circumstances and decide / direct on the matter; and
- (d) To decide disciplinary action thereon.

#### **11) PROCEDURE FOR ENQUIRY IN CASE OF LEAK OF UPSI:**

On suo-motu becoming aware or otherwise, of actual or suspected leak of Unpublished Price Sensitive Information of the Company by any promoter, director, key managerial person, Insider, employee, designated person, support staff or any other known or un-known person, the CIO after informing the same to the Managing Director and/or Chief Executive Officer of the Company, shall follow the below mentioned procedure in order to enquire and/or investigate the matter:

##### **(a) To take Cognizance of the matter:**

The Enquiry Committee shall meet within a period of 7 days after receipt of the information of actual or suspected leak of Unpublished Price Sensitive Information and take cognizance of the matter and decide as follows:

- i) If it is found that the allegation is frivolous, not maintainable or outside the scope, the same may be dismissed.
- ii) If it is found that the issue requires further investigation, **Preliminary Enquiry** may be initiated.

**(b) Preliminary Enquiry:**

Preliminary enquiry is a fact-finding exercise which shall be conducted by the Chief Investor Relation Officer. The object of preliminary enquiry is to ascertain the truth or otherwise of the allegations contained in the information or complaint, if any, and to collect necessary available material in support of the allegations, and thereafter to decide whether there is justification to embark on any disciplinary action.

The Enquiry Committee, if required and in addition to Chief Investor Relation Officer may also appoint and / or authorize any person(s), as it may deem fit, to initiate/conduct an enquiry to collect the relevant fact, material substances on actual or suspected leak of UPSI.

**(c) Report of Preliminary Enquiry to the Enquiry Committee:**

The Chief Investor Relation Officer or Person(s) appointed/authorized to enquire the matter of actual or suspected leak of UPSI submit his/her report to the Enquiry Committee within 7 days from the date of his appointment on this behalf.

**(d) Disciplinary Action:**

The Disciplinary action(s) shall include wage freeze, suspension, recovery, clawback, termination of employment contract/agreement etc., as may be decided by the Members of the Committee.

**12) AMENDMENT**

The Board of Directors of the Company, subject to applicable laws, rules & Regulations, may amend / substitute any provision(s) with a new provision(s) or replace this entire Policy with a new Policy.

In any circumstance where the terms of this Policy differ from any law, rule, regulation etc. for the time being in force, the law, rule, regulation etc. shall take precedence over this Policy.

This Policy and any subsequent amendment(s) thereto, shall be promptly intimated to the Stock Exchanges, if required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or SEBI (Prohibition of Insider Trading) Regulations, 2015 and any amendment, re-amendment or re-enactment thereto.

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**FORMAT FOR INTIMATION OF ACTUAL OR SUSPECTED LEAK OF UPSI TO THE STOCK EXCHANGES**

To,  
 The Manager (Listing),  
 BSE Limited  
 P.J. Towers, Dalal Street,  
 Mumbai – 400 001  
 Ph: 022 2272 1233/34  
 Fax: 022 2272 3719

Dear Sir / Madam,

**Sub: Intimation of actual or suspected leak of UPSI pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015**

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, we are reporting actual or suspected leak of Unpublished Price Sensitive Information (UPSI) of the Company, as follows;

<b>Name of Offender, if known</b>	
<b>Name of Organization</b>	
<b>Designation (Employee, Insider, Designated Person or any other)</b>	
<b>Nature of Information</b>	
<b>Whether any action initiated by the Company? If yes, narration of the same</b>	<b>Yes / No</b>

Kindly take the aforementioned on record.

Thanking you,

Yours faithfully,

For **RICHIRICH INVENTURES LTD**

**Compliance Officer**

**FORMAT FOR REPORTING ACTUAL OR SUSPECTED LEAK OF UPSI TO THE SEBI**

To,  
Securities and Exchange Board of India  
Plot No. C 4-A, G Block,  
Near Bank of India, BandraKurla Complex,  
Bandra East, Mumbai -400-051

**Ref.: Scrip Code – 519230**

Dear Sir /Madam,

**Sub: Report of actual or suspected leak of UPSI pursuant to regulation 9A (5) of SEBI (Prohibition of Insider Trading) Regulation, 2015**

Pursuant to Regulation 9A (5) of SEBI (Prohibition of Insider Trading) Regulation, 2015, we are reporting actual or suspected leak of Unpublished Price Sensitive Information (UPSI) of the Company, as follows;

<b>Name of Offender, if known</b>	
<b>Name of Organization</b>	
<b>Designation (Employee, Insider, Designated Person or any other)</b>	
<b>Nature of Information</b>	
<b>Whether any action initiated by the Company? If yes, narration of the same</b>	<b>Yes / No</b>

Kindly take the aforementioned on record.

Thanking you,

Yours faithfully,

For **RICHIRICH INVENTURES LTD**

**Compliance Officer**