



Neeraj Paper Marketing Ltd.

(CIN: L74899DL1995PLC066194)

Regd. Office: 218 – 222, Aggarwal Prestige Mall, Plot No. 2, Community Center,
Along Road No. 44, Pitampura, New Delhi – 110034

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Code of Conduct for Regulating, Monitoring and Reporting of Trading by Insiders

{Under Regulation 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015}

I. Introduction

Neeraj Paper Marketing Limited with the aim of preventing insider trading and to preserve the confidentiality of un-published price sensitive information and in ensuring adherence to all applicable laws and regulations, hereby notifies the Code of Conduct for Prevention of Insider Trading to be followed by all Designated Persons and their Immediate Relatives (as defined herein) as required by Regulation 9 of SEBI(Prohibition of Insider Trading)Regulations,2015 which is effective from 15th May 2015.

II. Definitions

- 1 **“Act”** means the Securities and Exchange Board of India Act,1992
- 2 **“Code” or “Code of Conduct”** shall mean the Code of Internal procedures and conduct for regulating, monitoring, and reporting of trading by insiders of REI Six ten retail Limited as amended from time to time.
- 3 **“Company”** means Neeraj Paper Marketing Limited.
- 4 **“Connected Persons”** means (i) any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the company or holds any position including a professional or business relationship between himself and the company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.(ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established –

- a) an immediate 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 SEBI 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 recognized or authorized by the Board; or
 - i) a banker of the company; or
 - j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of a company or his immediate relative or banker of the company, has more than ten per cent of the holding or interest.
- 5 **“Compliance Officer”** means the Company Secretary or such other Senior level employee who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulation designated so and reporting to the Board of Directors and who shall be responsible for compliance of policies and procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and implementation of the codes specified in these regulations under the overall supervision of the Board of Directors of the Company.
- 6 **“Designated Persons”** shall mean :
- a) All Directors of Neeraj Paper Marketing Limited (the Company) or that of its subsidiary or associate companies;
 - b) All employees [hereinafter also referred to as Employee(s) or employee(s)] of the Company or that of its subsidiaries or associate companies;
 - c) Other Connected persons being the Promoters, Promoter Group and persons deemed to be connected persons within meaning of Regulation 2(d)(ii) of the Regulations.
- 7 **“Immediate Relatives”** for this purpose means parents, children and spouse of the Designated Persons or who are either financially dependent on them or consult them in taking decisions relating to trading in Shares of the Company.
- 8 **“Insider”** means any person who is:
- a connected person; or
 - in possession of or having access to unpublished price sensitive information;
- 9 **“Regulations”** means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time.

- 10 **“Unpublished 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 Shares of Company.
Explanation: The following shall inter alia be deemed to information of price sensitive nature:-
- a) periodical financial results of the Company;
 - b) intended declaration of dividends (both interim and final);
 - c) any major expansion plans or execution of new projects;
 - d) amalgamation, mergers, demergers ,takeovers and other such acquisitions or transactions;
 - e) disposal of the whole or substantial part of the undertaking;
 - f) any change in the capital structure of the Company;
 - g) any change in Key Managerial Personnel of the Company; and
 - h) any significant changes in policies, plans or operations of the Company or any other material information, whether in terms of the Listing Agreements or otherwise, which can be construed to be price sensitive.
- 11 **“Securities”** means shares or other securities of the Company as defined under the Securities Contracts Regulation Act and Rules and includes derivatives (hereinafter referred to as Shares).
- 12 **“Trading”** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly.
- 13 **“Other Words and expressions”** means words and expressions used and not specifically defined herein, as the same have been defined to mean under the Regulations; the Securities Contracts (Regulation) Act, 1956, the SEBI Act, 1992, the Depositories Act, 1996 or the Companies Act, 2013 and the Rules framed thereunder.

III. Compliance Officer and his/her duties

The Company has appointed the Company Secretary as the Compliance Officer (the Compliance Officer) who shall be reporting to the Board of Directors and:

- I. shall maintain a record of Designated Persons and their Immediate Relatives and any changes made therein.
- II. shall be responsible for setting forth policies, procedures, monitoring adherence to the rules for the preservation of “Unpublished Price Sensitive Information”, pre-clearing of Designated Persons and their Immediate Relatives trades (directly or through respective department heads, as may be decided by the Company from time to time), monitoring of trades and the implementation of the Code of Conduct under the overall supervision of the Board of the Company.
- III. shall assist all the Designated Persons and their Immediate Relatives in addressing any clarifications regarding the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct.

- IV. shall maintain records of all the declarations in the appropriate form given by the Designated Persons in respect of themselves or their Immediate Relatives for a minimum period of three years.
- V. shall place before the Chairman, on a monthly basis all the details of the dealing in the Shares by the Designated Persons and their Immediate Relatives along with the accompanying documents that such persons had executed under the pre-dealing procedure as envisaged in this Code.

IV. Preservation of “ Unpublished Price Sensitive Information”

1 Handling of Confidential information:

Designated Persons shall maintain the confidentiality of all Unpublished Price Sensitive Information. They shall not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of Shares of the Company or in any other manner whatsoever nor shall they allow or facilitate access to such information.

2 Need to know:

Unpublished Price Sensitive Information is to be handled on a “need to know basis”, i.e. Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duty and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.

3 Limited access to confidential information:

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

V. Prevention of misuse of “ Unpublished Price Sensitive Information”

- 1 The Company shall specify a trading period from time to time to be called "Trading Window", for trading in the Company's Shares. The trading window shall be closed during the time the information referred to in para (V) 3 is unpublished.
- 2 Designated Persons and their Immediate Relatives shall not buy/ sell Shares of the Company during the Closure of the “Trading Window” i.e. the period during which trading in Shares of the Company is prohibited.
- 3 The “Trading Window” shall be, closed Inter alia at the time of : -
 - a. Declaration of Financial results (quarterly, half-yearly and annual);
 - b. Declaration of dividends (interim and final);
 - c. Any major expansion plans or execution of new projects;
 - d. Amalgamation, mergers, demergers, takeovers and other such acquisitions or transactions;
 - e. Disposal of whole or substantially whole of the undertaking of the Company;
 - f. Any changes in policies, plans or operations of the Company or any other material information which can be construed to be price sensitive;
 - g. Any changes in the capital structure of the Company;
 - h. Any changes in the Key Managerial Personnel of the Company.

The period of commencement of closure of Trading Window shall be intimated by the Company to the Designated Persons and also to the Stock Exchanges, from time to time.

- 4 The trading window shall be opened 48 hours after the information referred to in para 3 or any other information which could be deemed to be of a price sensitive nature, becomes public.
- 5 All Designated Persons and their Immediate Relatives shall conduct all their dealings in the Shares of the Company only during the free period and shall not deal in any transaction involving the purchase or sale of the Company's Shares during the periods when Trading Window is closed, as referred to in para (V) 3 above or during any other period as may be specified by the Company from time to time.
- 6 The Trading Window shall also be applicable to persons who are having contractual or fiduciary relations with the Company including the Auditors, Accountancy Firms, Law Firms etc., assisting or advising the Company.
- 7 No Designated Person shall trade in Shares of the Company when in possession of an Unpublished Price Sensitive Information, irrespective of whether the Trading Window is open or closed.

VI. Pre-clearance of Trades

- 1 All Designated Persons for themselves and also for their Immediate Relatives, who intend to deal in Shares of the Company, aggregating to traded value in **excess of ten lacs rupees over any calendar quarter**, should obtain a pre-clearance of the transactions as per the pre-dealing procedure as described hereunder.
- 2 An application shall be made in attached format (Application for Pre-Clearance of Trade) in this regard, to the Compliance Officer.
- 3 An undertaking shall be executed in favour of the Company by such Designated Persons whether it relates to themselves or their Immediate Relatives, in the attached format.
- 4 All Designated Persons and their Immediate Relatives shall execute their order in respect of Shares of the Company within one week after the approval of preclearance is given failing which fresh pre-clearance would be needed for the trades to be executed.
- 5 No Designated Person shall apply for pre clearance of any proposed trade when in possession of an Unpublished Price Sensitive Information, even if the trading window is not closed.

VII. Restriction on opposite trade till six months

All Designated Persons and their Immediate Relatives who trade in any number of Shares of the Company, shall not enter into an opposite transaction i.e. trade in any number of Shares during the next six months following the prior transaction.

VIII. Other Restrictions:

- 1 The disclosures to be made by any person under this code shall include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.
- 2 The disclosures made under this code shall be maintained for a period of five years.

IX. Derivative Transaction

All Designated Persons or their Immediate Relatives are prohibited to take any position in derivative transaction in the Shares of the Company at the time of the closure of Trading Window.

X. Reporting Requirements for transactions in Shares

Designated Persons shall make the following disclosures of the Shares and other Shares held in the Company by them and/or their Immediate Relatives, to the Compliance Officer as follows:

- a) Initial Disclosure: Every Promoter, Key Managerial Personnel and Director as on May 15, 2015 (the date on which the Regulations come into effect), shall make a disclosure of his/her holding of Shares of the Company, within 30 days from the said date i.e on or before 14th June 2015 in the format prescribed for the purpose under the Regulations..
Further, every person on appointment as a key managerial personnel or a director or becoming a promoter of the Company, shall within seven days of such appointment or becoming a promoter, as the case may be, make a disclosure of his/her holding of Shares of the Company.
- b) Continual Disclosures: Every Promoter, Director or Employee shall make a disclosure of any changes in holding of Shares, when such change aggregates to a traded value in **excess of ten lacs rupees over any calendar quarter, within 2 (two) trading days** of such change, in the format prescribed for the purpose under the Regulations.

XI. Dissemination of Price Sensitive Information

- 1 No information shall be passed by the Designated Persons by way of making a recommendation for the purchase or sale of securities of the Company.
- 2 Dissemination of Price Sensitive Information with special reference to analysts, media persons, and institutional investors:
The following guidelines should be followed while dealing with analysts and institutional investors:
 - Only public information to be provided.

- Unanticipated questions may be taken on notice and a considered response given later. If the answer includes price sensitive information, a public announcement should be made before responding.
- Simultaneous release of information after every such meet.

XII. Penalty for contravention of code of conduct

- 1 Any Designated Person, who himself/herself or through his/her Immediate Relatives, trades in Shares of the Company or communicates any Unpublished Price Sensitive information, for trading in Shares of facilitates the communication of such information, in contravention of the Code of Conduct may be penalized and appropriate action may be taken by the Company.
- 2 Designated Person who violates the Code of Conduct shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, withholding of promotions and including ineligibility for future participation in employee stock option plans, etc.
- 3 The action by the Company shall not preclude SEBI from taking any action in case of violation of the Regulations.

XIII. Information to SEBI in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015

In case it is observed by the Company/Compliance Officer that there has been a violation of the Regulations, SEBI shall be informed by the Company.

By the Order of the Board
For Neeraj Paper Marketing Limited

Place: Delhi
Date: 15.05.2015

S/d
Deepak Goel
Director
DIN: 00200527

APPLICATION FOR PRE-CLEARANCE TRADE

Date: _____

The Compliance Officer
Neeraj Paper Marketing Limited
218-222, Aggarwal Prestige Mall,
Plot No. 2, Community Center.
Along Road No. – 44, Pitampura,
New Delhi-110034

Dear Sir/Madam,

Sub. : Application for Pre-Clearance approval to trade in the securities of the Company

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct for prevention of Insider Trading, I, _____ S/o Mr. _____, Director /KMP/ Employee of Neeraj Paper Marketing Limited seek approval to sell / purchase/ subscription of _____ equity shares of the Company as per details given below.:

| | | |
|---|--|--|
| 1 | Name of the applicant | |
| 2 | Designation | |
| 3 | Number of securities held as on date | |
| 4 | Folio no./DP ID/ Client ID no. | |
| 5 | Proposed date of dealing in securities | |
| 6 | Price at which transaction is proposed | |
| 7 | Current market price(as on date of application) | |
| 8 | Whether the proposed transaction will be through the stock exchange or off-market deal | |
| 9 | Folio no./ DP ID/ Client ID no. where the securities will be credited/debited | |

Kindly provide pre-clearance for the above trade. Necessary undertaking is enclosed.

Thanking you
Yours truly

(Signature)

Name:
Place:
Date:

UNDERTAKING

I, _____ S/o Mr. _____ aged _____ years, residing at _____ do hereby undertake that the following information submitted by me to the Neeraj Paper Marketing Limited having its registered office at 218-222, Aggarewal Prestige Mall, Plot No. 2, Community Center, Along Road No. – 44, Pitampura, New Delhi – 110034 is true and correct:

- 1 That I do not have any access to or have not received any “price sensitive information” upto the time of signing this undertaking.
- 2 That in case I receive or have access to any “price sensitive information” after signing the undertaking but before the execution of the transaction which I intend to do, as disclosed in my Application for Pre-Clearance of Trade (“the Application”), I shall refrain from dealing in Shares of the Company either personally or through any Immediate Relative of mine, till such information becomes public and shall necessarily inform the Compliance Officer of the Company, of the same.
- 3 That I have not contravened the Code of Conduct for Prevention of Insider Trading as notified by the Company.
- 4 I undertake that the transaction stated in the application shall be executed within one week from the date of pre-clearance by the Company, and if the same is not executed within a week, I shall seek a fresh pre-clearance of the transaction.
- 5 I undertake that in case of purchase of Shares of the Company, the same shall be held by me/ my Immediate Relative, for investment purposes.
- 6 I undertake that I myself or through any Immediate Relative of mine, shall not enter into an opposite transaction i.e. sell or buy any number of Shares during the next six months following this transaction.
- 7 I confirm that I myself or through any Immediate Relative of mine, have not entered into an opposite transaction of buy/sell in the past six months, in relation to the Shares of the Company.
- 8 That the disclosure made by me in this regard, is full and true.

Signature : _____

Name : _____

Place:

Date :

DECLARATION REGARDING IMMEDIATE RELATIVES

Date : _____

The Compliance Officer
Neeraj Paper Marketing Limited
218-222, Aggarwal Prestige Mall,
Plot No. 2, Community Center.
Along Road No. – 44, Pitampura,
New Delhi-110034

Dear Sir/Madam,

Sub. : Details of Immediate Family Members.

I _____ Director /KMP/ Employee of
the Company hereby declare that following persons are my Immediate Relatives:

- 1 Name : _____ S/O / D/O : _____
Relationship : _____

- 2 Name : _____ S/O / D/O : _____
Relationship : _____

- 3 Name : _____ S/O / D/O : _____
Relationship : _____

Thanking you,
Yours truly,

(Signature)

Name :