Date: 04th July, 2015

1) The Manager , Listing Department, National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai- 400 051	2) The Listing Department Corporate Relationship Department Bombay Stock Exchange limited 1st Floor, New Trading Wing P.J. Towers Dalal Street Fort, Mumbai- 400 001
Scrip Code- ARCHIES	Scrip Code- 532212

Sub – Code of Conduct to Regulate, Monitor and Report Trading by Insiders of the Securities of Archies Limited

Sir/ Madam,

Pursuant to the requirement of SEBI (Prohibition of Insider Trading) Regulations, 2015, we enclose herewith Code of Conduct to Regulate, Monitor and Report Trading by Insiders of the Securities of Archies Limited which is effective from 15th May, 2015

The same is for your kind reference and record.

Thanks and Regards

For ARCHIES LIMITED

Pankaj

ARCHIES LIMITED New Delhi

Pankaj Kamra
(Company Secretary)

ARCHIES LIMITED

CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY INSIDERS OF THE SECURITIES OF ARCHIES LIMITED

In line with Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015(hereinafter referred to as the "Regulations") the following is the Code of Conduct (hereinafter referred to as the 'Code'). The Code shall replace/repeal the existing code of conduct of the Company for prevention of Insider Trading in the securities of the Company made under erstwhile Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 w.e.f. 15th May, 2015.

CHAPTER-I

1. Preliminary:

a This code shall be called the Code of Conduct to Regulate, Monitor and Report Trading by Insiders of the securities of Archies Limited.

b It shall come into effect w.e.f 15th May, 2015

2 Definitions:

2.1 "Act" means the Securities and Exchange Board of India Act, 1992 (15 of 1992)

2.2 "Board" means the Securities and Exchange Board of India

2.3 "Compliance Officer" means Company Secretary of the Company.

2.4 "Connected Person" means:

(i) any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or being 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 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 person specified in clause (i); or

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

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

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

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

(f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or

(g) a member of the board of directors or an employee, of a public financial institutions 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 percent of the holding or interest;

2.5 "Designated Persons" means:

1. Members of the Board of Directors
2. Key Managerial Officer
    a. Chief Financial Officer
    b. Chief Executive Officer
    c. Company Secretary
3. Head of Departments
4. Accounts Personnel
5. Such other person(s) as may be informed by the Compliance Officer and approved by the Board of Directors.

2.6 "Generally Available Information" means information that is accessible to the public on a non-discriminatory basis;

2.7 "Immediate Relative" means a spouse of a person, and includes parent, sibling and child of such person or of the spouse, any of whom is either dependent financially on such person, or consults such person in taking decisions relating to trading in securities;

2.8 "Insider" means any person who is:

i) a connected person; or

ii) in possession of or having access to unpublished price sensitive information;

2.9 "Promoter" shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof;

2.10 "Securities" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund;

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

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

2.13 **"Unpublished Price Sensitive Information [UPSI]"** shall mean all or any of the following:

a) financial results
b) Declaration of dividends (interim and final)
c) change in capital structure
d) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions
e) Changes in key managerial personnel
f) material events in accordance with the listing agreement.

Words and expressions used and not defined in this Code / Regulation but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation.

3 Applicability:

This code shall be applicable to and binding on Designated Persons of the Company.

4. Role of Compliance Officer

4.1 The Compliance Officer shall be responsible for setting forth policies, procedures, monitoring adherence to the rules for the preservation of "Unpublished price sensitive information", monitoring of trades and the implementation of the code as specified in these regulations. The Compliance Officer shall report to the Board of Directors and in particular, shall provide quarterly to the Chairman of Audit Committee.

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

4.3 Compliance Officer shall perform any other responsibilities as assigned under this code or under SEBI (Prohibition of Insider Trading) Regulations, 2015

CHAPTER-II

5. Preservation of Unpublished Price Sensitive Information

5.1 Designated Persons shall maintain the confidentiality of all Price Sensitive Information. They should not pass on such information to any person directly or indirectly by way of making a recommendation for the purchase or sale of securities.

5.2 The Price Sensitive Information is to be handled on a "need to know" basis, i.e., Price Sensitive Information should be disclosed only to those who need the information to discharge their duty.

5. 3 The files containing confidential information shall be kept secure. Computer files shall have adequate security of login and pass word etc.

5.4 The Designated Persons must follow the Company's Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information.

5.5 Notwithstanding anything contained in this Code and or the Regulations, an UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction that would:

a) entail an obligation to make an open offer under the takeover regulations where the board of directors of the company is of informed opinion that the proposed transaction is in the best interests of the company;

b) not attract the obligation to make an open offer under the takeover regulations but where the board of directors of the company is of informed opinion that the proposed transaction is in the best interests of the company and the information that constitute UPSI is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the board of directors may determine.

5.6 For purposes of sub-regulation (5), the board of directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the purpose of sub-regulation (5), and shall not otherwise trade in securities of the company when in possession of unpublished price sensitive information.

6. Trading when in possession of unpublished price sensitive information

6.1 Trading Window

a) The Company shall specify a trading period, to be called "Trading Window", for trading in the company's securities. The trading shall be closed during the time the information referred to in point 6.2 is un-published

b) When the trading window is closed, the designated persons and their immediate relatives shall not trade in the company's securities during such period.

c) The Trading window shall be closed when the compliance officer determines that a designated person or class of designated person can reasonably be expected to have possession of unpublished price sensitive information.

d) The Trading Window shall be opened after 48 hours after the information referred to in point 6.2 is made public.

6.2 The Trading window shall remain closed from the date of declaration of Board Meeting date at which the matters related to UPSI are proposed to be discussed.

6.3 The time for re-opening of the trading window shall be determined by the compliance officer taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market which in any event shall not be earlier than forty-eight hours after the information become generally available. The trading window shall also be applicable to any person having contractual or fiduciary relation with the company such as auditors, accountancy firms, law firms, analyst, consultants etc. assisting or advising the company.

6.4 The Compliance officer shall intimate the closure of trading window to the designated persons.

7. Pre-clearance of trades

a) Designated Persons who intend to deal in the securities of the company, when the trading window is open and if the proposed trade is in excess of Rs. 10,00,000 i.e. Ten Lakh rupees or such other value as may be specified whether in one transaction or a series of transaction over any calendar quarter shall obtain pre-clearance of trade as per the pre-clearance procedure described thereunder.

b) Designated person shall make pre-clearance application to the Compliance officer in the format given in **FORM-I**

c) The application above should be accompanied by an undertaking executed in the favour of the company incorporating inter-alia, the following clauses, as may be applicable:

- THAT he/she does not have any access or has not received “Unpublished Price Sensitive Information” up to the signing the undertaking;

- THAT in case he/she has access to or receives “Unpublished Price Sensitive Information” after the signing of the undertaking but before the execution of the transaction he/she shall inform the Compliance Officer that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes public;

- THAT he/she not contravened the Code of Conduct of Insider Trading in Dealing with the Securities of Company as notified by the Company from time to time;

- THAT he/she made a full and true disclosure in the matter.

d) Immediately on receipt of the pre-clearance application, the date and time of the receipt of the same shall be recorded thereon. The Compliance officer shall process the pre-clearance applications and if the pre-clearance application is in accordance and compliance with the provisions of this Code, the Compliance Officer shall communicate the pre-clearance immediately not later than 48 hours from the time of receiving the application. In the absence of compliance officer, the officer authorized by the Compliance Officer shall give the pre-clearance. A proforma letter of intimate of pre-clearance is annexed as **FORM-II**

8. Trading plans

8.1 The Designated Persons shall be entitled to formulate a trading plan and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

8.2 Such trading plan shall:-

a) not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;

b) 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 issuer of the securities and the second trading day after the disclosure of such financial results;

c) Entail trading for a period of not less than twelve months;

d) Not entail overlap of any period for which another trading plan is already in existence;

e) Set out either the value of trades to be effected or the number of securities to be traded alongwith the nature of trade and the intervals at, or dates on which such trades shall be effected

f) Not entail trading in securities for market abuse.

8.3 The Compliance officer shall review the trading plan to assess whether the plan would have any potential for violation of these regulation and 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.

8.4 The 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 trading plan.

Provided that the implementation of trading plan shall not be commenced if any unpublished price sensitive information 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 and in such event the compliance officer shall confirm that the commencement ought to be deferred until such price sensitive information becomes generally available information

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

CHAPTER-III

DISCLOSURE OF TRADING BY DESIGNATED PERSONS

9. General Provisions

9.1 Every public disclosure under this Chapter shall be made in such form as may be prescribed by SEBI.

9.2 Designated persons shall be required to forward following details of their Securities transactions including the statement of dependent family members(as defined by the company) to the Compliance Officer.

9.3 The disclosure of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account

Provided that trading in derivatives of securities is permitted by any law for the time being in force.

9.4 The disclosures made shall be maintained by the company for a minimum period of five years.

10. Disclosures by certain persons

10.1 Initial Disclosures

(a) Every promoter, Key Managerial personnel and director of the Company shall disclose his holding of securities of the company as on the date of this Code taking into effect, to the Company within thirty days of Code taking into effect in **Form A**

(b) Every person on appointment as a Key Managerial personnel or a director of the company shall disclose his holding of securities of the company as on the date of appointment, to the company within seven days of such appointment in **Form B**

10.2 Continual Disclosures

(a) Every promoter, employee and director of the Company shall disclose to the company the number of such securities acquired or disposed of within two trading days of such transaction if the value of such transactions over any calendar quarter, aggregates to a traded value in excess of ten lakh rupees or such other value as may be specified in **Form C**

(b) Company shall notify the particulars of such trading to the stock exchanges on which the securities are listed within two trading days of the receipt of the disclosure or from becoming aware of such information in **Form D**

Explanation- It is clarified for the avoidance of doubts that the disclosure of the incremental transactions after any disclosure under this clause, shall be made when the transactions effected after the prior disclosure cross the threshold specified in sub clause (a) of Clause (10.2).

10.3 Disclosure by other connected person

Company may at its discretion any other connected person or class of connected person such as relatives of employees, auditors, consultants etc. to make disclosures of holdings and trading in securities of the company in order to monitor the compliance of this code.

CHAPTER-IV

MISCELLANEOUS

11. Penalty for contravention of code of conduct

Designated persons who trade in securities of the Company or communicates any information for trading in securities of the company in contravention of this code may be penalized and subject to disciplinary action by the Company, which may include wage free, suspension ineligible for further participation in employee stock option plans etc.

12. Powers of SEBI

The action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.

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FORM-I

APPLICATION FOR PR-CLEARANCE OF TRADES IN SECURITIES

To,

The Company Secretary
Archies Limited

Dear Sir,

I…… a Designated Person of Archies Limited intend to carry out transaction(s) in the shares of Archies Limited as per the details given below.

Name & Designation of the Director/ Officer/Designated :

Department of Designated Employees :

Date of Joining becoming Director/officer/ Designated employee :

Permanent Account Number(PAN) :

Address with Contact Number :

	No of shares held (including the Relative(s) as on the date of application	Folio No./DP ID & Client ID	Nature of new transaction for which approval is sought	Estimated number of securities to be dealt
1	2	3	4	5

Estimated consideration value	Whether proposed transaction is in the self name or in the name of Relative(s)	Name of the Relative(s), if the transaction is in the name(s) of the Relative(s)
6	7	8

FORM-II

Letter of Intimation of pre-clearance

To

Director/Officer/Designated employees

Dear Sir,

Kindly refer to your application dated …….. for pre-clearance of trading in the shares of the Company, which we received on …….. at ……. Hours. We are to inform that your application for trading of ……. shares of the company has been cleared. Kindly note that in terms of the Code of Conduct of Insider Trading in Dealing in Securities of Archies Limited the above mentioned transaction is to be completed within …… i.e. seven days of the pre-clearance.

In case you do not execute the approved transaction /deal on or before the aforesaid date you would have to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company.

For & on behalf of
Archies Limited

Compliance Officer/Authorised Officer

Date :

FORM A

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

Name of the Company:

ISIN of the Company:

Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director

Name, PAN., CIN/DIN & address with contact nos.	Category of Person (Promoters/KMP/ Directors/Immediate relatives/others etc.	Securities held as on the date of regulation coming into force		% of Shareholding	Open Interest of the Future contracts held as on the date of regulation coming into force		Open Interest of the Option Contracts held as on the date of regulation coming into force	
		Type of Securities (For eg.- Shares, Warrants, Convertible Debentures etc.)	Number of Shares		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms

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

Signature :

Designation:

Date :

Place :

FORM B

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

Name of the Company:

ISIN of the Company:

Details of Securities held on appointment of Key Managerial Personnel (KMP), Director or upon becoming a Promoter of a listed company

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP/Directors/Immediate relatives/others etc)	Date of appointment of Director/KMP or date of becoming Promoter	Securities held as on the date of becoming Promoter/appointment of Director/KMP		% of shareholding	Open Interest of the future contracts held at the time of becoming Promoter/appointment of Director/KMP		Open Interest of the Option Contracts held at the time of becoming Promoter/appointment of Director/KMP	
			Type of security (For eg.- Shares, warrants, convertible debentures etc.)	Number of Shares		Number of units (contracts * lot size)	Notional value in Rupee terms	Number of units (contracts * lot size)	Notional value in Rupee terms

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

Signature:

Designation:

Date:

Place:

FORM C
Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

Name of the Company:

ISIN of the Company:

Details of change in holding of Securities of Promoter, Employee or Director of a listed company

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoters /KMP/Directors/immediate relatives/others etc.	Securities held prior to acquisition /disposal		Securities acquired/disposed		% of shareholding		Date of allotment advice/acquisition of shares/sale of shares specify		Date of Intimation to company	Mode of acquisition (market purchase/ public rights/preferential offer/off market/Inter-se transfer etc.	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the trade was executed
												Buy		Sell		
		Type of security (For eg.- Shares, warrants ,convertible debentures etc.)	No.	Type of security (For eg.- Shares, warrant, convertible debentures etc.)	No.	Pre transaction	Post transaction	From	To			Value	Number of units (contracts * lot size)	Value	Number of units (contracts * lot size)	

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

Signature:

Designation:

Date:

Place:

FORM D

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

Name of the Company:

ISIN of the Company:

Transaction by other connected person as identified by the Company

Name, PAN No., CIN/DIN & address with contact nos.	Connected with Company	Securities held prior to acquisition /disposal		Securities acquired/disposed		% of shareholding		Date of allotment advice/acquisition of shares/sale of shares specify		Date of Intimation to company	Mode of acquisition (market purchase/ public/ rights/preferential offer/off market/Inter-se transfer etc.	Trading in derivatives (Specify type of contract, Futures or Options etc)				Exchange on which the trade was executed
		Type of security (For eg.- Shares, warrants ,convertible debentures etc.)	No.	Type of security (For eg.- Shares, warrant, convertible debentures etc.)	No.	Pre transaction	Post transaction	From	To			Buy		Sell		
												Value	Number of units (contracts * lot size)	Value	Number of units (contracts * lot size)	

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

Signature:

Designation:

Date:

Place: