

9. Trading Window

- 9.1. Designated persons may execute trades subject to compliance with this Code and the Regulations. Towards this end, a notional trading window shall be used as an instrument of monitoring trading by the Designated Persons. The trading window shall be closed when the Compliance Officer determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates. Designated Persons and their immediate relatives shall not trade in securities when the trading window is closed.
- 9.2. 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, analysts, consultants etc. and their immediate relatives, assisting or advising the Company.
- 9.3. The notice of closure of Trading Window intimated to the Stock Exchanges, if any, wherever the securities of the Company are listed, by the Compliance Officer, shall be deemed as intimation to the Designated Persons / Insiders for adherence and compliance with this Code.
- 9.4. The timing 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of the trading window shall be determined by the Compliance Officer taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, which in any event shall not be earlier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 becomes generally available.
- 9.5. The "Trading Window" shall, inter-alia, remain closed from:
- i. The date of intimation, to the Stock Exchanges, of the date of Board Meeting/Committee Meeting for declaration/publication of the Annual/Half Yearly/Quarterly financial results or recommendation/declaration of dividend, until 48 hours after the said results/dividend detail is made generally available; and
 - ii. The actual date of Board Meeting/Committee Meeting; until 48 hours after the decision is made generally available, wherein, decision is required to be taken on the following matters:
 - a. Change in Capital Structure;
 - b. Mergers, de-mergers, acquisitions, delisting, disposals and expansion of business and such other transactions;
 - c. Changes in key managerial personnel; and
 - d. Material events in accordance with the listing agreement.

9.6. Trading Window may be closed by the Company during such time in addition to the above period, as it may deem fit by the Compliance Officer.

10. Pre-Clearance of Trades:

10.1. When the trading window is open, trading by Designated Persons and their immediate relatives shall be subject to pre-clearance by the Compliance Officer, if the value of the proposed trades is above threshold limit. No Designated Person/their immediate relatives shall apply for pre-clearance of any proposed trade if they are in possession of unpublished price sensitive information even if the trading window is not closed.

10.2. Designated Persons / their immediate relatives intending to deal in the securities of the Company upto the threshold limit, as defined and provided hereinbefore, may do so without any pre-clearance from the Compliance Officer. In all other cases, they should pre-clear the transactions as per the pre-dealing procedure as provided hereinafter.

10.3. Designated Persons / their immediate relatives shall make an application in the prescribed **Form I**, to the Compliance Officer indicating the estimated number of securities that he/she intends to deal in, the details as to the depository (ies) with which he/she maintains a Demat/Trading account, the details as to the securities in such depository mode and such other details as may be required by the Compliance Officer in this matter.

10.4. He/ She shall execute an undertaking in favour of the Company, incorporating, therein, *inter alia*, the following clauses:

- i. That he/she does not have any access or has not received Unpublished Price Sensitive Information up to the time of signing the undertaking;
- ii. 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 of the change in his/her position and that he/she would completely refrain from dealing in the securities of the company till the time such information becomes generally available;
- iii. That he/she has not contravened any provisions of this Code and the Regulations;
- iv. That he/she has made full and true disclosure in the said matter.

10.5. The Compliance Officer shall confidentially maintain a list of such securities as a “restricted list” which shall be used as the basis for approving or rejecting applications for pre-clearance of trades.

10.6. Designated Persons / their immediate relatives shall execute their transactions in respect of securities of the Company within seven (7) trading days after the approval of pre-clearance is given failing which the transaction has to be pre-cleared again. Reporting of trades executed or decisions not to trade and recording of such reasons shall be made/done in

Form II. They shall not execute a contra trade during the six months following the prior transaction. In case of emergency the six months holding period may be waived by the Compliance Officer (application to be made in **Form III**) after recording in writing the reasons in this regard provided that such relaxation does not violate this Code/ Regulations.

10.7. In case of the Compliance Officer intending to deal in the securities of the Company beyond the threshold limit, the pre-clearance of the Managing Director or in his absence, the Chairman of the Board, will have to be obtained. Similarly in case of emergency Compliance Officer may obtain the waiver from the Managing Director or in his absence, the Chairman of the Board, provided that such relaxation does not violate this Code/Regulations.

10.8. In case a contra trade is executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.

Reporting Requirements

11. Initial Disclosures:

11.1. 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 effect, to the Company within thirty days of this Code taking effect in Form A;

11.2. Every person on appointment as a Director or a Key Managerial Personnel of the Company or upon becoming a Promoter shall disclose his/her holding of securities of the Company as on the date of appointment or becoming a Promoter, to the company within seven days of such appointment or becoming a Promoter in Form B.

12. Continual Disclosures:

12.1. The Promoters, Directors, Employees of the Company shall disclose to the Company in Form C unless any other Form is specified by the Board, stating the number of such securities acquired or disposed of within two trading days of such transaction, if the value of the securities traded, whether in one transaction or a series of transactions over any calendar quarter, exceeds the threshold limits as defined herein above;

12.2. The Company shall notify the particulars of such trading to the stock exchanges on which the securities are listed, as applicable, within two trading days of receipt of the disclosure or from becoming aware of such information.

12.3. The disclosure of the incremental transactions after any disclosure shall be made by persons as specified in (1) above, when the transactions effected after the prior disclosure crosses the threshold specified in this clause.

Note:

1. *Trading in securities shall also include in derivatives of securities and the traded value of the derivatives shall be taken into account for the purpose of making Initial/Continual Disclosures as required in clause 11 and 12 above.*
2. *Disclosures made under clause 11 and 12 above shall include those relating to trading by such persons immediate relatives and by any other person from whom such person takes trading decisions.*

13. Quarterly/Annual Disclosures:

Designated Persons shall furnish to the Compliance Officer the following:

- 13.1. Quarterly statement of transactions in securities of the Company in **Form IV** annexed hereto to be submitted within 30 days of the close of each quarter. If there is no transaction in a particular quarter, nil statement need not be submitted.
- 13.2. Annual statement of all their holdings in securities of the Company to be submitted within 30 days of the close of each Financial Year in Form V Annexed hereto.

14. Preservation of Disclosures

The disclosures made under these regulations shall be maintained by the Compliance Officer, for a minimum period of five years.

15. Penalty for non-compliance of this code

- 15.1. Any Promoter, Director, Employee or other connected person, who trades in securities or communicates any information for trading in securities in contravention of this Code, shall be penalized and appropriate action shall be taken against them by the Company after giving reasonable opportunity to them to show-cause. He/ she shall also be subject to disciplinary action, as deemed appropriate by the Board of Directors which may include wage freeze, suspension, in-eligibility for future participation in ESOPs etc.
- 15.2. In addition to the action which may be taken by the Company, the persons violating the Regulations or this Code shall also be subject to action under SEBI Act. In case of any violation, the Board of Directors shall inform the Board accordingly.

16. General:

The decision of the Board of Directors with regard to any or all matters relating to this Code shall be final and binding on all concerned. The Board of Directors shall have the power to modify, amend or replace this Code in part or full, as may be thought fit from time to time in their absolute discretion.

17. Forms:

17.1. Disclosure Forms:

- i. Form A: Form for Initial Disclosures under clause 11.1.
- ii. Form B: Form for Initial Disclosures under clause 11.2.
- iii. Form C: Form for Continual Disclosures under clause 12.1.

17.2. Internal Forms:

- i. Form I : Application for Pre-Clearance and undertaking.
- ii. Form II : Reporting of trades executed/decisions not to trade and recording such reasons.
- iii. Form III : Application for waiver of minimum holding period.
- iv. Form IV : Form for Quarterly Statement.
- v. Form V : Form for Annual Statement.

FORM A

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

 [Regulation 7(1)(a) read with Regulation 6(2) and clause 11.1 of Jump Networks Limited: Code of Conduct to Regulate, Monitor and Report Trading by Insiders] Name of the Company: **Jump Networks Limited** ISIN: **INE974C01022**

Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director or other persons as mentioned in regulation 6(2)

Name, PAN No., CIN/DIN & address with contact nos.	Category of person (Promoter/KMP/Director/immediate Relative/others etc.)	Securities held as on the date of regulations coming into force		% of Share holding	Open Interest of the Future Contracts held as on the date of regulations coming into force		Open Interest of the Option Contracts held as on the date of regulations coming into force	
		Type of Security (For e.g. Shares, Warrants, Convertible Debentures, etc.)	No. of Securities		No. of units (contracts*lot size)	Notional value in Rupee Terms	No. 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:_____

FORM B

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

 [Regulation 7(1)(b) read with Regulation 6(2) and clause 11.2 of Jump Networks Limited: Code of Conduct to Regulate, Monitor and Report Trading by Insiders] Name of the Company: **Jump Networks Limited** ISIN: **INE974C01022**

Details of Securities held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a Listed Company and other such persons as mentioned in Regulation 6(2)

Name, PAN No., CIN/DIN & address with contact nos.	Category of person (Promoter/KMP/Director/immediate Relative/others etc.)	Date of appointment of Director/KMP or date of becoming promoter	Securities held at the time 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 e.g. - Shares, Warrants, Convertible Debentures, etc.)	Number of securities		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:_____

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7(2) read with Regulation 6(2) and clause 12.1 of Jump Networks Limited : Code of Conduct to Regulate, Monitor and Report Trading by Insiders]

Name of the Company:

Jump Networks Limited

ISIN: INE974C01022

Details of change in holding of securities of Promoter, Employee or Director of a Listed Company and other such persons as mentioned in regulation 6(2)

Name, PAN No., CIN/DIN & address with contact nos.	Category of person (Promoter/KMP/Director/immediate Relative/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 the company	Mode of acquisition (market purchase/public offer/preferential offer/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. of Securities	Type of security (for eg.- shares, warrants, convertible debentures, etc.)	No. of securities	Pre Transaction	Post Transaction				From	To	Buy			Sell	
											Value	No. of units (contracts * lot size)	Value	No. 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.

Date: _____

Place: _____

Signature: _____

Designation: _____

Form I**JUMP NETWORKS LIMITED****FORMAT FOR APPLICATION FOR OBTAINING PRE-CLERANCE APPROVAL**

[Clause 10.3 of Jump Networks Limited: Code of Conduct to Regulate, Monitor and Report Trading by Insiders]

Date: _____

Compliance Officer,
Jump Networks Limited
Address: C-204 Acme
Akanksha Vasari Hill Road
Near Rustomjee Ozone
Goregaon West
Mumbai - 400 104

Dear Sir,

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 and Jump Networks Limited: Code of Conduct to Regulate, Monitor and Report Trading by Insiders, I seek approval to purchase/sale/subscribe for not more than _____ securities of the Company (having approximately Market Value of Rs. _____ as on the date of application) as per the details given below:

1.	Name of the Designated Person	
2.	Designation	
3.	Type of Security	
4.	Number of Securities held as on date	
5.	Folio No./DP ID/Client ID	
6.	Estimated number of securities proposed to purchase/sale/subscribe	
7.	Estimated price at which the transaction is proposed to be executed	
8.	Whether the transaction would be through Stock Exchange or off-market deal	
9.	In case of Off- market deal, folio no./ DP ID/Client ID where the securities will be credited	

Yours Truly,

(Signature of the Designated Person)

(Name of the Designated Person)

JUMP NETWORKS LIMITED
FORMAT OF UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR OBTAINING PRE-CLEARANCE APPROVAL
UNDERTAKING

Date: _____

Compliance Officer,
Jump Networks Limited
Address: C-204 Acme
Akanksha Vasari Hill Road
Near Rustomjee Ozone
Goregaon West
Mumbai - 400 104

Dear Sir,

I, _____ (name of the Designated Person), _____ (designation) of the Company residing at _____ (address of the Designated Person) hereby declare that I am not in possession of any Unpublished Price Sensitive Information (as defined in the Jump Networks Limited Code of Conduct to Regulate, Monitor and Report Trading by Insiders) up to the date of signing of this undertaking.

I further declare that in case I have access to any Unpublished Price Sensitive Information after the signing of Undertaking and before the execution of Trade for which Pre-clearance is required in **Form I** (enclosed), I shall:

1. Promptly inform the Compliance Officer;
2. Refrain from trading in securities of the Company;
3. Apply afresh for obtaining pre-clearance approval from the Compliance Officer of the Company in **Form I** only after 2 days of such Unpublished Price Sensitive Information becoming public.

Upon obtaining pre-clearance for trading in securities of the Company, I undertake to execute the transaction within seven (7) trading days failing which I shall seek pre-clearance again.

I undertake to submit **Form II** within 4 working days of execution of the transaction/a NIL report in case the transaction is not executed.

I declare that I have made true and complete disclosure in the matter.

Yours truly.

(Signature of the Designated Person)

(Name of the Designated Person)

FORM II
FORMAT FOR DISCLOSURE OF TRANSACTIONS EXECUTED/NOT EXECUTED AFTER OBTAINING
PRE-CLEARANCE

[Clause 10.6 of Jump Networks Limited: Code of Conduct to Regulate, Monitor and Report Trading
by Insiders]

Date: _____

Compliance Officer,
Jump Networks Limited
Address: C-204 Acme
Akanksha Vasari Hill Road
Near Rustomjee Ozone
Goregaon West
Mumbai - 400 104

Dear Sir,

With reference to trading approval granted by the Company to me on _____, I hereby inform that I
have bought/sold/subscribed for _____ equity shares of the Company for Rs. _____ on
_____.

In connection with the aforesaid transaction, please find enclosed copy of the following for your
records:

Broker's contract note/Proof of Payment to/from Broker/Extract of bank passbook/statements (in
case of demat transaction)/Copy of Delivery instruction slips (applicable in case of sale transactions).

I hereby undertake to preserve the original copy of the above mentioned document for a **period of 5
years** and produce to the Compliance Officer/Securities and Exchange Board of India, if required in
future.

Yours Truly,

(Signature of the Designated Person)

(Name of the Designated Person)

Note: After pre-clearance, if the Designated Person opts not to trade in securities should provide the
reasons for taking such decision.

FORM III
JUMP NETWORKS LIMITED
APPLICATION FOR WAIVER OF MINIMUM HOLDING PERIOD
[Clause 10.6 of Jump Networks Limited: Code of Conduct to Regulate, Monitor and Report Trading by
Insiders]

Date: _____

Compliance Officer,
Jump Networks Limited
Address: C-204 Acme
Akanksha Vasari Hill Road
Near Rustomjee Ozone
Goregaon West
Mumbai - 400 104

Dear Sir,

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 and Jump Networks Limited Code of Conduct to Regulate, Monitor and Report Trading by Insiders, I (name and designation of the Designated Person) had (provide the details of purchase/sale/subscribe for shares as the case may be) (number of securities) of the Company on _____ after obtaining pre-clearance on _____. The details of transaction executed were submitted on _____ (date) in **Form II**. I seek your approval to waive off the time restrictions and permit to execute a contra-trade for (number of securities) of the Company due to (valid reason(s) for executing contra trade).

I declare that I am not in possession of any Unpublished Price Sensitive Information (as defined in the Jump Networks Limited Code of Conduct to Regulate, Monitor and Report Trading by Insiders) up to the date of this application.

I further declare that in case I have access to any Unpublished Price Sensitive Information after the signing of this application and before executing a contra Trade (if permitted), I shall:

1. Promptly inform the Compliance Officer
2. Refrain from trading in securities of the Company.

Yours truly,

(Signature of the Designated Person)
(Name of the Designated Person)

Enclosed:

1. Copy of pre-clearance approval
2. Copy of Form I & II

FORM IV
Securities and Exchange board of India (Prohibition of Insider Trading) Regulations, 2015
Transactions by Designated Persons as identified by the Company

[Clause 13.1 of Jump Networks Limited: Code of Conduct to Regulate, Monitor and Report Trading by Insiders] Details of transactions executed during __ (Q1, Q2, Q3, Q4) of _____ (Year) in securities of the Company

Name, PAN No., CIN/DIN & address of Designated Persons with contact nos.	Connection with the 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 the 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, warrants, convertible debentures, etc.)	No.	Pre Transaction	Post Transaction				Buy		Sell		
											Value	No. of units (contract size)	Value	No. of units (contract size)	

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

Date: _____

Place: _____

Signature: _____

Designation: _____

FORM V

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

Transactions by Designated Persons as indentified by the Company

[Clause 13.2 of Jump Networks Limited: Code of Conduct to Regulate, Monitor and Report Trading by Insiders]

Details of transactions executed during the Financial Year _____ in securities of the Company

Date _____

Compliance Officer,
Jump Networks Limited
Address- C 204, Acme,
Akanksha Vasari Hill Road,
Near Rustomjee Ozone,
Goregaon West,
Mumbai – 400 104.

Dear Sir,

I, _____ (name of the Designated Person), _____ (designation) of the Company residing at _____ (address of the Designated Person) hereby declare that-

*1. The quarterly disclosures made by me in Form IV to the Company was/were a true and complete disclosure of transaction(s) made by me during the Financial year _____.

In accordance with the quarterly disclosures made by me, the following is the consolidated statement of transactions made during the Financial Year _____

Opening balance of securities of the Company held as on 01.04.20_	Purchase/Sale made during the year	Closing balance of securities of the Company held as on 31.03.20_

*I was holding _____ (number of securities) securities of the Company on 01 April 20____ (start of the financial year). However, I have not traded in securities of the Company during the Financial Year ended 31 March, 20____ (end of the financial year).

Date:

Signature

Place:

Designation

*Please delete/modify as per the factual position.