Jainam Broking Limited

(CIN: U67120GJ2003PLC043162)

CODE OF INTERNAL PROCEDURES AND CONDUCT FOR PREVENTION OF INSIDER TRADING IN SECURITIES

(Pursuant to Regulation 9 of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015)

CODE OF INTERNAL PROCEDURES AND CONDUCT FOR PREVENTION OF INSIDER TRADING IN SECURITIES

1. Preface:

Regulation 9 of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time **(**"**The Regulations**"**),** mandate the every Listed Company to formulate a code of conduct to regulate, monitor and report trading by its designated persons and immediate relatives of designated persons towards achieving compliance with the regulations, adopting the minimum standards set out in Schedule B to the regulations ("Insider Code"), without diluting the provisions of these regulations in any manner.

This Code has been reviewed and approved by the Board of Directors of the Jainam Broking Limited ("**the Company**") by inserting the new principles as set out in the amended Regulations and shall come into effect from 19th March, 2025.

The objective of the Code is to prevent Insider Trading in Company's securities by prohibition / restriction in dealing, communicating or counseling on matters relating to insider trading.

The Code will be applicable to Company's Directors, Designated Persons, Connected Persons and persons deemed to be Connected Persons

2. Definitions:

1) **"Act"** means the Securities and Exchange Board of India Act, 1992.

2) **"Board"** means the Board of Directors of the Company.

3) **"Code"** or **"Code of Conduct"** shall mean the Code of Internal Procedures and Conduct for Prevention of Insider Trading in Securities by insiders of Jainam Broking Limited as amended from time to time.

4) **"Company"** means Jainam Broking Limited.

5) **"Compliance Officer"** means any senior officer, designated so and reporting to the board of directors who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of unpublished price sensitive information, monitoring of trades and the implementation of the codes specified in these regulations under the overall supervision of the board of directors of the company.

   Explanation – the term, "financially literate" shall mean a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows.

6) **"Connected Person"** means:

A. 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.

B. 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 (A); 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 institution as defined in section 2 (72) of the Companies Act, 2013; or
(h) an official or an employee of a self-regulatory organization recognised or authorized by 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;

7) **"Dealing in Securities"** means an act of subscribing to, buying, selling or agreeing to subscribe to, buy, sell or deal in the securities of the Company either as principal or agent.

8) **Designated Employee(s)** shall include :

A. every employee in the grade of Managers and above;
B. every employee in the finance, accounts and secretarial department as may be determined and informed by the Compliance Officer; and
C. any other employee as may be determined and informed by the Compliance Officer from time to time.

9) **"Designated Person(s)"** shall mean and includes the Directors, Connected Persons, the Designated Employees and the Promoters and Promoter Group.

10) **"Director"** means a member of the Board of Directors of the Company.

11) **"Employee"** means every employee of the Company including the Directors in the employment of the Company.

12) **"Generally available Information"** means information that is accessible to the public on a non-discriminatory basis.

13) **"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.

14) **"Insider"** means any person who,

A. a connected person; or
B. in possession of or having access to unpublished price sensitive information.

15) **"Key Managerial Person"** means person as defined in Section 2(51) of the Companies Act, 2013.

16) **"Need to Know"** basis means that 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.

17) **"Promoter"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;

18) **"Promoter Group"** shall have the meaning assigned to it under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof;

19) **"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;

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

21) **"Trading"** means and includes subscribing, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly;

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

23) **"Unpublished Price Sensitive Information"** means:
any information, relating to a company or its securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the securities and shall, ordinarily including 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.

24) **"Regulations"** shall mean the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and any amendments thereto.

Other terms not specifically defined here shall have the same meaning as assigned under the SEBI (Prohibition of Insider Trading) Regulations, 2015 and amendments thereto.

Words and expressions used and not defined in the regulations 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. Duties of Compliance Officer:

The compliance officer shall report to the board of directors and in particular, shall provide reports to the Chairperson of the Audit Committee or to the Chairperson of the board of directors at such frequency as may be stipulated by the board of directors or head(s) of the organization but not less than once in a year.
The Compliance Officer shall assist all employees in addressing any clarifications regarding the Regulation and Company's Code of Conduct.

4. Preservation of "Price Sensitive Information":

A. All information shall be handled within the Company on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

B. Unpublished price sensitive information may be communicated, provided, allowed access to or procured, in connection with a transaction which entails:

(a) 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 sharing of such information is in the best interests of the Company; or

(b) not attracting 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 sharing of such information is in the best interests of the Company and the information that constitute unpublished price sensitive information 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 to be adequate and fair to cover all relevant and material facts.

(c) For the purpose of sub-clauses (a) and (b) above, 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 above purpose of sub-clauses (a) and (b) above and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information.

C. Limited access to Confidential information:

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

5. Maintenance of Structured Digital Database:

The Company shall maintain a structured digital database containing the nature of unpublished price sensitive information and the names of such persons who have shared the information and also the names of such persons or entities as the case may be with whom information is shared under this code read with Regulations, along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available.

Such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

The structured digital database shall be preserved for a period of not less than eight years after completion of the relevant transactions and in the event of receipt of any information from the Board regarding any investigation or enforcement proceedings, the relevant information in the structured digital database shall be preserved till the completion of such proceedings.

6. Pre-clearance of trades:

All Designated Persons, who intend to deal in the securities of the Company when the trading window is opened and if the dealing in securities exceeds 10,000 Securities Equity Shares or Rs. 50,00,000 (Market Value), Whichever is less , should pre-clear the transaction. The pre-dealing procedure shall be hereunder:

A. An application shall be made in the **prescribed Form (Annexure 1)** to the Compliance officer indicating the estimated number of securities that the Specified Person intends to deal in, the details as to the depository with which he has a security account, the details as to the securities in such depository mode and such other details as may be required by any rule made by the company in this behalf.

B. A Declaration in the **prescribed form (Annexure 2)** shall be made to the Company by such Specified Person specifying, inter alia, the following clauses, as may be applicable:

a) That the employee/director/officer does not have any access or has not received “Price Sensitive Information” up to the time of signing the Declaration.

b) That in case the Designated Person has access to or receives "Price Sensitive Information" after the signing of the Declaration but before the execution of the transaction he/she shall inform the Compliance Officer of the change in his position and that he/she would completely refrain from dealing in the securities of the Company till the time such information becomes public.
c) That he/she has not contravened the code of conduct for prevention of insider trading as notified by the Company from time to time.
d) That he/she undertakes to submit the necessary report within two days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.
e) That he/she execute the deal within 7 trading days of the receipt of approval, failing which he/she shall seek pre-clearance again.
f) That he/she has made a full and true disclosure in the matter.

C. All Designated Persons shall execute their order in respect of securities of the Company within seven trading days after the approval of pre-clearance in the **prescribed form (Annexure 3)**.

D. The Designated Person shall file within 2 (two) days of the execution of the deal, the details of such deal and in case the transaction is not undertaken, a report to that effect to the Compliance Officer in the **prescribed form (Annexure 4).**

~~E. Trades must be executed within seven days after the approval is given, failing which fresh pre-clearance would be needed for the trades to be executed.~~

F. All Designated Persons who buy or sell any number of shares of the Company shall not enter into an opposite transaction i.e. sell or buy any number of shares during the next six months following the prior transaction. All Designated Persons shall also not take positions in derivative transactions in the shares of the Company at any time. The compliance officer may be empowered to grant relaxation from strict application of such restriction for reasons to be recorded in writing provided that such relaxation does not violate these regulations.

G. In case of any contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from such trade shall be liable to be disgorged for remittance to the Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI under the Act.

Provided that this shall not be applicable for trades pursuant to exercise of stock options

H. In case of subscription in the primary market (initial public offers), the above mentioned persons shall hold their investments for a minimum period of 30 days.

Provided that the holding period would commence when the securities are actually allotted.

I. The Compliance Officer may waive off the holding period in case of sale of securities in personal emergency after recording reasons for the same. However, no such sale will be permitted when the Trading window is closed.

7. Prevention of misuse of "Unpublished Price sensitive information":

Designated Persons and Immediate Relatives of Designated Persons ~~Employees and connected persons designated on the basis of their functional role in the Company~~ shall be governed by an internal code of conduct governing dealing in securities.

A. Trading Plan:

An insider shall be entitled to formulate a trading plan for dealing in securities of the Company 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.

B. Trading Plan shall:

a) not entail commencement of trading on behalf of the insider earlier than one hundred and twenty calendar days ~~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 the following parameters for each trade to be executed:

(i) either the value of trade to be effected or the number of securities to be traded;

(ii) nature of the trade;

(iii) either specific date or time period not exceeding five consecutive trading days;

(iv) price limit, that is an upper price limit for a buy trade and a lower price limit for a sell trade, subject to the range as specified below:

a. for a buy trade: the upper price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent higher than such closing price;

b. for a sell trade: the lower price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent lower than such closing price; and

~~set out either the value of trades to be effected or the number of securities to be traded along with the nature of the trade and the intervals at, or dates on which such trades shall be effected; and~~

f) not entail trading in securities for market abuse.

The Compliance Officer shall review the trading plan to assess whether the plan would have any potential for violation of these regulations. However he shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of this plan. Provided that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.

Provided further that trading window norms and restrictions on contra trade shall not be applicable for trades carried out in accordance with an approved trading plan.

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 the trading plan or to deviate from it except due to permanent incapacity or bankruptcy or operation of law.

However, the implementation of the trading plan shall not be commenced, if any unpublished price sensitive information in possession of insider at the time of formulation of plan has not become generally available at the time of commencement of implementation. The commencement of the Plan shall be deferred until such unpublished price sensitive information becomes generally available information. Further, the Insider shall also not be allowed to deal in securities of the Company, if the date of trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of Trading Window announced by the Compliance Officer.

If the insider has set a price limit for a trade under trading plan as referred above, the insider shall execute the trade only if the execution price of the security is within such limit. If price of the security is outside the price limit set by the insider, the trade shall not be executed

In case of non-implementation (full/partial) of trading plan due to either reasons enumerated above or failure of execution of trade due to inadequate liquidity in the scrip, the following procedure shall be adopted:

i. The insider shall intimate non-implementation (full/partial) of trading plan to the compliance officer within two trading days of end of tenure of the trading plan with reasons thereof and supporting documents, if any.
ii. Upon receipt of information from the insider, the compliance officer, shall place such information along with his recommendation to accept or reject the submissions of the insider, before the Audit Committee in the immediate next meeting. The Audit Committee shall decide whether such non-implementation (full/partial) was bona fide or not.
iii. The decision of the Audit Committee shall be notified by the compliance officer on the same day to the stock exchanges on which the securities are listed.
iv. In case the Audit Committee does not accept the submissions made by the insider, then the compliance officer shall take action as per the Code of Conduct.

The compliance officer shall approve or reject the trading plan within two trading days of receipt of the trading plan and notify the approved plan to the stock exchanges on which the securities are listed, on the day of approval.

8. Trading Window:

A. The trading period, i.e. the trading period of the stock exchanges, called 'trading window", is available for trading in the Company's securities.
B. The trading window can be, inter alia, closed:-

i. From 1st day immediately after end of the quarter or such other day as may be decided by the Compliance Officer till the end of 48 (forty-eight) hours after the financial results (quarterly, half yearly and annually) are submitted to the Stock Exchanges.
ii. Any other period that may be designated by the Compliance Officer in case of any Unpublished Price Sensitive Information including periods prior to meetings where the following are proposed to be considered:
   - Declaration of dividends (interim and final);
   - Declaration of Financial Results (quarterly, half-yearly and annually)
   - Changes in Capital Structure by way of public/ rights/ bonus/ preferential, etc;
   - Amalgamation, mergers, de-mergers, acquisitions, takeovers, delisting,
   - expansion of business and such other transactions;
   - Disposal of whole or substantially whole of the undertaking
   - Changes in Key Managerial Personnel;
   - such other information as may be specified by the Compliance Officer from time to time;
   - such other period(s) as may be decided and notified by the Compliance Officer

C. The trading window shall be, inter alia, closed at least 7 days prior to and during the time the unpublished price sensitive information is published.
~~D. The trading window can be closed from the end of every quarter till 48 hours after the declaration of financial results.~~
~~E. For such period and for any such other event as may be deemed fit by the compliance officer~~
F. When the trading window is closed, the Designated Persons shall not trade in the Company's securities in such period.
G. All Designated Persons shall conduct all their dealings in the securities of the Company only in a valid trading window and shall not deal in any transaction involving the purchase or sale of the Company's securities during the periods when the trading window is closed, as referred in above clauses or during any other period as may be specified by the Company from time to time.
H. In case of ESOPs, exercise of option may be allowed in the period when the trading window is closed. However, sale of shares allotted on exercise of ESOPs shall not be allowed when trading is closed.

The Compliance Officer shall intimate the closure of trading window to all the designated person(s) of the Company when he 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.

The Compliance Officer after taking into account various factors including the unpublished price sensitive information in question becoming generally available and being capable of assimilation by the market, shall decide the timing for re-opening of the trading window, however in any event it shall not be earlier than forty-eight hours after the information becomes generally available.

When the trading window is open, trading by designated persons shall be subject to pre-clearance by the compliance officer, if the value of the proposed trades is above the thresholds Limits as specified here.

Subject to subject to pre-clearance by the compliance officer and compliance with the respective regulations made by Securities and Exchange Board of India; the Trading window restriction shall not apply to the following:

a) Off-market inter-se transfer between insiders who were in possession of UPSI;
b) Transaction carried out through block deal window mechanism between persons who were in possession of UPSI;
c) Transaction carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction;
d) Transaction undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with applicable regulations;
e) Trades carried pursuant to a trading plan
f) Transactions which are undertaken in accordance with respective regulations made by the Securities and Exchange Board of India such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buy-back offer, open offer, delisting offer or transactions which are undertaken through such other mechanism as may be specified by the Board from time to time.

9. General Provision on disclosure of trading by Insiders:

The disclosures to be made by any person under this Code shall also include those relating to trading by such person's immediate relatives, and by any other person for whom such person takes trading decisions.

The disclosures of trading in securities shall also include trading in derivatives of securities and the traded value of the derivatives shall be taken into account for purposes of this Code.

The disclosures made under this Code shall be maintained for a period of five years.

10.Reporting Requirements for transaction in Securities:

A. Initial Disclosure:

~~a) Every promoter, member of the promoter group, Key Managerial Personnel and Director of the Company, within thirty days of the regulations taking effect, shall forward to the Company the details of holdings in securities of the Company presently held by them as on the date of the regulations taking effect in the prescribed Form **(Annexure 5)**.~~

b) Every person on appointment as a key managerial personnel or a director of the Company or upon becoming a promoter or member of the promoter group shall disclose his holding of securities of the Company as on the date of appointment or becoming a promoter or member of the promoter group,

to the Company within seven days of such appointment or becoming a promoter or member of the promoter group in the prescribed Form **(Annexure 5)**.

B. Continual Disclosure:

Every promoter, member of the promoter group, designated person and director of the Company shall disclose to the Company in the prescribed form **(Annexure 6)**, 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, aggregates to a traded value in excess of Rs. Ten lakhs.

The disclosure shall be made to the compliance officer of the Company

C. Disclosure by other Connected Person:

The Company may at its discretion require any other connected person or class of connected persons to make disclosures of holding and trading in securities of the Company in the prescribed form **(Annexure 7)** in order to monitor the compliance with this Code.

11.Disclosure by the Company to the Stock Exchanges:

Within 2 trading days of the receipt of intimation under Sub-Clause 10(B), the Compliance Officer shall disclose to all Stock Exchanges on which the Company is listed, the information received.

The Compliance officer shall maintain records of all the declarations in the appropriate form given by the promoter, member of the promoter group, designated person and director for a minimum period of five years.

12.Dissemination of Price Sensitive information:

A. No information shall be passed by Designated Persons by way of making a recommendation for the purchase or sale of securities of the Company.

B. Disclosure/dissemination of Price Sensitive Information with special reference to analysts, media persons and institutional investors:

a) Only public information to be provided.
b) Simultaneous release of information after every such meet.

13.Penalty for contravention of the Code of Conduct:

A. Every Designated Person(s) shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her dependents).
B. Any Designated Person who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalized and appropriate action may be taken by the Company.
C. Designated Persons who violate the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, ineligibility for future participation in employee stock option plans, etc.
D. 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 or any amendments thereof.

14. Code of Fair disclosure and Conduct and Policy for Determination of Legitimate Purposes:

The Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information shall be adopted separately and shall form part of this code along with the policy for determination of "Legitimate Purposes".

****

Annexure-1
Specimen of Application for Pre-clearance approval

Date:

To,
Compliance Officer
Jainam Broking Limited
Surat.

Dear Sir,

Sub: Application for pre-clearance approval in securities of the Company.

Pursuant to the provisions of the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time and the Company's Code of Internal Procedures and Conduct for Prevention of Insider Trading in Securities by insiders of Jainam Broking Limited as amended from time to time, I seek your approval for Purchase/ Sale / Subscription of _____ equity shares of the Company as per details given below:

Sr. No.	Particulars	Details
1.	Name of the Applicant:	
2.	Designation:	
3.	No. of Securities held as on date :	
4.	Folio no/ DP ID Client ID	
5.	Approval is for	(a) Purchase of Securities (b) Sale of Securities (c) Subscription of Securities
6.	Proposed period for dealing in securities	
7.	Estimated number of securities proposed to be acquired/ sold/subscribed	
	Price at which the transaction is proposed	
8.	Whether the transaction will be through Stock exchange or Off market	
9.	Folio no/ DP ID Client ID where the securities will be credited/ debited (Applicable only in Off market transaction)	

Thanking you,
Yours faithfully

_____
(Name of Employee)
(Designation)

Encl: Declaration

Annexure-2

Specimen of Declaration to be accompanied with Application for Pre-clearance approval

To,
Compliance Officer
Jainam broking Limited
Surat.

I, (Name), (Designation) of the Company residing at (Address), am desirous of dealing in _____ Equity shares of the Company as mentioned in my application dated _____ for pre-clearance of the transaction.

(a) I further declare that I am not in possession of or otherwise privy to any unpublished Price Sensitive Information (as defined in the Company's Code of Conduct for prevention of Insider Trading (the Code) up to the time of signing this Undertaking.
(b) In the event that I have access to or received any information that could be construed as "Price Sensitive Information" as defined in the Code, after the signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same and shall completely refrain from dealing in the securities of the Company until such information becomes public.
(c) I declare that I have not contravened the provisions of the Code as notified by the Company from time to time.
(d) I undertake to submit the necessary report within two days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.
(e) If approval is granted, I shall execute the deal within 7 trading days of the receipt of approval failing which I shall seek pre-clearance again.
(f) I declare that I have made full and true disclosure in the matter.

_____
(Name of Employee)
(Designation)

Place:
Date:

Annexure-3
Specimen for Pre-clearance approval

To,
Name: _____
Designation: _____
Address: _____

This is to inform you that your request for dealing in _____ equity shares of the Company as mentioned in your application dated _____is approved. Please note that the said transaction must be completed on or before (date), that is within 7 trading days from today.

In case you do not execute the approved transaction /deal on or before the aforesaid date you shall require to seek fresh pre-clearance before executing any transaction/deal in the securities of the Company. Further, you are required to file, to the Company, the details of the executed transactions in the attached format within 2 days from the date of transaction/deal. In case the transaction is not undertaken a 'Nil' report shall be filed with the Company.

Yours faithfully
For **Jainam Broking Limited**

Compliance Officer

Date:
Place:

Encl: Specimen for submission of details of transactions.

Annexure-4

Specimen for disclosure of Transactions

(To be submitted within 2 days of transaction/ dealing in securities)

To,
Compliance Officer
Jainam Broking Limited
Surat.

I hereby inform that I

- ⇨ have not bought / sold/ subscribed any securities of the Company or
- ⇨ have bought/sold/subscribed to _____ securities as mentioned below on (date)

Name of Holder	No. of Securities dealt with	Mode of dealing (Sale/Purchase/ subscription)	Folio no. / DP ID Client ID	Price per securities (in Rs.)

In connection with the aforesaid transaction(s), I hereby undertake to preserve, for a period of 5 years and produce to the Compliance officer / SEBI any of the following documents:

1. Broker's contract note.
2. Proof of payment to/from brokers.
3. Extract of bank passbook/statement (to be submitted in case of demat transactions).
4. Copy of Delivery instruction slip (applicable in case of sale transaction).

I undertake not execute a contra trade within period of six months. In case there is any urgent need to execute contra trade for these securities within the said period, I shall approach the Compliance Officer for necessary approval.

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

Signature:
Name of Holder: _____
Designation:_____

Date:
Place:

Annexure-5

Specimen for Initial disclosure of Securities

Details of holding of securities of the Company as on the date of appointment or becoming a promoter or member of the promoter group

To,
Compliance Officer
Jainam Broking Limited
Surat.

ISIN of the company:

A. 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, CIN/DIN & address with contact nos	Category of Person (Promoters/ KMP / Directors/ immediate relative to/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
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	Number	

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

B. Details of Open Interest (OI) in derivatives of the company held on appointment of Key Managerial Personnel (KMP) or Director or upon becoming a Promoter of a listed company and other such persons as mentioned in Regulation 6(2)

Open Interest of the Future contracts held at the time of becoming Promoter/ appointment of Director/KMP			Open Interest of the Future contracts held at the time of becoming Promoter/ appointment of Director/KMP		
Contract Specifications	Number of units (contracts* lot size)	Notional value in Rupee term	Contract Specifications	Number of units (contracts* lot size)	Notional value in Rupee term

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

Signature:
Name & Designation:

Place:
Date:

Annexure-6

Specimen for Continual disclosure

For every promoter, member of the promoter group, designated person and director of the Company

To,
Compliance Officer
Jainam Broking Limited
Surat

ISIN of the company:

A. 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, CIN/DIN, & address with contact nos.	Category of Person (Promoter / KMP / Directors/ immediate relative to/others etc.)	Securities held prior to acquisition/ disposal		Securities acquired/Disposed				Securities held post acquisition/ disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition / disposal (on market/ public/ rights/ preferential offer / off market/ Inter-se transfer, ESOPs etc.)
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of share holding	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/ Sale/ Pledge / Revoke/ Invoke)	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of share holding	From	To		
1	*2*	*3*	*4*	*5*	*6*	*7*	*8*	*9*	*10*	*11*	*12*	*13*	*14*

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

B. Details of trading in derivatives of the company by Promoter, Employee or Director of a listed company and other such persons as mentioned in Regulation 6(2)

Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
15	*16*	*17*	*18*	*19*	*20*	*21*

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

Signature:
Name & Designation:

Place:
Date:

Annexure-7

Specimen for Continual disclosure

For Other Connected Person identified by the Company

To,
Compliance Officer
Jainam Broking Limited
Surat.

ISIN of the company:

A. Details of change in holding of Securities by other connected persons as identified by the company

Name, PAN, CIN/DIN, & address with contact nos.	Connection with company	Securities held prior to acquisition/ disposal		Securities acquired/Disposed				Securities held post acquisition/ disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition / disposal (on market/ public/ rights/ preferential offer / off market/ Inter-se transfer, ESOPs etc.)
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of share holding	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/ Sale/ Pledge / Revoke/ Invoke)	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of share holding	From	To		
1	*2*	*3*	*4*	*5*	*6*	*7*	*8*	*9*	*10*	*11*	*12*	*13*	*14*

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

B. Details of trading in derivatives of the company by other connected persons as identified by the company

Trading in derivatives (Specify type of contract, Futures or Options etc.)						Exchange on which the trade was executed
Type of contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
15	*16*	*17*	*18*	*19*	*20*	*21*

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

Signature:
Name & Designation:

Place:
Date: