

N2N TECHNOLOGIES LIMITED (NTL)  
CODE OF CONDUCT  
FOR PREVENTION OF INSIDER TRADING

# INDEX

Sr.No	Particulars	Page No.
1	Introduction	3
2	Definitions	4
3	Applicability	6
4	Responsibilities of Directors/Officers/DE	7
5	Restrictions	7
6	Trading Window	7
7	Disclosure Requirements	8
8	Pre-Clearance	10
9	Minimum Holding Period	11
10	Reporting to Board	11
11	Compliance with Regulatory Requirements	11
12	Penalty	11
13	Annexures	13

## Introduction

The Securities and Exchange Board of India (SEBI) had formulated the SEBI (Prohibition of Insider Trading) Regulations, 1992 under the powers conferred on it under the SEBI Act, 1992 to prevent trading by the directors, officers and other employees of the Companies on the basis on unpublished price sensitive information possessed by them and thus protect the interests of investors. These regulations came into force with effect from 19th November 1992 and are applicable to all companies whose shares are listed on Indian stock exchanges.

In compliance with the aforesaid SEBI Regulations and to regulate and prohibit insider trading in the securities of NTL, it has framed the following Code of Conduct for prevention of Insider Trading.

All the directors, officers and designated employees ( defined hereinafter) are requested to abide by this Code of Conduct.

## I. DEFINITIONS:

1. Insider: any person who is or was connected with NTL or is deemed to be connected with NTL and who is reasonably expected to have access, by virtue of such connection, to unpublished price sensitive information in respect of shares/ securities of NTL, or who has received or had access to such unpublished price sensitive information and includes a connected person as defined in this code.
2. Connected Person: any person who is a director of NTL or occupies the position as an officer or an employee of NTL or holds a position involving a professional or business relationship between himself and NTL, whether temporary or permanent and who may reasonably be expected to have access to unpublished price sensitive information in relation to NTL and shall include the persons deemed to be connected as per the SEBI (Prohibition of Insider Trading) Regulations, 1992.  
Connected person shall also include any person who is a connected person six months prior to an act of insider trading.
3. Dealings in Securities of NTL : means an act of subscribing, buying, selling, or agreeing to subscribe, buy or sell or deal in any equity shares or listed securities (or derivative thereof) of NTL by any person either as a principal or as an agent.
4. Unpublished Price Sensitive Information: any information which relates to the following matters or is of concern, directly or indirectly, to NTL, and is not published by NTL or its agents and is not specific in nature, but which if published or known, is likely to materially affect the price of shares / securities of NTL in the market –
  - Periodical financial results (quarterly or annual) of NTL;
  - Intended declaration of dividends (interim or final);
  - Issue of securities or buyback of securities;
  - Any major expansion plans or execution of new projects;
  - Amalgamation, mergers or takeovers;
  - Disposal of the whole or substantial part of Undertaking;
  - Any significant changes in policies, plans or operations of the Company.

Speculative reports in print or electronic media shall not be considered as published information unless confirmed by the Company, in which case it will be treated as published information with effect from the date of such confirmation.
5. Employee: means any person employed by NTL.
6. Officer: The term "Officer" includes any director, manager or secretary or any person in accordance with whose directions or instructions the Board of Directors or any one or more of the Directors is or are accustomed to act and shall include an Auditor of the Company.

7. Designated Employees: The following Officers and Employees shall be included in the term "designated employees (DE)":-

a.) Officers / employees comprising of the top three tiers of the Company Management as mentioned below:

Tier I

All Executive Directors, Whole-time Directors and Independent Directors of the Company including the Chairman, the Chief Executive Officer and the Chief Financial Officer;

Tier II

The Vice Presidents, the Company Secretary and employees having higher designation in the Company.

Tier III

Persons in charge of various business divisions/departments of the Company and any such employees and other persons working in the Finance, Treasury, Legal, Secretarial and Taxation Departments of the Company as may be designated by the Compliance Officer to whom the trading restrictions shall be applicable keeping in mind the object of this Code;

c) The respective secretaries / personal assistants / executive assistants of the employees / persons covered under Tiers I to III above.

The Compliance Officer shall maintain a record of the Designated Employees and any change made in the list of designated employees from time to time.

The Directors/Officers & Designated Employees shall intimate the compliance officer of any change in dependants.

8. Relative: means persons as defined under Section 6 of the Companies Act, 1956.

9. Compliance Officer: means such senior official appointed by the Company who is responsible for setting forth policy, procedures, monitoring adherence to the rules for the preservation of price sensitive information, implementation of this Code within the Company under the overall supervision of the Board of Directors of the Company, Pre-clearing of trades by directors/officers and designated employees and their dependants (directly or through the respective Heads of Departments as decided by the Board / Chairman) and dissemination of information to the Stock Exchanges and media. The Company shall appoint the Company Secretary or the Chief Financial Officer as the Compliance Officer.

The Compliance Officer shall report to the Managing Director/CEO of the Company.

10. Trading Window: Trading Window refers to the period during which the Directors / Officers / Designated Employees can conduct their dealings in the securities of the Company. The Trading Window shall be closed during the period and under the circumstances as mentioned in clause V of this Code. During the Trading Window Closure Period, Directors / Officers / Designated Employees are prohibited from conducting any dealings in the securities of the Company.

11. Dependant Family Members:

“Dependent” shall include the spouse, children and parents, who are financially dependent on the Directors, Officers and DE and such other family members of the Directors, Officers and DE as may be notified by him/her.

NTL has designated the following persons as dependant family members:

- a.) Spouse;
- b.) Minor son;
- c.) Dependant parent;
- d.) Dependant major son;
- e.) Dependant unmarried daughter;
- f.) Dependant brother;
- g.) Dependant sister.

12. Security: Security shall mean shares, stocks, bonds, debentures other marketable securities of the Company that are listed on one or more recognized Stock Exchange(s) in India or abroad.

13. Working Day: shall mean the working day when the regular trading is permitted on the concerned stock exchange where Securities of the Company are listed.

14. Interpretations of Certain Words and Expressions

Words and expressions used herein and not defined in this Code but defined in the SEBI (Prohibition of Insider Trading) Regulations, 1992 or Companies Act, 1956, shall have the same meanings respectively assigned to them in those Acts.

II. APPLICABILITY

This Code shall apply to all Directors/ Officers / Designated Employees of NTL and shall be called “NTL Code for Prevention of Insider Trading”.

### III. RESPONSIBILITY OF DIRECTORS/OFFICERS & DE:

1. Directors / Officers / Designated Employees shall maintain the confidentiality of all price sensitive information and shall not pass on such information directly or indirectly by way of making a recommendation for purchase or sale of securities.
2. Unpublished price sensitive information shall be handled on a need to know basis and shall be disclosed only to those within the Company or to Connected Persons who need the information to discharge their duty.
3. Directors / Officers / Designated Employees shall ensure that all files containing confidential information are kept secure and that all computer files containing confidential information have adequate security of log in and pass word.

### IV. RESTRICTIONS:

In accordance with the SEBI regulations, no Director/Officer/Designated Employee (including the spouse, children and parents of the said Director/Officer Designated Employee, whether or not Dependents)" shall:

1. Deal or speculate in the securities of the Company listed on any Stock Exchange, either on his own behalf or on behalf of any other person :
  - a) on the basis of unpublished price sensitive information;
  - b) when the trading window is closed;
2. Communicate, directly or indirectly, any unpublished price sensitive information to any other person, except as required in the ordinary course of business or under any law;
3. The Company shall not deal in the securities of another Company or associate of that other Company while in the possession of any unpublished price sensitive information.

### V. TRADING WINDOW:

- (1) Directors/Officers/Designated Employees shall conduct their dealings in the securities of the Company only when the Trading Window is open and shall not deal in any transaction involving the purchase, sale or other dealing of / in securities of the Company during the Trading Window Closure Period.
- (2) The Trading Window shall be closed for / in connection with the following purposes:
  - (a) Declaration of Financial results (quarterly, half-yearly and annual);
  - (b) Declaration of Dividend (Interim / Final);
  - (c) Issue of Securities by way of Public / Rights / Bonus etc.;
  - (d) Any major expansion plans or execution of new project;
  - (e) Amalgamation, merger and/or takeover;
  - (f) Buy back of securities;
  - (g) Disposal of the whole or substantially the whole of the undertaking of the Company;

- (h) Any change in the policy, plan or operations of the Company that would have a substantial effect on the business or operations of the Company.

Such Closure Period shall commence from the date when intimation is given by the Company to the stock exchange regarding the date on which the Board Meeting is to be held for consideration / approval of the aforesaid items but not later than 7 (seven) calendar days before the date of the Board Meeting and ending 24 hours after intimation of the decision taken by the Board at the said Meeting is communicated to the Stock Exchange(s)

- (3) The Trading Window may also be closed for such other purpose/s and period/s as the Management may specify, from time to time at its sole discretion.
- (4) In case of ESOPs, exercises of Options are allowed during the period when the Trading Window is closed. However sale of shares allotted / acquired on exercise of Options shall not be allowed when Trading Window is closed.

#### VI. DISCLOSURE REQUIREMENTS:

1. Initial Disclosure by Directors /Officers/Promoter/Designated Employees and substantial shareholders:

- 1(a) Any person who holds more than 5% shares or voting rights shall disclose to the company the number of shares or voting rights held by such person, on becoming such holder, within 2 working days of the receipt of intimation of allotment of shares; or the acquisition of shares or voting rights, as the case may be. (Refer Form "A" hereto for format of such disclosure).
- 1(b) Any person who is a Director, Officer or Designated Employee holding any number of Securities in the Company, shall disclose to the Company the number of Securities held or position taken in Derivative market by him/her as also by his/her dependant family members, within 2 working days of his/her becoming an director /officer Designated Employee of the Company. (Refer Form "B" hereto for format of such disclosure).
- 1(c) Any person who is a promoter or part of promoter group of the company shall disclose to the company, the number of shares or voting rights held by such person, within two working days of becoming such promoter or person belonging to promoter group. (Refer Form "B" hereto for format of such disclosure).

2. Continual Disclosure by Directors /Officers/Promoters/Designated Employees and substantial shareholders:

- 2(a) Any person who holds more than 5% shares or voting rights in the company shall disclose to the company the number of shares or voting rights held and change in shareholding or voting rights, even if such change results in shareholding falling below 5%, if there has been change in such holdings from the last disclosure under sub para 1(a) and such



change exceeds 2% of total shareholding or voting rights in the company. (Refer Form "C" hereto for format of such disclosure).

2(b) Any person who is a director / officer / Designated Employee shall also make a disclosure if there is any change in his / her holding of such Securities from last disclosure made, if the change exceeds Rs.5,00,000/- in value or 25000 Securities or 1% of total Securities of that class in the Company, whichever is lower within 2 working days of acquisition or sale of Securities (Refer Form "D" hereto for format of such disclosure).

2(c) Any person who is a promoter or part of promoter group of the company, shall disclose to the company and the stock exchange where the securities are listed, the total number of shares or voting rights held and change in shareholding or voting rights, if there has been a change in such holdings of such person from the last disclosure made under Listing Agreement or under sub-regulation (2A) or under this sub-regulation, and the change exceeds Rs. 5 lakh in value or 25,000 shares or 1% of total shareholding or voting rights, whichever is lower. (Refer Form "D" hereto for format of such disclosure).

3. Annual Disclosure by Directors /Officers/Designated Employees

All the Directors /Officers/Designated Employees shall forward within 7 (seven) days of financial year end, annual statements of all holdings in Company's Securities as on 31st March every year in such form and manner as may be prescribed by the Compliance Officer from time-to time. (Refer Form "G" hereto for format of such disclosure).

4. Disclosure made by directors/officers/designated employees to be informed by Company to Stock Exchange:

The company, within two working days of receipt, shall disclose to all stock exchanges on which the company is listed, the information received under the above clauses 1 & 2 in the respective formats as specified in the aforesaid clauses.

The Compliance Officer shall maintain manual or electronic records of all the above declarations in an appropriate form for a minimum period of 3 (three) years from the date of the filing thereof.

The disclosures required under the aforesaid Clause VI may also be made through electronic filing in accordance with the system devised by the stock exchange.

## VII. PRE-CLEARANCE:

1. Directors/Officers/Designated Employees and/or their dependant family members, who intend to deal in the Company's Securities during the period other than the trading window closure period, shall have to obtain prior permission from the Compliance Officer by making an application in the prescribed format along with an Undertaking incorporating the following Clauses (refer Annexure "E" hereto for format of such application and undertaking):
  - a) That the designated employee /director / officer / dependant family member does not have access or has not received price sensitive information up to the time of signing the Undertaking.
  - b) That in case the designated employee /director / officer / dependant family member has access to or receives 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 position and that he/she would completely refrain from dealing in the securities of the Company NTL the time such information becomes public.
  - c) That he/she has not contravened the Code for Prevention of Insider Trading as notified by the Company from time to time.
  - d) That he/she has made full and true disclosure in the matter.

However, prior permission will not be required if number of Equity Shares or other listed Securities to be traded does not exceed 5,000 Nos. in any one period of 90 days. Prior permission shall also not be required for acquiring securities pursuant to exercise of stock options granted by the Company under its ESOP Scheme in force from time to time.

In case of dealing by the Compliance Officer, prior permission from the Chairman/Managing Director/CEO shall be obtained. In the absence of the Compliance Officer due to leave etc., the Officer designated by him/her from time-to-time shall discharge the function referred to in the above sub-clauses.

Request for pre-clearance may also be made through e-mail (personal e-mail ID may be used while on leave) and addressed to the Compliance Officer followed by submission of duly signed copies of the said annexures in accordance with the provision of this Code

2. The transaction for which permission is sought shall be carried out within 7 days after the approval has been obtained. If the order is not executed within one week after the approval is given, the director/officer/designated employee shall pre-clear the transaction again.
3. The Directors/Officers/Designated Employees and/or their dependant family members shall file within 2 (two) Working Days of the execution of the deal, the details of such deal, with the Compliance Officer in the prescribed form (see Annexure E). In case the transaction is not undertaken, a report to that effect shall be filed (see Annexure E).

4. In case of doubt, the Directors/Officers/Designated Employees shall check with the Compliance Officer or the Officer designated by him/her from time-to-time whether the provision relating to pre-clearance are applicable to any proposed transaction in the Company's Securities.

#### VIII. MINIMUM PERIOD FOR HOLDING OF SHARES/ LISTED SECURITIES:

- 1 A Director/Officer/ Designated employee and/or their dependant family members shall hold an investment in equity shares or other listed securities for minimum period of 3 months in order to be considered as being held for investment purposes. The holding period shall also apply to subscription in the primary market (IPO) and in such cases, shall commence from the date when the securities are actually allotted. However, in case of justifiable emergencies, the aforesaid period of 3 months may be waived on an application made to the Compliance Officer in the prescribed form and the reasons for such waiver being recorded in writing in that behalf (refer Annexure "F" hereto for format of such application). The aforesaid holding period shall also apply to securities acquired pursuant to exercise of options vested under any Employee Stock Option Scheme formulated by the Company from time to time.
- 2 In case of sale by the Compliance Officer before expiry of 3 months, prior permission from the Chairman and in case of the Chairman, prior permission from Director(s) authorized by the Board of Directors of the Company shall be obtained.

#### IX. REPORTING TO THE BOARD:

The Compliance Officer shall place before the Board on a quarterly basis details of all disclosures received and waivers and permissions granted under this Code.

#### X. COMPLIANCE WITH REGULATORY REQUIREMENTS:

In addition to the requirements of this Code, Employees shall ensure compliance with the applicable provisions of the SEBI (Prohibition of Insider Trading) Regulations, 1992 and the SEBI (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 1995 and such other applicable Regulations as may be introduced from time to time.

#### XI. PENALTY

- 1 This Code is pursuant to SEBI (Prohibition of Insider Trading) Regulations, 1992 and any designated employee/director/officer who contravenes this Code is liable to be penalised and appropriate action will be taken against them by the Company after giving reasonable opportunity to them to explain their stand in the matter. They shall also be subject to disciplinary action including wage freeze, dismissal, ineligibility for future participation in ESOP, forfeiture of benefits, etc.

2 In addition to the action taken by the Company the person violating this Code shall also be subject to action by SEBI as per SEBI Act and Regulations

3 In case of any violation of any of the provisions of the Regulations, the Company/Compliance Officer shall inform SEBI of the same.

XI. The Chairman shall be responsible for intimating to the Compliance Officer of any changes in policies so as to enable him to notify the Designated Employees accordingly.

XII. The Management has the right to change / amend this Code from time to time at its sole discretion and/or in pursuance of any amendments made the SEBI (Prohibition of Insider Trading) Regulations, 1992.

XIII. The decision of the Compliance Officer / Chairman shall be final, binding and conclusive and shall not be justifiable in any forum.

XIV. All correspondence with NTL in regard to this Code should be sent to the Compliance Officer and marked "CONFIDENTIAL".

XV. The responsibility of complying with the provisions of the Insider Trading Regulations and the Code shall be entirely on the Directors/Officers/ Designated Employees of the Company including for any violation by their Dependent(s).

XVI. This Code shall be applicable with immediate effect.

FORM A

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992  
[Regulation 13(1) and (6)]

Regulation 13(1) - Details of acquisition of 5% or more shares in a listed company

The Compliance Officer  
N2N Technologies Ltd

Date:

(1)	(2)	(3)	(4)	(5)	(6)
Name, PAN No. & address of Shareholder with Telephone number	Shareholding prior to acquisition	No. and percentage of shares/ voting rights acquired	Date of receipt of allotment/ advice. Date of acquisition (specify)	Date of intimation to Company	Mode of acquisition (market purchase/ Public c/rights/ preferential offer etc.)

(7)	(8)	(9)	(10)	(11)
Shareholding subsequent to acquisition	Trading member Through whom the trade was executed With SEBI Registration No. of TM	Exchange on which the trade was executed	Buy quantity	Buy value

Signature

**FORM B**

*Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992  
[Regulations 13(2), 13(2A) and 13(6)]*

**Details of shares or voting rights held by Director or Officer and his dependents or Promoter or Person who is part of Promoter Group of a listed company, or positions taken in derivatives by Director or Officer of a listed company and his dependents.**

The Compliance Officer  
N2N Technologies Ltd

Date:

(1)	(2)	(3)	(4)	(5)	(6)
Name, PAN No. & Address of Promoter/ Person who is part of Promoter Group/ Director/ Officer/DE	Date of assuming office of Director/ Officer Or Date of Becoming Promoter/ part of Promoter Group/DE	No. & % of shares/voting rights held at the time of becoming Promoter/ part of Promoter Group/ Director/ Officer/DE	Date of intimation to company	Mode of acquisition (market purchase/ public/ rights/ preferential offer etc.)	Trading member through Whom the trade was Executed with SEBI Registration No. of the Trade Member

(7)	(8)	(9)	(10)	(11)
Exchange on which The trade was executed	Buy quantity	Buy value	Sell Quantity	Sell Value

Signature

FORM C

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992  
[Regulation 13(3) and (6)]

Regulation 13(3) — Details of change in shareholding in respect of persons holding more than 5% shares in a listed company

The Compliance Officer  
N2N Technologies Ltd

Date:

(1)	(2)	(3)	(4)	(5)	(6)	(7)
Name, PAN No. & address Of shareholders	Shareholding prior to acquisition/ sale	No. & % of shares/ Voting rights acquired/ sold	Receipt of allotment advice/ acquisition of shares/ sale of Shares Specify	Date of intimation To company	Mode of acquisition (market purchase/ public/ rights/ preferential offer etc.)	No. & % of shares/ Voting rights post acquisition/ sale

(8)	(9)	(10)	(11)	(12)	(13)
Trading member Through whom the trade Was executed with SEBI Registration No. of the TM	Exchange on which The trade was Executed	Buy quantity	Buy value	Sell quantity	Sell value

Signature

**FORM D**

*Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992*

[Regulations 13(4), 13(4A) and 13(6)]

**Details of change in shareholding or voting rights held by Director or Officer and his dependents or Promoter or Person who is part of Promoter Group of a listed company.**

The Compliance Officer  
N2N Technologies Ltd

Date:

(1)	(2)	(3)	(4)	(5)	(6)
Name, PAN No. & Address of Promoter/ Person who is part of Promoter Group/Director/ Officer/DE	No. & % of shares/ Voting rights held by Promoter/ Person who is part of Promoter Group/ Director/ Officer/DE	Date of receipt of Allotment advice/ acquisition/ sale of shares/ voting rights	Date of intimation to company	Mode of acquisition (market purchase/ public /rights/ preferential offer etc.)	No. & % of shares/ post acquisition/ voting rights sale

(7)	(8)	(9)	(10)	(11)	(12)
Trading member through Whom the trade was Executed with SEBI Registration No. of the Trade Member	Exchange on which The trade was executed	Buy quantity	Buy value	Sell quantity	Sell value

Signature



ANNEXURE "E"  
of Code for Prevention of Insider Trading  
Application for Pre-clearance for dealing in Company's Securities above threshold limit (refer clause no. VII of the Code for Prevention of Insider Trading)

From: \_\_\_\_\_ Date : \_\_\_\_\_  
Name: \_\_\_\_\_  
Designation: \_\_\_\_\_  
To: \_\_\_\_\_

\_\_\_\_\_ Compliance Officer, NTL.

With reference to the Code for Prevention of Insider Trading ("the Code") of the Company, I seek your approval to subscribe to / agree to subscribe to / purchase / sell\* / deal as an agent / principal in \_\_\_\_\_ (nos) of \_\_\_\_\_ (description of security) of the Company.

The statement of securities of the Company held as on \_\_\_\_\_ and my Undertaking in the prescribed format are enclosed for your perusal in this \_\_\_\_\_ on.

\* I declare that the minimum holding period stipulated in the Code of the Company with respect to the securities proposed to be sold has been complied with.

Signature: \_\_\_\_\_

=====

PRE-CLEARANCE ORDER

Date:

This is to inform you that your request for dealing in \_\_\_\_\_ (nos) of \_\_\_\_\_ (description of security) of the Company as mentioned in your above mentioned application is approved. Please note that the said transaction must be completed on or before \_\_\_\_\_ i.e. within 7 days from today.

For N2N Technologies Ltd  
Compliance Officer

=====

CONFIRMATION OF DEAL

Date:

To: The Compliance Officer, NTL.

I confirm that the security dealing for which approval was granted on \_\_\_\_\_ was completed on \_\_\_\_\_ by purchasing / selling \_\_\_\_\_ (nos) of \_\_\_\_\_ (description of security) of the Company.

Signature: \_\_\_\_\_

ANNEXURE "E - 1"

Statement of holding of securities at the time of Pre-clearance  
(refer Annexure E of the Code for Prevention of Insider Trading)

To,

\_\_\_\_\_, Compliance Officer,  
N2N Technologies Ltd

I, \_\_\_\_\_, hereby declare that the details of securities held by me and the securities held by my dependant family members in the company as on this date are furnished below

Name	Relation	Folio No, / DP ID / Client ID No. / ESOP*	Type of Security	No. of Security

\*Where the securities proposed to be sold are pursuant to cashless exercise of stock options, please mention "ESOP Entitlement" in this column.

Date: \_\_\_\_\_

Signature\_\_\_\_\_

ANNEXURE "E - 2"  
Undertaking To Be Submitted Along with Application For Pre-Clearance  
(refer Annexure E of the Code for Prevention of Insider Trading)

To,

\_\_\_\_\_, Compliance Officer,  
N2N Technologies Ltd

I, \_\_\_\_\_ (name and designation), am desirou of dealing in \_\_\_\_\_ (nos.) of \_\_\_\_\_ (description of security) of the Company as mentioned my application dated \_\_\_\_\_ for pre-clearance of the transaction.

As required by the Code for Prevention of Insider Trading ("the Code") of the Company, I hereby state as follows:

a) I have no access to nor do I have any information that could be construed as "Price Sensitive Information" as defined in the Code up to the time of \_\_\_\_\_ this undertaking;

b) In the event that I have access to or received any \_\_\_\_\_ tion that could be construed as "Price Sensitive Information" as defined in the Code, \_\_\_\_\_ the signing of this Undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer of the same in writing and shall completely refrain from dealing in the securities of the Company unNNTL such information becomes public;

c) I have not contravened the provisions of the Code in force as of date;

d) I have made full and true disclosure in the above matter.

Date:

Signature:

ANNEXURE "F"  
of Code for Prevention of Insider Trading  
Application for Waiver of Minimum Holding Period  
(refer clause no. VIII of the Code for Prevention of Insider Trading)

Date:

To,

\_\_\_\_\_ Compliance Officer,  
N2N Technologies Ltd

Dear Sir,

I request you to grant me waiver of the minimum holding period of 3 months as required under the Code for Prevention of Insider Trading with respect to the following securities of the Company held by me.

Name	Relation	Folio No, / DP ID / Client ID No. / ESOP*	Type of Security	No. of Security	Date of acquisition

The reasons for seeking this waiver are:

(Mention reasons)

Thanking you,

Yours faithfully,

\_\_\_\_\_  
(Name)  
(Designation)  
(Department)

**ANNEXURE "G"**  
**of Code for Prevention of Insider Trading**  
**(Annual Disclosure of Securities / holdings of directors /Officers / Designated Employees)**

The Compliance Officer  
N2NTechnologies Limited  
P1, Pentagon,  
Magarpatta City, Hadapsar,  
Pune – 411 013

Dear Sir / Madam,

I, \_\_\_\_\_ of the Company hereby declare that securities held by \_\_\_\_\_ or/and by my dependent family members in the Company as on March 31, \_\_\_ and the transactions during the period April 1, \_\_\_ to March 31, \_\_\_ are as per details furnished below:

Name	Folio No	Relation	Type of Security	Securities held on April 1, _____	Securities acquired during the period	Securities sold during the period	Balance Securities held as on March 31, _____

I declare that minimum holding period stipulated in the Code for Prevention of \_\_\_\_\_ Trading, has been complied with and that the information furnished herein is complete and correct.

Date:

Place:

Signature