
INSIDER TRADING POLICY

SKYWAYS AIR SERVICES LIMITED



CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING BY INSIDERS

1. INTRODUCTION

- 1.1 Pursuant to the provisions of Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“**SEBI PIT Regulations**”), the Board of Directors of Skyways Air Services Limited (“**Company**”) has formulated the Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and immediate relative of Designated Persons (“**Code**”).
- 1.2 The Code shall come into force once the shares or securities of the Company is listed on any stock exchanges. The amendments to the Code, if any, shall be effective from the date on which it is notified from time to time.
- 1.3 The Regulations not only regulate trading by insiders but also seek to prohibit insider trading.

2. PURPOSE

The purpose of this Code is to regulate, monitor and report trading by designated persons and immediate relative of designated persons and achieving compliance towards the SEBI PIT Regulations. The Code ensures protection of UPSI of the Company and serve as a guideline to the designated Persons covered under the Companys’ Code for dealing in securities of the Company. In addition to setting out the policy of the Company, it provides an understanding of the SEBI PIT Regulations as may be amended from time to time and any other applicable law in relation to prevention of Insider Trading. The Companys’ Code is subject to the applicable prevailing law in relation to prevention of Insider Trading and if there is any inconsistency between any of the provisions of the Companys’ Code and applicable law, the applicable law shall prevail.

3. DEFINITIONS

- A. “**Act**” means the Securities and Exchange Board of India Act, 1992.
- B. “**Board**” means the Board of Directors of the Company.
- C. “**Code**” or “**Code of Conduct**” shall mean the Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons and immediate relative of the Company amended from time to time.
- D. “**Company**” means Skyways Air Services Limited
- E. “**Compliance Officer**” means the Company Secretary unless any such other senior officer, designated by the Board, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under these regulations designated so and reporting to the Board of Directors and who shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of UPSI, monitoring of trades and the implementation of the codes specified in the Regulations under the overall supervision of the Board of Directors of the Company.
- F. “**Connected Person**” means:



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- (i) any person who is or has during the six months prior to the concerned act been associated with the 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 UPSI or is reasonably expected to allow such access.
- (ii) Without prejudice to the generality of the foregoing, the persons falling within the following categories shall be deemed to be connected persons unless the contrary is established:
 - a) an immediate relative of connected persons specified in clause 3(f)(i); or
 - b) an immediate relative of the designated person as specified in clause 3(g); or
 - c) a holding company or associate company or subsidiary company of the Company; or
 - d) an intermediary as specified in Section 12 of the Act or an employee or director thereof; or
 - e) an investment company, trustee company, asset management company or an employee or director thereof; or
 - f) an official of a stock exchange or of clearing house or corporation; or
 - g) 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
 - h) 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
 - i) an official or an employee of a self-regulatory organization recognized or authorized by SEBI; or
 - j) a banker of the Company; or
 - k) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a Director of the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.

G. **“Designated Person(s)”** means:

- (i) The Promoters and all the members belonging to Promoter group of the Company;
- (ii) The Board of Directors of the Company including, Executive or Non-Executive or Independent or Nominee Directors;
- (iii) All members of the Compliance Department, if any
- (iv) All members of Corporate Accounting Department
- (v) Employees of the Company (who are 2 level below the CEO and CFO or such other person as may be identified by the concerned department head)
- (vi) Any other person as may be determined by the Board of Directors in consultation with the Compliance officer, based on their functional role or access to UPSI in the organization, for the purpose of monitoring adherence to the Code for preservation of UPSI.

H. **“Director”** means a member of the Board of Directors of the Company.

I. **“Employee”** means every employee of the Company including the Directors in the employment of the Company.



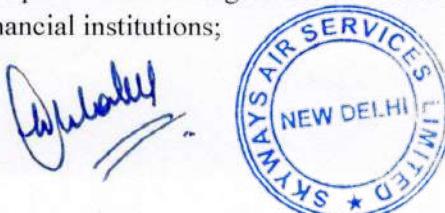
- J. **“Financially literate”** means a person who has the ability to read and understand basic financial statements i.e. balance sheet, profit and loss account, and statement of cash flows, etc.
- K. **“Fiduciary / Fiduciaries”** shall mean professional firms such as auditors, accountancy firms, law firms, analysts, insolvency professional entities, consultants, banks etc., assisting or advising the Company at any point in time, for the purpose of the SEBI PIT Regulations as amended from time to time.
- L. **“Generally available Information”** means information that is accessible to the public on a non-discriminatory basis and shall not include unverified event or information reported in print or electronic media.
- It is intended to define what constitutes generally available information so that it is easier to crystallize and appreciate what constitutes UPSI. Information published on the website of SEBI/ Stock Exchanges/the Company, would ordinarily be considered generally available information.*
- M. **“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.
- N. **“Insider”** means any person who is:
- (i) a connected person; or
 - (ii) in possession of or having access to UPSI including a person having access to UPSI by virtue of legitimate purpose
- O. **“Key Managerial Personnel (“KMP”)”** means a person as defined in Section 2(51) of the Companies Act, 2013.
- P. **“Legitimate Purpose”** shall include sharing of UPSI in the ordinary course of business by an Insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the regulations.
- Q. **“Need to Know”** shall mean the Insiders who are privy to UPSI, shall handle the same strictly on a “Need to Know” basis. This means the UPSI shall be disclosed only to those persons who need to know the same pursuant to a legitimate purpose and whose possession of UPSI will not in any manner give rise to any conflict of interest or likelihood of misuse of the information.
- R. **“Listing Regulations”** shall mean Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any modifications, clarifications, circulars or re-enactment thereof.
- S. **“Promoter and Promoter Group”** shall have the meaning assigned to it under Regulation 2(1)(oo) and 2(1)(pp) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 or any modification thereof.



- T. **"Prohibited Period or Trading Window Closure Period"** means the period during which the Designated Persons and their immediate Relatives are restricted to trade in the securities of the Company.
- U. **"Policy"** means Insider Trading Policy.
- V. **"Insider Trading Regulations"** shall mean the SEBI PIT Regulations and any amendments thereto.
- W. **"Securities"** shall have the meaning assigned to it under Section 2(h) of the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund;
- X. **"Stock Exchanges"** means exchanges where the company's shares are listed and traded i.e. BSE and NSE.
- Y. **"Takeover regulations"** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and any amendments thereto;
- Z. **"Trading"** means and includes subscribing, redeeming, switching, buying, selling, dealing, or agreeing to subscribe, buy, sell, deal in any securities, and "trade" shall be construed accordingly;

The term trading is widely defined to include dealing in securities and intended to curb the activities based on (UPSI) which are strictly not buying, selling or subscribing, such as pledging etc. Hence, trading would include creation/ invocation/ revocation of pledge.

- AA. **"Trading Day"** means a day on which the recognized stock exchanges are open for trading.
- BB. **"Unpublished Price Sensitive Information ("UPSI")"** means any information, relating to the 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 be, ordinarily including but not restricted to, the information relating to the following:
- (i) financial results;
 - (ii) dividends;
 - (iii) change in capital structure;
 - (iv) corporate actions like mergers, de-mergers, acquisition, delisting, disposal and expansion of business, award or termination of order/contracts not in the normal course of business and such other transactions;
 - (v) changes in key managerial personnel, other than due to superannuation or end of term, and resignation of a Statutory Auditor or Secretarial Auditor;
 - (vi) change in rating(s), other than ESG rating(s);
 - (vii) fund raising proposed to be undertaken;
 - (viii) agreements, by whatever name called, which may impact the management or control of the company;
 - (ix) fraud or defaults by the company, its promoter, director, key managerial personnel, or subsidiary or arrest of key managerial personnel, promoter or director of the company, whether occurred within India or abroad;
 - (x) resolution plan/ restructuring or one-time settlement in relation to loans/borrowings from banks/financial institutions;



- (xi) admission of winding-up petition filed by any party /creditors and admission of application by the Tribunal filed by the corporate applicant or financial creditors for initiation of corporate insolvency resolution process against the company as a corporate debtor, approval of resolution plan or rejection thereof under the Insolvency and Bankruptcy Code, 2016;
- (xii) initiation of forensic audit, by whatever name called, by the company or any other entity for detecting mis-statement in financials, misappropriation/ siphoning or diversion of funds and receipt of final forensic audit report;
- (xiii) action(s) initiated or orders passed within India or abroad, by any regulatory, statutory, enforcement authority or judicial body against the company or its directors, key managerial personnel, promoter or subsidiary, in relation to the company;
- (xiv) outcome of any litigation(s) or dispute(s) which may have an impact on the company;
- (xv) giving of guarantees or indemnity or becoming a surety, by whatever named called, for any third party, by the company not in the normal course of business;
- (xvi) granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals;
and
- (xvii) any other event as may be determined by the Company/ the Compliance Officer which is likely to materially affect the price of the securities of the Company upon coming into the public domain.

Explanation 1- For the purpose of sub-clause (ix):

- a. 'Fraud' shall have the same meaning as referred to in Regulation 2(1)(c) of Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003.
- b. 'Default' shall have the same meaning as referred to in Clause 6 of paragraph A of Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

The above is only an illustrative list and there might be other instances in relation to which certain UPSI, upon becoming public, might materially affect the price of securities of the Company.

CC. "Whistle Blower" means an employee who reports instance of leak of UPSI under this Policy.

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

4. RESPONSIBILITY OF BOARD OF DIRECTORS

As per Regulation 9 of the SEBI PIT Regulations, the Board shall ensure that the Company at all times has in place this Policy to regulate, monitor and report trading by Designated Persons and Immediate Relatives of such Designated Persons. The Board shall be responsible for monitoring the overall compliance to the Insider Trading Regulations. In accordance with the SEBI Regulations, the Board shall inter-alia ensure the following:



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- a) In consultation with the Compliance Officer, specify the Designated Persons to be covered under this Code based on their functional role or access to UPSI in addition to seniority and professional designation;
- b) Ensure Maintenance of the Structural Digital Database in conformity with the Insider Trading Regulation;
- c) Formulation and periodic review of the Fair Disclosure Code including the Policy for determination of "legitimate purpose" and

5. RESPONSIBILITY OF COMPLIANCE OFFICER

The Compliance Officer shall be responsible for the following:-

- a) The Compliance Officer shall be responsible for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of UPSI, monitoring of trades and the implementation of the Code of Conduct under the overall supervision of the Board of Directors. In case of absence of the Compliance Officer, the Managing Director shall act as the Compliance Officer or shall appoint such other senior officer as the Compliance Officer as he may deem fit.
- b) The Compliance Officer shall assist all Designated Persons, in addressing any clarifications regarding the regulations and the Company's Code of Conduct.
- c) The Compliance Officer shall maintain records of Designated Persons and any changes made to the list of Designated Persons, all the declarations submitted in the appropriate form given by the Designated Persons.
- d) The Compliance Officer shall Decide and notify the 'No-Trading Period/Trading Window Closure Period' for Designated Persons.
- e) The Compliance Officer shall in consultation with the Board inform the Stock Exchanges of any violation of the SEBI Regulations or the Company's Code in such form and such manner as may be specified by SEBI from time to time.
- f) The Compliance Officer may engage external consultants, advisors or experts for putting in place an IT-enabled software or system to automate the compliances under this Code including seeking disclosures and undertakings from Designated Persons and Insiders, sending intimations to such persons regarding Closure of Trading Window, etc.

6. RESTRICTION ON COMMUNICATION OF UPSI AND TRADING BY INSIDERS.

a. Restriction on Communication and Protection of UPSI

- i. No insider shall communicate, provide, or allow access to any UPSI, relating to a Company or securities, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.



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- ii. No person shall procure from or cause the communication by any insider of UPSI, relating to the Company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- iii. All information is to be handled on a "need to know" basis. It should be disclosed only to those within the Company who need the information to discharge their duty.
- iv. Any person in receipt of UPSI pursuant to a "legitimate purpose" shall be considered as an "insider" for purposes of these regulations and due notice shall be given to such persons to maintain confidentiality of such UPSI in compliance with the regulations.

Notwithstanding anything contained above, an UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction that would:

- (i) entail an obligation to make an open offer under the takeover regulations where the Board of Directors is of informed opinion that sharing of such information is in the best interests of the Company;
- (ii) not attract the obligation to make an open offer under the takeover regulations but where the Board of Directors of the listed company is of informed opinion that sharing of such information is in the best interests of the Company and the information that constitute UPSI is disseminated to be made generally available at least two trading days prior to the sharing of such information being effected in such form as the Board of Directors may determine to be adequate and fair to cover all relevant and material facts.

b. Prohibition on Trading While in Possession of UPSI

- (i) No Insider shall trade in the securities of the Company when in possession of UPSI.
- (ii) Any trade by an Insider while in possession of UPSI shall be presumed to have been motivated by the knowledge and awareness of the information of such UPSI.
- (iii) Trading in the securities of other companies while discharging their role, employees may become aware of any UPSI relating to the Company's clients, suppliers or joint ventures. Such employees shall not deal in the securities of such client, supplier or joint venture companies if they possess any UPSI in relation to that other company.

For example, if a person is aware that the Company is close to or is negotiating a significant/material investment or any corporate structuring transaction or an alliance with another company or any contract or transaction which qualifies to be UPSI, he/she shouldn't deal in the securities of either the Company or the other company.

c. Prohibition on Trading in Securities During Prohibited Period/Trading Window Closure;

Designated Persons and their Immediate relatives shall not deal in the securities of the Company during the Prohibited Period/ Trading Window Closure period except in the cases mentioned below;



- (i) Off-market inter-se transfer between insiders who are in possession of the same UPSI without being in breach of these Rules or SEBI Regulations and both the parties have made a conscious and informed trade decision.

Provided further that such off-market trades shall be reported by the insiders to the Company within two working days. The Company shall notify the particulars of such trades to the stock exchanges within two trading days from receipt of the disclosure or from becoming aware of such information;

- (ii) Transaction carried out through the block deal window mechanism between persons who are in possession of the UPSI without being in breach of this Code and the SEBI Regulations and both the parties have made a conscious and informed trade decision

Provided that the transaction set out in (i) and (ii) above shall nevertheless, be subject to restriction of contra trade transaction except such;

- transaction are carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction;
- transaction undertaken pursuant to the exercise of stock options issued by the Company;
- transaction undertaken in accordance with the respective regulations made by SEBI such as acquisition by conversion of warrants or debentures, subscribing to rights issue, further public issue, preferential allotment or tendering of shares in a buyback offer, open offer, delisting offer.

Every Designated Person should inform his/ her Immediate Relatives of the prohibited period/ trading window closure period during which trading in the securities of the Company is prohibited.

d. Trading Window-Closure and Trading Period

- i. The Trading window shall be closed in the following manner

a.	In respect of announcement of Quarterly/Half Yearly/ Yearly Financial Results Company by the	Trading Window will be closed from the commencement of every quarter till 48 hours after the declaration of financial results.
b.	In respect of UPSI other than (a) above	<ul style="list-style-type: none">• Such period as the Compliance Officer or the Board of Directors, declares as a prohibited period, when the Compliance Officer determines that a designated person or class of designated persons can reasonably be expected to have possession of UPSI.• Such prohibited period shall end 2 trading days after the UPSI is made generally available by the Company.



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- ii. No Designated Person and their Immediate Relatives shall trade in the securities of the Company when the Trading Window is closed.
- iii. It shall be the responsibility of the Designated Persons to advise their Immediate Relatives of Trading Window period closures.

e. Procedure for Pre-Clearance of Trades

Every Designated Person and their Immediate relatives who intends to trade in the securities of the Company, shall seek pre-clearance of transaction(s) before entering into such transaction(s) as per the pre-clearance procedure described hereafter, 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. 10 Lacs.

An Application for pre clearance shall be made to the Compliance Officer or in case the applicant is Compliance Officer himself, to the Chairman/Managing Director in the prescribed format (refer **Annexure-1**).

The Designated Person is also required to execute an undertaking (refer Annexure-2) at the time of submitting a pre clearance request stating that:

- i. he/ she does not have access to or received UPSI upto the time of signing the undertaking.
- ii. that in case he/ she has access to or receives UPSI after signing the undertaking but before execution of transaction, he/ she shall inform the Compliance Officer forthwith and refrain from trading in securities till the UPSI becomes generally available.
- iii. he/ she has not contravened the provisions of the Code on PIT Regulations.
- iv. he/ she has made full disclosure in the matter.
- v. No application for pre-clearance can be made during closure of trading window; neither any pre- cleared transaction can be carried out during closure of trading window.

The applicant shall execute the order within one week i.e. 7 trading days of the permission, else fresh clearance will be required.

f. Holding Period/Contra Trade

The Designated Persons shall not undertake contra trade i.e. enter into an opposite transaction of sell or buy any number of securities during the next 6 (six) months ("holding period") following the prior transaction. Provided that the restriction of contra trade shall not be applicable for trades executed pursuant to exercise of stock options.

Further, the restriction of contra trade will not apply in respect of subscription to shares/convertibles in Follow-on Public Offer (FPO); Offer for Sale (OFS); Rights Issue or tendering of Shares in open offer; share buy back or delisting offer, exit offers etc.

g. Trading Plan



Designated Person, who may be perpetually in possession of UPSI, 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.

Trading Plan shall:

- (i) Not entail commencement of trading on behalf of the Insider earlier than one hundred and twenty (120) days from the public disclosure of the plan;
- (ii) entail trading for a period of not less than twelve months;
- (iii) Not entail overlap of any period for which another trading plan is already in existence;
- (iv) 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
- (v) Not entail trading in securities for market abuse.

The Compliance Officer shall consider the Trading Plan made as above and shall approve it forthwith. However, he shall be entitled to take express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan as per provisions of the SEBI PIT Regulations.

Provide that pre-clearance of trades shall not be required for a trade executed as per an approved trading plan.

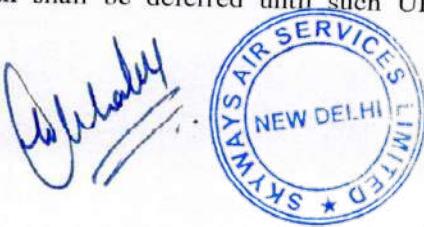
Provided further that trading window norms shall not be applicable for trades carried out in accordance with an approval trading plan.

The Trading Plan submitted by the Insider shall be approved/ rejected by the Compliance Officer within 2 trading days of its receipt and if approved the same shall be disclose to Stock Exchange on the same day of approval. Once approved the same 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.

In case of non-implementation (full/partial) of the plan, the Insider shall intimate the Compliance officer within 2 trading days from the end of tenure of trading plan. Compliance officer will further inform to Audit committee in its ensuing meeting. Audit committee will decide whether to accept or reject the reason for non-implementation basis the recommendation of Compliance Officer and take action (if any) in accordance with the Code of Conduct. Decision of committee shall be intimated to stock exchange on the date of meeting.

Provided that deviation from the approved trading plan is allowed in case of permanent incapacity or bankruptcy or operation of law.

However, the implementation of the trading plan shall not be commenced, if at the time of formulation of the plan, the Insider is in possession of any UPSI and the said information has not become generally available at the time of the commencement of implementation. The commencement of the plan shall be deferred until such UPSI becomes generally available information



7. DISCLOSURE AND REPORTING REQUIREMENTS

a. Initial Disclosures

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, to the Company within seven days of such appointment in the prescribed Form (**Annexure-3**)

b. Continual Disclosures

Every Promoter, Member of Promoter Group, Director and Designated Persons of the Company, shall, disclose the number of securities acquired or disposed (**Annexure-4**), if the value of securities traded, whether in one (1) transaction or a series of transactions, over any calendar quarter, aggregates to a traded value in excess of ₹10,00,000 (Rupees Ten lakh) within 2 (two) Trading Days of such Trade. It is hereby clarified that the disclosure of the incremental Trades after any disclosure under this clause, shall be made when the Trades effected after the prior disclosure cross the limits specified above.

c. Annual Disclosures

All Designated Persons must make an annual disclosure of the number of Securities held as on March 31, each year by them including details of purchase/ sale of Securities during the financial year to the Compliance Officer. This disclosure in **Annexure-5** must be made in the format prescribed under this Code within 30 (thirty) days from the close of each financial year, in electronic or physical form.

d. Disclosure By Connected Persons

The Compliance Officer, in addition to the above, may at his discretion require any other Connected Person or class of Connected Persons to make disclosures of holdings and Trading in securities of the Company (as per Annexure-6) at such frequency as he may deem fit in order to monitor compliance with this Code and the Insider Trading Regulations.

For the purpose of all the above prescribed disclosures, whether initial, continual or annual, the disclosures of trading in securities shall also include trading in derivatives of securities (if any) and the traded value of the derivatives (if any) shall be taken into account accordingly.

8. Chinese Wall Procedures (“Chinese Walls”)

Chinese wall procedures (“Chinese Walls”) to be used to manage confidential information and prevent the inadvertent spread and misuse of price sensitive information. Areas of the Company which routinely have access to confidential information including UPSI, shall be considered as ‘inside areas’, and steps shall be taken to ensure these inside area separated from those areas or departments providing support services, who do not have access to such information, considered as ‘public areas’. The Chinese Walls established by the Company shall operate as a barrier to the passing of confidential information, including UPSI and other confidential information. As per the said procedures:

- a) the Promoters, Directors and Employees of the Company in the ‘insider areas’ shall not communicate any UPSI to anyone in the ‘public areas’;



- b) the demarcation of various departments as 'insider areas' shall be determined by the Compliance Officer in consultation with the Board or with Managing Director(s);
- c) the establishment of Chinese Walls shall not be intended to suggest that UPSI can circulate freely within 'inside areas'. The 'need-to-know' principle shall be fully in effect within 'insider areas'. In exceptional circumstances, employees from the 'public areas' may be allowed to 'cross the wall' and given UPSI by following the 'need-to-know' principle, under intimation to the Compliance Officer. The Compliance Officer would duly record reasons for crossing the wall in writing.

Chinese Walls shall be set up and implemented in the manner set out by Compliance Officer/ Board from time to time.

9. INSTITUTIONAL MECHANISM FOR PREVENTION OF INSIDER TRADING

- a) The Managing Director(s), Chief Executive Officer or such other analogous person of the Company shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in these regulations to prevent insider trading.
- b) The internal controls shall include the following:
 - i. all employees who have access to UPSI are identified as designated persons;
 - ii. all the UPSI shall be identified and its confidentiality shall be maintained as per the requirements of the SEBI Regulations;
 - iii. adequate restrictions shall be placed on communication or procurement of UPSI as required by the SEBI Regulations;
 - iv. lists of all employees and other persons with whom UPSI is shared shall be maintained and confidentiality agreements shall be signed or notice shall be served to all such employees and persons;
 - v. all other relevant requirements specified under the SEBI Regulations shall be complied with; and
 - vi. Periodic process review shall be undertaken to evaluate effectiveness of such internal controls.
- c) The Audit Committee shall review compliance with the provisions of the SEBI Regulation at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.



POLICY & PROCEDURES FOR INQUIRY IN CASE OF LEAK OF UPSI.

1. INTRODUCTION

In terms of Regulation 9A(5) of the SEBI PIT Regulations requires the Board to formulate policies and procedures for inquiry in case of leak/ suspected leak of UPSI and accordingly, initiate appropriate inquiries on becoming aware of leak/suspected leak of UPSI.

Any inquiry into any actual or suspected leak of UPSI needs to be tailored to the facts and circumstances of each such instance. Given that it is not possible to provide a standard operating procedure applicable while inquiring into each such instance of leak/ suspected leak of UPSI , this Policy sets out the broad principles that the Board of Directors will follow while inquiring into cases of actual or suspected leak of UPSI.

2. PURPOSE

The purpose of this Policy is;

- a) To strengthen the internal control system to prevent leak of UPSI.
- b) To restrict and prohibit the practice of sharing of UPSI, which originates from within the Company and which affects the market price of the Company as well as results into loss of reputation and investors' / financers' confidence in the Company;
- c) To have a uniform code to curb the un-ethical practices of sharing UPSI by Insiders, Employees & Designated Persons with any other person, firm, Company or Body Corporate.
- d) Promptly initiate inquiries into instances of actual or suspected UPSI leaks and promptly informing SEBI thereof.
- e) To take disciplinary actions, if deemed fit against any Insider, Employee & Designated Persons who appears to be found guilty of violating this Policy, apart from any action that SEBI may initiate/take against the Insider, Employees & Designated Persons.

3. AUTHORITY

The Audit Committee shall be the Inquiry Committee which shall be authorized to:

- a) Conduct a preliminary inquiry to ascertain if there exist prima facie violation w.r.t the information or complaint pertaining to actual or suspected leak of UPSI, if any.
- b) Authorize any person, if required, to collect necessary evidence(s)
- c) Consider the facts and circumstances and decide/ direct on the matter
- d) Decide disciplinary action thereon.



4. PROCEDURE FOR INQUIRY IN CASE OF ACTUAL/SUSPECTED LEAK OF UPSI

- 4.1 Upon leak of UPSI, becoming aware of actual or suspected leak, the Committee shall evaluate and determine if the matter merits any inquiry including by way of;
- Suo-moto, including through its internal monitoring; or
 - A written complaint and/ or email received through the whistle blower mechanism of the Company; or
 - Communication received from regulatory authorities.
- 4.2 It is clarified that market rumours, inferences based on media reports, or observations made by analysts, etc. will not be the only determining factors for initiating a preliminary inquiry, and the Committee, will have the discretion to decide if a preliminary inquiry is required to be undertaken, in each such case.
- 4.3 In the event the Committee decides, a preliminary inquiry shall be undertaken in case of actual/ suspected leak of UPSI, the rationale for the same would be required to be recorded, to enable the Committee to establish and take cognizance of actual facts and to decide if *prima facie* there appears to be any violation of the SEBI PIT Regulations. Based on the findings of the preliminary inquiry, the Committee may decide if a detailed inquiry is required to be undertaken.
- a. Based on the decision of the Committee, a detailed inquiry may be conducted in order to assess the veracity of the allegations regarding actual/ suspected leak of UPSI, including through review of the relevant documentation in this regard, as well as conducting interviews, where deemed necessary.
 - b. While conducting any inquiry into cases of actual/ suspected leak of UPSI, the Committee shall regard to the principles of natural justice. Accordingly, it will accord due opportunity of being heard to the relevant Designated Person/ Insider against whom the allegations have been levelled, during the course of inquiry. Further, such persons shall be entitled to make submissions and to lead evidence and depose witnesses etc., in their defence, before the Committee and the Committee will be required to assess and consider the same before concluding on the matter.

5. OUTCOME OF INQUIRY

Upon the conclusion of the inquiry and on the basis of the outcome thereof, the Committee shall decide the disciplinary action/penalty, if any, to be awarded to the Designated Person/Insider. The decision of the Committee shall be final and binding.

6. DISCLOSURE OF ACTUAL/ SUSPECTED LEAK OF UPSI

The Compliance Officer shall inform SEBI promptly of such leaks, inquiries and the results of such inquiries as per the format provided in **Annexure 7**.



AMENDMENTS/ REVISIONS UNDER INSIDER TRADING POLICY

Any subsequent amendment/ modification in the SEBI (PIT) Regulations, Companies Act, 2013, the SEBI Listing Regulations and/ or other applicable laws in this regard shall automatically apply to this Policy.

The Board of Directors shall be empowered to amend, modify, interpret this Code and shall be effective from such date that the Board may notify in this behalf.

DISCLAIMER

THIS POLICY IS ONLY INTERNAL CODE OF CONDUCT AND ONE OF THE MEASURES TO AVOID INSIDER TRADING. EVERY INSIDER IS REQUIRED TO FAMILIARISE HIMSELF/HERSELF WITH SEBI REGULATIONS AS IT WILL BE THE RESPONSIBILITY OF EACH INSIDER (AND HIS/HER RELATIVES) TO ENSURE COMPLIANCE OF THIS POLICY, SEBI REGULATIONS AND OTHER RELATED STATUTES FULLY.



**ANNEXURE-1
FORM A**

APPLICATION FOR PRE-CLEARANCE OF TRADES

To,
The Compliance Officer,
Skyways Air Services
Limited, ISIN:[•]

Date:[•]

Dear Sir/Madam,

Sub: Application for Pre –Dealing approval in Securities of the company

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015 read with including any statutory modification(s) or amendments thereof for the time being in force and the Company's Code of Conduct to Regulate, Monitor and Report Trading by Insiders, I seek approval to purchase/sale/subscription of securities of the company as per details below:

Sr. No.	Particular	:	
1.	Name of the applicant	:	[•]
2.	Designation	:	[•]
3.	Number of securities held as on date	:	[•]
4.	Folio No. / DP ID / Client ID No.	:	[•]
5.	The proposal is for	:	a) Purchase of securities b) Subscription to securities c) Sale of Securities
6.	Proposed date of dealing in securities	:	[•]
7.	Estimated number of securities proposed to be acquired/subscribed/ sold	:	[•]
8.	Price at which the transaction is proposed	:	[•]
9.	Current market price (as on date of application)	:	[•]
10.	Whether the proposed transaction will be through stock exchange or off-market deal	:	[•]
11.	Folio No. / DP ID / Client ID No. where the securities will be credited / debited	:	[•]

I enclose herewith the form of Undertaking signed by me.

(.....)

Signature

Footnotes:

1. No application for pre-clearance can be made during closure of trading window; neither any pre-cleared transaction can be carried out during closure of trading window.
2. Pre-clearance required whenever any designated persons, intend dealing in its securities aggregates to a traded value exceeds ₹10,000 whether in one transaction or a series of transactions during the calendar quarter.
3. Pre-cleared order must necessarily be executed within 7 days of approval.
4. A statement of holdings to be furnished in **Annexure 4** after dealing in pre-cleared transaction.



ANNEXURE -2

UNDERTAKING TO BE EXECUTED AT THE TIME OF APPLYING FOR PRE-CLEARANCE

To,

The Compliance Officer,
Skyways Air Services
Limited,
ISIN:[•]

Date:[•]

Dear Sir/Madam,

I, [•], S/o., [•] R/o. [•], hereby declare that I am a Promoter / Director / KMP / Designated Persons (state designation) of the Company. I am desirous of dealing in [•] shares of the Company as mentioned in my application dated ____ for pre-clearance of the transaction.

I further declare that I am not in possession of or otherwise privy to any UPSI {as defined in the Company's Code of Conduct to Regulate, Monitor and Report Trading by Insiders (the Code)} up to the time of signing this Undertaking.

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.

I declare that I have not contravened the provisions of the Company's Code of Conduct to Regulate, Monitor and Report Trading by Insiders as notified by the Company from time to time. I undertake to submit the necessary report within (4) four days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

If approval is granted, I shall execute the deal within (7) seven days of the receipt of approval failing which I shall seek pre-clearance.

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

(.....)

Signature

(Indicate number of shares)



ANNEXURE-3
FORM B

SEBI (Prohibition of Insider Trading) Regulation, 2015
[Regulation 7 (1) (b) read with Regulation, 6(2) - Disclosure on becoming a Key Managerial Personnel/Director/Promoter/Member of the Promoter Group]

To,
The Compliance Officer,
Skyways Air Services Limited,
ISIN:[●]

Date:[●]

Details of Securities held on appointment of Key Managerial Personnel (KMP), Director or upon becoming a Promoter or member of the promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2):

Name, CIN/DIN Address with contact nos.	PAN, & Address with member of the promoter group / relatives/others, etc.)	Category of person (KMP/ Director or Promoter or member of the promoter group / relatives/others, etc.)	Date of appointment of KMP/Directors or Promoter/ member of the promoter group	Securities held at the time of appointment of KMP/Director or Promoter or member of the promoter group	% shareholding
[●]	[●]	[●]	[●]	[●]	[●]

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

Details of Open Interest (OI) in derivatives on the securities of the company held on appointment of KMP or Director or upon becoming a Promoter or member of promoter group of a listed company and immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Contracts Specifications	Number of contracts * lot size)	Number of units terms	Notional value in Rupee	Contracts Specifications	Number of units (contracts * lot size)	Notional value in Rupee terms
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[•]	[•]	[•]	[•]	[•]	[•]	[•]
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Note: In case of Options, notional value shall be calculated based on premium plus strike price of options.

Name & Signature: [•]

Designation: [•]

Date: [•]

Place: [•]



A handwritten signature in blue ink, appearing to read "J. M. S. Bhatia".

ANNEXURE-4
FORM C

SEBI (Prohibition of Insider Trading) Regulation, 2015 [Regulation 7 (2) read with Regulation, 6(2) – Continual Disclosure

To,
The Compliance Officer,
Skyways Air Services Limited,
[SIN:•]

Date: [•]

Details of change in holding of Securities of Promoter, Member of the Promoter Group, Designated Person or Director of a listed company and immediate relatives of such persons and other such persons as mentioned in Regulation 6(2).

Note: (i) "Securities shall have the meaning as defined under regulation 2(l)(i) of SEBI (Prohibition of Insider Trading) Regulation, 2015.
(ii) Value of transaction excludes taxes/brokerage/any other charges.

Details of trading in derivatives on the securities of the company by Promoter, member of the promoter group, designated person or Director of a listed company and and immediate relatives of such persons 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)		
[•]	[•]	[•]	[•]	[•]	[•]	[•]

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

Name & Signature: [•]

Designation: [•]

Date: [•]

Place: [•]



ANNEXURE-5

**ANNUAL DISCLOSURE OF STATEMENT OF HOLDINGS OF SECURITIES/DERIVATIVES OF PROMOTER, MEMBER OF PROMOTER
GROUP KMP, DIRECTOR AND DESIGNATED PERSONS AND HIS/ HER IMMEDIATE RELATIVES**

To
 The Compliance Officer,
 Skyways Air Services Limited,
 ISIN:[●]

Date:[●]

I. Statement of Holdings of Promoter, Member of Promoter Group, KMP, Director and Designated Person(s) and his/her Immediate Relative(s)

Name	Designation	Department	No. of shares held as on 1st April, 20....	No. of shares bought/(sold) during financial year	Date of purchase / (sale) the during financial year	No. of shares the held as on 31st March, 20....	Folio No./ DP ID/ Client ID
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]

II. Statement of Holdings of Immediate Relatives of Promoter, Member of Promoter Group, KMP, Director and Designated Persons

Name	Designation	Department	No. of shares held as on 1st April, 20....	No. of shares bought/(sold) during financial year	Date of purchase / (sale) the during financial year	No. of shares the held as on 31st March, 20....	Folio No./ DP ID/ Client ID
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]

Signature Date[●]



[Signature]

**ANNEXURE-6
FORM D**

SEBI (Prohibition of Insider Trading) Regulation, 2015 [Regulation 7(3) – Transaction by other connected persons as identified by the company] Details of trading in securities by other connected persons as identified by the company

Name, PAN, CIN/DIN, & address with contact nos.	Connected with company	Securities prior acquisition/disposal	Securities held to acquisition/disposal	Securities acquired/Disposed post acquisition/disposal	Securities held	Date of intimation to company	Mode of acquisition/n/ disposal (on market/public/rights/ Preferential offer/Off market/ Inter - se transfer, ESOP's etc.)	
Type	No. and % of security share (For e.g. – e.g. – Shares, Warrants, Convertible Debentures, Rights entitlement, etc.)	Type	No. and % of securities (For e.g. – Shares, Warrants, Convertible Debentures, Rights entitlement etc.)	Type	No. and % of transaction (Purchase/Sale/ Pledge / Revocation / Invocation/ Others-please specify)	Type of security (For e.g. – Shares, Warrants, Convertible Debenture Others-please specify), Right s entitlement, etc.)	From T o	
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]



14/11/2017

Note: (i) "Securities shall have the meaning as defined under regulation 2(l)(i) of SEBI (Prohibition of Insider Trading) Regulation, 2015.
(ii) Value of transaction excludes taxes/brokerage/any other charge

Details of trading in derivatives on the securities of the company by other connected persons as identified by the company:

Trading in derivatives (Specify type of contract, Futures or Options etc)

Type of Contract	Contract specifications	Buy		Sell		Exchange on which the trade was executed
		Notional Value (contracts *lot size)	Number of units (contracts *lot size)	Notional Value f	Number of units o (contracts *lot size)	
[●]	[●]	[●]	[●]	[●]	[●]	[●]

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

Name & Signature: [●]

Designation: [●]

Date: [●]

Place: [●]



ANNEXURE-7
Format for Reporting Actual or Suspected leak of UPSI to SEBI

To,
Securities and Exchange Board of India
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai- 400051

Dear Sir/ Madam,

Sub: Report of actual or suspected leak of UPSI pursuant to Regulation 9A (5) of SEBI (Prohibition of Insider Trading) Regulation, 2015.

Pursuant to Regulation 9A (5) of SEBI (Prohibition of Insider Trading) Regulation, 2015, we are reporting actual or suspected leak of Unpublished Price Sensitive Information (UPSI) of the Company, as follows:

Sr. No.	Particular	
1.	Name of Offender, if known.	[●]
2.	Name of Organization	[●]
3.	Designation (Employee, Insider, Designated Person or any other)	[●]
4.	Nature of Information	[●]
5.	Whether any action initiated by the Company. If yes, narration of the same	Yes/ No
6.	Any other information.	[●]



Request you to take the aforementioned on your records. Thanking
you,
Yours faithfully,

For Skyways Air Services Limited

[Signature]

Company Secretary & Compliance Officer



CODE OF FAIR DISCLOSURE

BACKGROUND

The SEBI PIT Regulations mandates every listed company to formulate a stated framework and policy for fair disclosure of events and occurrences that could impact price discovery in the market for its securities. In this regard Skyways Air Services Limited ("Company") has laid down the following code:

- a) Chief Investor Relations Officer to oversee and coordinate disclosures:
 - i. The Compliance Officer of the Company is designated as the Chief Investor Relations Officer and is responsible for dissemination of information and disclosure of UPSI for legitimate purposes, in accordance with the policy for determination of legitimate purpose which is annexed to this code.
 - ii. The Compliance Officer is also responsible for ensuring compliance under this code, overseeing and coordinating disclosure of UPSI to stock exchanges, shareholders, analysts and media and for educating the Company's staff on disclosure policies and procedure.
 - iii. All UPSI is to be handled on "need to know basis", i.e., UPSI 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. All the non-public information directly received by any employee should immediately be reported to the Compliance Officer.
- b) Prompt disclosure of UPSI:
 - (i) the Company will ensure that any event which has a bearing on the share price of the Company shall be disseminated promptly upon the conclusion of the event, by communicating the same to the stock exchanges in accordance with the listing agreement.
 - (ii) To ensure that the information is disseminated in a uniform manner, the Company will transmit the information to all the stock exchanges at the same time.
- c) Disclosure with reference to Analysts/ Media:
 - (i) Any meeting or interaction with analysts/researchers, institutional and other large investors or the media or any investor relations conference shall be conducted in a manner that only information that is publicly available is provided at such meetings/interactions. Else, such information given to analysts/researchers etc. shall simultaneously be filed with the stock exchanges in consultation with the Authorized Person.
 - (ii) If unanticipated questions which are price sensitive are raised during the meeting,



Skyways Air Services Limited

such questions shall be noted and a considered response shall be given only after consulting the Authorized Person.

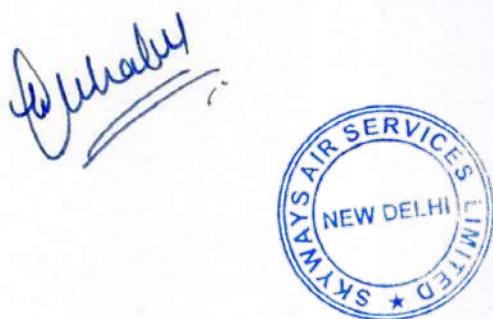
- (iii) Transcript of the meetings/Concalls with Analysts shall be posted on the Company's website.

d) Responding to Market Rumors:

- (i) Any whole time Director of the Company and/or the Compliance Officer and/or the Investor Relations Team and any other spokesperson shall give an appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities. They shall also be responsible for deciding whether a public announcement is necessary for verifying or denying rumours and making disclosures.

e) Legitimate Purpose:

- (i) The UPSI can be shared as an exception by an Insider for legitimate purpose as per policy for determination of Legitimate Purpose as given in Annexure A.



ANNEXURE A
POLICY FOR DETERMINATION OF LEGITIMATE PURPOSES

1. BACKGROUND

The Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulation 2018 notified on December 31, 2018 require every listed Company, inter alia, to formulate a policy for determination of legitimate purpose. Accordingly, the Board of Directors of Skyways Air Services Limited (“**Company**”) adopted this policy for determination of legitimate purpose. This Code will be applicable from the date of listing the Company in stock exchanges.

2. DEFINITION

- a) “**Legitimate Purposes**” shall mean sharing of Unpublished Price Sensitive Information (UPSI) as provided hereunder in the ordinary course of business with the insider, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations:
- i. Sharing the relevant UPSI with consultant, advisors engaged by the Company in relation to the subject matter of the proposed deal/assignment in relation to UPSI;
 - ii. Sharing the relevant UPSI with intermediaries/fiduciaries viz. merchant bankers, legal advisors, auditors in order to avail professional services from them in relation to the subject matter of UPSI;
 - iii. Sharing the relevant UPSI with persons for legitimate business purpose, including in respect of the events set out in Schedule III to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - iv. Sharing the relevant UPSI with persons who have expressly agreed in writing to keep the information confidential, such as potential customers, joint ventures partners and vendors and not to transact in the company’s securities on the basis of such information.
 - v. Sharing the relevant UPSI in case mandatory for performance of duties or discharge of legal information.
- b) “**Insider**” shall include the following persons, in receipt of UPSI pursuant to a “legitimate purpose”
- i. Partners
 - ii. Collaborators
 - iii. Lenders
 - iv. Customers
 - v. Suppliers
 - vi. Merchant Bankers
 - vii. Legal Advisors
 - viii. Auditors (Statutory, Branch, Cost, Secretarial, GST and any other Auditor as applicable)
 - ix. Staff Members of the Audit firm/team conducting the Audit



A handwritten signature in black ink, appearing to read "Rakesh Malhotra".

- x. Insolvency Professionals
- xi. Advisors or Consultants
- xii. Bankers
- xiii. Any other advisors/consultants with whom UPSI is shared

All the other terms used in the Policy shall have the same meaning as assigned to them under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

3. RESTRICTION

Till the UPSI becomes a generally available information, UPSI can be shared with Insider only on a need-to-know basis and for legitimate purpose and due notice shall be given to the Insider to maintain confidentiality of UPSI shared for legitimate purpose.

4. DIGITAL DATABASE

The Board of Directors shall ensure that a structured digital database is maintained containing the names of such persons or entities, as the case may be, with whom UPSI is shared under Regulation 3 along with the Permanent Account Number (PAN) or any other identifier authorized by law, where PAN is not available. Such database shall be maintained with adequate internal controls and checks, such as time stamping, audit trails, etc. to ensure no tampering of the database.

5. AMENDMENT

The Board of Directors or the Management Committee of the Company, subject to applicable laws, rules & regulations, may amend /substitute any provision(s) with a new provision(s) or replace this entire Policy with a new Policy. In any circumstance where the terms of this Policy differ from any law, rule, regulation etc. for the time being in force, the law, rule, regulation etc. shall take precedence over this Policy.

