
POLICY OF FAIR DISCLOSURE

SKYWAYS AIR SERVICES LIMITED

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1. INTRODUCTION

Regulation 8 of the SEBI (Prohibition of Insider Trading) Regulation, 2015 requires a listed company to formulate and publish on its official website a Policy of Practices and Procedures for Fair Disclosure ("**Policy**") of Unpublished Price Sensitive Information ("**UPSI**") in adherence to the principle set out in Schedule A to the said Regulations. Pursuant to the Securities and Exchange Board of India (Prohibition of Insider Trading) (Amendment) Regulations, 2018 the Policy has been amended and has been approved and adopted by the Board of Directors ("**Board**") in their meeting held on 10th June, 2025.

Words and expressions used but not defined in this Policy shall have the same meaning as assigned to them in the SEBI (Prohibition of Insider Trading) Regulations, 2015 or the Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and the rules and regulations made thereunder, as the case may be or in any amendment thereto. This Policy is subject to review by the Board as and when deemed necessary.

2. OBJECTIVE

In accordance with the above mentioned Regulations and in order to prevent the confidentiality and misuse of unpublished price sensitive information, the Board of Skyways Air Services Limited ("**Company**") has approved and adopted this Policy.

3. UNPUBLISHED PRICE SENSITIVE INFORMATION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, ordinarily include but not restricted to, 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

4. PRINCIPLES TO BE ADHERED TO AS PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UPSI

The Company shall follow the below mentioned principles in order to adhere to the SEBI (Prohibition of Insider Trading) Regulations, 2015:

- i. Prompt public disclosure of UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.
- ii. Uniform and universal dissemination of UPSI to avoid selective disclosure.
- iii. Designation of a senior officer as a chief investor relations officer to deal with dissemination of information and disclosure of UPSI. The senior may be contacted at cs@skyways-group.com.
- iv. Prompt dissemination of UPSI that gets disclosed selectively, inadvertently or otherwise to make such information generally available.



- v. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.
- vi. Ensuring that information shared with analysts and research personnel is not UPSI.
- vii. Developing best practices to make transcripts or records of proceedings of meetings with analysts and other investor relations conferences on the official website to ensure official confirmation and documentation of disclosures made.
- viii. Handling of all UPSI on a need-to-know basis.

5. COMMUNICATION OR PROCUREMENT OF UPSI

- 5.1. No insider shall communicate, provide, or allow access to any UPSI relating to a company or securities listed or proposed to be listed, to any person including other insiders except where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.
- 5.2. No person shall procure from or cause the communication by any insider of UPSI, relating to a company or securities listed or proposed to be listed, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

6. DETERMINATION OF LEGITIMATE PURPOSE

The term legitimate purpose shall include:

- i. 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 SEBI (Prohibition of Insider Trading) Regulations, 2015.
- ii. Sharing of UPSI for performance of duties or discharge of legal obligations.

7. POLICY REVIEW

The Policy may be reviewed by the Board and necessary amendments maybe incorporated therein. All the provisions as mentioned under this policy are subject to any amendments or modifications as may be made in the applicable regulations from time to time.

8. DISCLOSURE OF THE POLICY

This Policy shall be disclosed in the annual report of the Company and posted on the website of the Company i.e. www.skyways-air.in.

