



Date: 12th November 2024

To,

Corporate Relationship Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001

Script Code: 517063

Dear Sir/Madam,

Subject: Amendment to the Code of Fair Disclosure of Unpublished Price Sensitive Information and Policy for Legitimate Purpose (“Code of Fair Disclosure”)

Pursuant to Regulation 8(2) of the SEBI (Prohibition of Insider Trading) Regulations, 2015, we enclose herewith a copy of amended Code of Fair Disclosure of the Company, as approved by the Board of Directors, based on the recommendation of the Audit Committee, at their meeting held on 12th November 2024.

The amended Code of Fair Disclosure will also be available on the website of the Company i.e. www.Jetking.com

This is for your information and records.

Thanking you.

Yours truly,
For **Jetking Infotrain Limited**

Deepesh Shah
Company Secretary & Compliance Officer
ACS52042

Encl: a/a



JETKING INFOTRAIN LIMITED

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURES OF
UNPUBLISHED PRICE SENSITIVE INFORMATION

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www.jetking.com

Registered Office: Office No. 503, 5th Floor, Amore Commercial Premises Co-Op Society Ltd., CTS No. Junction of 2nd & 4th Road, Khar (West), Mumbai – 400052 **E-mail:** investors@jetking.com **Tel:** 9820009165
CIN: L72100MH1983PLC127133

Introduction:

The Securities and Exchange Board of India (SEBI), in its endeavour to protect the interests of investors in general, vide Circular No. LAD-NRO/GN/2014-15/21/85 dated January 15, 2015, introduced SEBI (Prohibition of Insider Trading) Regulations, 2015 (“PIT Regulations”) effective from May 15, 2015. Chapter IV Regulation 8(1) read with Schedule A of PIT Regulations provided for formulation of a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information by the Board of Directors of every listed Company.

The Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (hereinafter referred to as the ‘Code’) had initially been formulated in accordance with the PIT Regulations and amendments thereon, from time to time, with a view to preserve the confidentiality of unpublished price sensitive information and prevent misuse of such information.

Need and Objective of the Code :-

The objective of the Code is to ensure timely, fair and adequate disclosure of unpublished price sensitive information which would impact the price of the Company’s securities and to maintain the uniformity, transparency and fairness in dealing with all stakeholders and in ensuring adherence to applicable laws and regulations.

Further, the Company endeavours to preserve the confidentiality of unpublished price sensitive information and to prevent misuse of such information.

Terms and Definition:

Words and expression used but not defined in this code shall have the same meaning assigned to them in the SEBI (Prohibition of Insider Trading) Regulations, 2015 or the Securities and Exchange Board of India Act 1992, the Securities Contract (Regulation) Act, 1956, the Depositories Act, 1996 or the Companies Act, 2013 and the rules made thereunder, as the case may be or in any amendment thereto.

1. Frameworks for Disclosure of Unpublished Price Sensitive Information

(i) Prompt public disclosure of Unpublished price sensitive information:

Unpublished Price sensitive information shall be given by the Company to stock exchanges promptly and also the said information shall be uploaded to the Company's official website www.jetking.com in order to be accessed by the Investors and members of the Company i.e. to make the information generally available.

(ii) Uniform and Universal dissemination of unpublished price-sensitive information:

The disclosure of unpublished price-sensitive information shall be on a continuous, immediate & uniform basis and will be universally disseminated. The Company may consider other ways of supplementing information released to stock exchanges by improving Investor access to their public announcements.

(iii) Overseeing and Co-ordinating disclosure:

The Compliance Officer of the Company is designated as the Chief Investor Relations Officer ('CIRO'), for the purpose of these regulations, shall oversee corporate disclosures and deal with dissemination of information and disclosure of unpublished price sensitive information. The CIRO may be contacted at email at: cs@jetking.com

The employees of the Company shall not respond under any circumstances to enquiries from the Stock Exchange, the media or others unless authorized to do so by the CIRO or by the CEO/CFO of the Company.

(iv) Prompt dissemination of unpublished price sensitive information that gets disclosed selectively, inadvertently or otherwise to make such information generally available

(v) Responding to market rumours:

The Employee/ Director of the Company shall promptly direct any queries on news reports or requests for verification of market rumours received from regulatory authorities to the CIRO. The CIRO shall, on receipt of requests as aforesaid, consult the CEO/CFO and send an appropriate and fair response to the same.

The CIRO shall be responsible for making a consultation with the CEO/CFO of the Company regarding the necessity of a public announcement verifying or denying rumours and thereafter making appropriate disclosures.

All requests/queries received shall be documented and as far as practicable, the CIRO shall request such queries/requests in writing.

In the absence of the CIRO, such a person as may be authorized by the CFO or CEO, shall discharge the duties of the CIRO.

(vi) Guidelines given hereunder to be followed while dealing with analysts and institution investors:

a) Only Public information to be provided

The Spokesperson shall provide only public information to the analysts, research people, and large investors like institutions. Alternatively, the information given to the analyst should be simultaneously made public at the earliest

b) Recording of discussion

In order to avoid misquoting or misrepresentation, it is desirable that at least two Company representative as decided by the Spokesperson be present at meetings with analysts, brokers or Institutional Investors and discussion should preferably be recorded.

c) Handling of unanticipated questions

The Spokesperson should be careful when dealing with analysts' questions that raise issues outside the intended scope of discussion. Unanticipated questions may be taken in notice and a considered response given later, if the answer includes price sensitive information, a public announcement should be made before responding.

d) Simultaneous release of Information

When the Spokesperson organizes meetings with analysts, the Company shall make a press release or post relevant information on its website after every such meeting. The Company may also consider live web casting of analysts meets.

e) Recording of proceedings of meeting

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.

(vii) Unpublished price sensitive information on Need-to-Know basis:

Unpublished Price Sensitive Information shall be handled on a "need to know" basis i.e. unpublished Price Sensitive Information shall be disclosed only to those where such communication is in furtherance of legitimate purposes, performance of duties or discharge of legal obligations.

The Policy for Determination of Legitimate Purpose has been attached to this Policy as "Annexure-1"

The Company shall ensure that all Employees handling Unpublished Price Sensitive Information are cautioned to share such Unpublished Price Sensitive Information with other people only on a need-to-know basis.

The following are some instructions to be followed by the employees of the Company to prevent leak of Unpublished Price Sensitive Information:

- a. Create physical and electronic barriers within the organization to separate departments that routinely have access to Unpublished Price Sensitive Information from those that do not;
 - b. To sign with employees, consultants, and other Stakeholders non-disclosure agreements (NDAs) that legally bind them to keep Unpublished Price Sensitive Information confidential;
 - c. Maintaining strict control over documents containing Unpublished Price Sensitive Information, including secure printing, copying, and distribution procedures;
- d. Encourage employees to report any suspicious activities or breaches of confidentiality through a secure and anonymous whistleblower program;
- e. Advise, at the commencement of any meeting where Unpublished Price Sensitive Information is likely to be discussed, the other attendees of such meeting, that they must not divulge the Unpublished Price Sensitive Information;
- f. Ensure that the sharing of Unpublished Price Sensitive Information, wherever required, is done by way of the Company's email system on a secured file-sharing platform within the Company's internal network. The passwords of protected files shall be sent via a separate official email or SMS to safeguard the confidentiality of the information; and
- g. Ensure that subsequent queries/ clarifications shall be responded to by way of official e-mail, meetings, over the phone (including SMS) but shall be addressed only to concerned persons. Communication which entails Unpublished Price Sensitive Information via WhatsApp or other social networking applications shall not be used.

POLICY FOR DETERMINATION OF “LEGITIMATE PURPOSE” FOR SHARING UNPUBLISHED PRICE SENSITIVE INFORMATION

Preamble and Objective:

1. This “Policy for Determination of Legitimate Purpose for sharing Unpublished Price Sensitive Information” (this “Policy”) is prepared in compliance with the provisions of Regulation 3(2A) read with Regulation 8(1) of Chapter IV of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force) (the “SEBI (PIT) Regulations”) and adopted by the Board of Directors (the “Board of Directors”) of Jetking Infotrain Limited (the “Company/JIL”) in order to establish a mechanism for sharing of Unpublished Price Sensitive Information (as defined hereinafter) in the ordinary course of business by an Insider (as defined hereinafter) of the Company.
2. The Company, in the course of its business, shares data or information with various persons such as organizations, agencies, institutions, intermediaries, establishments, and other persons. Some of such unpublished data or information, if made publicly available could have the potential to materially impact the market price of the securities of the Company. If such a person trades on the basis of UPSI (as defined hereinafter), it could result in an undue advantage through an information asymmetry in the market.

Therefore, the trading in the securities of the Company by an Insider (as defined hereinafter) is governed by and is subject to the SEBI (PIT) Regulations.

3. Objective

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Definitions:

Words and expressions used but not defined in this Policy shall have the same meaning assigned to them in the SEBI (PIT) Regulations or the Securities Contracts (Regulation) Act, 1956 or the Companies Act, 2013, and the rules and regulations made thereunder, as the case may be, including all amendments(s)/ modification(s) thereto.

- 1) “Connected Person” shall mean Connected Person as defined under the SEBI (PIT) Regulations and shall also include promoters and their directors and key managerial personnel. (Regulation 2(1)(d))
- 2) An “Insider” shall mean any person who is a Connected Person or in possession of or having access to unpublished price-sensitive information. (Regulation 2(1)(g))

- 3) The term “securities” shall have the same meaning as assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) and any modifications thereof.
- 4) The term "Unpublished Price Sensitive Information" or “UPSI” shall mean any information relating to the Company or its securities, directly or indirectly, that is not generally available, and which upon becoming generally available (accessible to the public on a non-discriminatory basis), is likely to materially affect the price of the securities and shall ordinarily include but not be limited to, information relating to financial results, dividends, change in capital structure, mergers, demergers, acquisitions, delisting, disposals and expansion of business and/or such other transactions and changes in key managerial personnel.

The Board of Directors/ Managing Director/ Chief Executive Officer/ Chief Operating Officer/ Chief Financial Officer/ Compliance Officer from time to time may also determine such other information as they may deem fit as UPSI. (Regulation 2(1)(n))

- 5) The term “ordinary course of business” shall mean the usual transactions, customs and practices undertaken by the Company to conduct its lawful business operations and activities and includes all such activities which the Company can undertake as per its memorandum of association and articles of association.

Scope:

This Policy shall form an integral part of the Code of Fair Disclosure of Unpublished Price Sensitive Information of the Company and shall be applicable to all Insiders. It shall be the responsibility of Insiders of the Company to ensure compliance with the SEBI (PIT) Regulations, guidelines and other related statutes fully.

Legitimate Purpose:

1. In line with sub-regulation 2A of Regulation 3 of SEBI (PIT) Regulations, “Legitimate Purpose” for sharing of UPSI by an Insider shall mean and include sharing of UPSI in a manner that meets the following criteria:
 - i. The sharing is strictly on a need-to-know basis;
 - ii. The sharing is in the interest of the Company;
 - iii. The sharing is with only one or more of the following persons, viz. Promoters, business associates, partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, insolvency professionals or other advisors or consultants; and
 - iv. The sharing has not been carried out to evade or circumvent the prohibitions laid down under the SEBI (PIT) Regulations.
2. The sharing of UPSI should not be with a mala fide intention, for personal gain, or an unauthorized disclosure, to evade or circumvent the provisions of the SEBI (PIT) Regulations etc.

3. When determining whether disclosure of UPSI is towards a Legitimate Purpose, the Insider shall assess whether the disclosure of such UPSI is mandatorily required to achieve the intended objective and is in the best interests of the Company.
4. No UPSI shall be disclosed in the event, the intended purpose or objective can be achieved without disclosure of UPSI, and such disclosure is otherwise not required to be disclosed in the ordinary course of business.
5. Any Insider proposing to disclose any UPSI that is not covered under this Policy and is not for a Legitimate Purpose, then such disclosure shall necessarily require prior approval of the Board of Directors. The Insider shall disclose sufficient details including reasons for such disclosure and the nature of UPSI proposed to be disclosed and shall seek necessary approvals from the Board of Directors.
6. Any disclosure of UPSI towards the discharge of legal obligations and performance of duties shall be deemed to be Legitimate Purpose and necessary confidentiality agreements and non-disclosure agreements shall need to be executed before sharing any UPSI in accordance with the Company's Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons. However, this shall not be applicable to the requisition of information by a statutory authority in the exercise of their powers under law.
7. In the following cases (which are illustrative in nature), sharing of UPSI shall be considered as a legitimate purpose:
 - a. For investigation, inquiry, or request for information by statutory or governmental authorities or any other administrative body recognized by law.
Example: Any call for information or query received from the Ministry of Corporate Affairs, Income Tax Authority, Securities and Exchange Board of India ("SEBI"), Stock Exchanges, Reserve Bank of India, sectoral regulatory body, etc.
 - b. Under any proceedings or pursuant to any order of courts or tribunals.
Examples: National Company Law Tribunal, National Company Law Appellate Tribunal, Quasi-judicial authority, other Appellate Tribunals, Arbitration Proceedings, etc.
 - c. As part of compliance with applicable laws, regulations, rules, and requirements.
Examples: Company Law, Securities Law, Income Tax Law, Banking Law, etc.
 - d. Arising out of any contractual obligations or arrangement entered into by the Company set forth in any contract, agreement, arrangement, settlement, understanding, or undertaking.
Example: Due diligence for any kind of restructuring, namely mergers & acquisitions, joint venture agreements, share purchase agreements, franchisee agreements, etc.

- e. Arising out of business requirements including requirements for the purposes of promoting the business and strategies of business, which may require sharing of information within the Promoters/Promoter Group, as applicable, as well as by Promoters with their advisors, consultants, intermediaries, fiduciaries, etc. on a need- to-know basis, in the interest of the Company.

Example: Some of the examples which are illustrative in nature are as mentioned below:

- Sharing the relevant UPSI by Company or Promoter(s) for advice, consultation, valuation, fundraising, or other intermediation and approvals in relation to the subject matter of a proposed deal/ assignment/ tie-up/ venture/fundraising.
 - Sharing the relevant UPSI by Company or Promoter(s) with intermediaries, fiduciaries, merchant bankers, advisors, lawyers, bankers, consultants, valuers, auditors, insolvency professionals, business support agents, transaction processing service providers in order to avail professional services from them.
 - Sharing the relevant UPSI by Company or Promoter(s) for advice, consultation, transaction support, intermediation, and approvals on projects relating to enterprise transformation, strategy, change management, analytics, re-organization, operation improvement, technology, and similar domains.
 - Sharing the relevant UPSI by Company or Promoter(s) with business partners to fulfill the terms and conditions of a business contract with a client, vendor, collaborator, or lender.
 - Sharing the relevant UPSI by Company or Promoter(s) for advice, consultation, transaction support, intermediation and approvals in the process of evaluation of new products, business opportunities and new lines of business.
 - Sharing the relevant UPSI by Company or Promoter(s) with persons engaged or involved in the processes leading to disclosure of events set out in Schedule III to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
- f. Any other purpose as the Board of Directors may determine depend upon the transaction(s) or the facts of the case.

Process of Sharing UPSI:

1. Any person in receipt of UPSI pursuant to a Legitimate Purpose shall be considered an "Insider" for purposes of the SEBI (PIT) Regulations.
2. Such Insider is required to ensure the confidentiality of the UPSI shared, in compliance with the SEBI (PIT) Regulations.

3. Information may be shared with such Insider for a Legitimate Purpose with the understanding, on the part of both the provider of UPSI and the recipient of UPSI, that such information is and shall be used only for a Legitimate Purpose.
4. Such person shall not trade in securities of the Company while in possession of UPSI.
5. The Insider shall conduct the following steps while sharing UPSI:
 - a. Satisfy that information is UPSI and that sharing of UPSI is for a Legitimate Purpose i.e. there is a co-relation or nexus between the UPSI proposed to be shared and the purported transaction and/or any other underlying reason. No UPSI shall be disclosed in the event the intended purpose or objective can be achieved without disclosure of UPSI, and such disclosure is otherwise not required to be disclosed in the ordinary course;
 - b. Identify the persons and organizations with whom such information is to be shared;
 - c. Notify the recipient that the information that is being shared is UPSI and to maintain the confidentiality of such UPSI;
 - d. Enter into a confidentiality or non-disclosure agreement with the recipient of UPSI, if required;
 - e. Ensure that the mode of sharing UPSI shall be either by an email (addressed directly to the Insider) or via hard copy or by any other electronic mode or device, or provide access to the information, data, server with due acknowledgment thereof from the recipient;
 - f. Maintain the names of the persons (along with PAN or any other identifier where PAN is not available) with whom UPSI is shared. The database shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database. This database shall be kept confidential.

Notice to the Recipient of UPSI:

The recipient of UPSI, which is communicated for any “Legitimate Purpose”, shall be considered as an “Insider” under the Code adopted by the Company and a notice shall be given to them in such respect (either by an email or via hard copy or any other electronic mode or device) by the person making the communication of UPSI:

1. To make the recipient aware that the information shared is or shall be UPSI and the entry shall be made in the Digital Database of the Company (as defined hereinafter);
2. To make the recipient aware of the duties and responsibilities attached to the receipt of such UPSI and the liability attached to misuse or unwarranted use of the same;
3. To instruct the recipient to not deal in the securities of the Company while in possession of UPSI;

4. To instruct the recipient to maintain the confidentiality of such UPSI in compliance with the Code and the other applicable laws; and
5. To advise the recipient to be in compliance with applicable provisions of the SEBI (PIT) Regulations.

Responsibility of the Recipient of UPSI:

The recipient of UPSI shall undertake:

1. To maintain confidentiality of the information received;
2. To use the confidential information only for legitimate purpose;
3. To disclose confidential information to any other person strictly on a need-to-know basis and after consulting and obtaining approval of the Compliance Officer of the Company;
4. To safeguard the UPSI with the same degree of care as the receiving party uses to protect its own confidential information, but in no case less than reasonable care, to avoid unauthorized disclosure; and
5. To comply with applicable provisions of the SEBI (PIT) Regulations.

Structured Digital Database:

1. The Insider sharing UPSI for legitimate purpose is required to make an entry in the structured digital database of the Company (“Digital Database”) w.r.t the nature of UPSI, the name and permanent account number (PAN) or such other identifier authorized by the law where permanent account number is not available, of such persons or entities with whom UPSI is shared OR Insider may inform (in writing) to the Compliance Officer to record the same in the Digital Database;
2. The Digital Database shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails etc. to ensure non-tampering of the Digital Database;
3. The Compliance Officer shall ensure that the Digital Database is preserved for a period of not less than 8 years after completion of the relevant transactions and in the event of receipt of any information from the SEBI regarding any investigation or proceedings, the relevant information in the Digital Database shall be preserved till the completion of such proceedings.

Restrictions on Communication & Trading by Insiders:

The Board of Directors shall require the Insiders to execute agreements to contract confidentiality and non-disclosure obligations on the part of such Insiders and such Insiders shall keep information so received confidential and shall not trade in securities of the Company when in possession of UPSI.

Dissemination of Information:

1. The Board of Directors of the Company has appointed a Compliance Officer who shall be reporting to the CEO/CFO of the Company to deal with the dissemination of information and disclosure of UPSI.
2. The responsibility for adherence to this Policy shall however vests entirely with the person who is sharing the UPSI as well as the recipient of the UPSI.

Penalties and Fines:

1. Any sharing of UPSI, other than in compliance with this Policy and the SEBI (PIT) Regulations, shall be construed as a violation. The onus lies on the Insider to prove to the contrary.
2. In case of any violation of this Policy, disciplinary action shall be taken by the Company. The Company shall also inform SEBI about the violation.

Policy Review:

1. In the events of inconsistency of this Policy with any legal provisions, the provisions of law shall override this, Policy.
2. The Board may review and amend this Code from time to time, as may be deemed necessary.
