CODE OF PRACTICES AND PROCEDURES FORFAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION POLICY

1. Preface

1.1. The Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behavior. Towards this end, the Company has adopted this Code of Conduct for prevention of Insider Trading ("the Code"), which lays down the principles and standards that should govern the actions of the Company, its Designated Persons and immediate relatives of Designated Persons. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company.

1.2. The Securities and Exchange **Board** of India (Prohibition of Insider Trading) Regulation, 2015, inter alia, mandates all listed companies to establish a code of practices and procedures for fair disclosure of Unpublished Price Sensitive Information and a code to regulate monitor and report trading by its Designated Persons and immediate relatives of Designated Persons.

1.3. Accordingly, this Code of Conduct for Prevention of Insider trading ("the Code") has been formulated with a view to provide a mechanism for regulating, monitoring and reporting of Trading by Designated Persons and immediate relatives of Designated Persons and for fair disclosure of Unpublished Price Sensitive Information.

2. Definitions

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

2.2. "**Board**" means the Board of Directors of the Company.

2.3. "**Code**" or "**Code of Conduct**" shall mean the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of trading by Designated Persons and immediate relatives of Designated Persons of **FLY-HI MARITIME TRAVELS LIMITED** as amended from time to time.

2.4. **"Companies Act"** shall mean the Companies Act, 2013 and the residuary provisions of the Companies Act, 1956.

2.5. "**Company**" means **FLY-HI MARITIME TRAVELS LIMITED**

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

Explanation – For the purpose of this clause, "financially literate" shall mean a person who has the ability to read and understand basic financial statements i.e.

balance sheet, profit and loss account, and statement of cash flows.

2.7. "**Connected Person**" means:

(i) any person who is or has during the six months prior to the concerned act been associated with a company, directly or indirectly, in any capacity including by reason of frequent communication with its officers or by being in any contractual, fiduciary or employment relationship or by being a director, officer or an employee of the Company or holds any position including a professional or business relationship between himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to unpublished price sensitive information or is reasonably expected to allow such access.

(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 (i); or
b) a holding company or associate company or subsidiary company; or
c) an intermediary as specified in Section 12 of the Act or an employee or director thereof; or
d) an investment company, trustee company, asset management company or an employee or director thereof; or
e) an official of a stock exchange or of clearing house or corporation; or
f) a member of board of trustees of a mutual fund or a member of the board of directors of the asset management company of a mutual fund or is an employee thereof; or
g) a member of the Board of directors or an employee, of a public financial institution as defined in section 2 (72) of the Companies Act, 2013; or
h) an official or an employee of a self-regulatory organization recognised or authorized by the Board; or
i) a banker of the Company; or
j) a concern, firm, trust, Hindu undivided family, company or association of persons wherein a director of the Company or his immediate relative or banker of the Company, has more than ten per cent, of the holding or interest.

2.8. "**Dealing in Securities**" means an act of subscribing to, buying, selling or agreeing to subscribe to, buy or sell the securities of the Company either as principal or agent and shall include activities such as pledging etc.

2.9. **Designated Employee**(s) shall include:

(i) the Chief Executive officer and employees upto two level below Chief Executive Officer of the Company and its material subsidiary;
(ii) every employee in the finance, accounts, secretarial, legal, Information Technology and any other department as may be determined and informed by the Compliance Officer from time to time of the Company or its material subsidiary;
(iii) Secretaries or Executive Assistants to the employees mentioned in (i), and (ii) above; and
(iv) any other employee as may be determined and informed by the Compliance Officer from time to time.

2.10. **"Designated Person"** shall mean all the Directors, Promoters, Key Managerial Personnel and Designated Employees of the Company.

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

2.12. "**Employee**" means every employee of the Company including a Director in the employment of the Company.

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

2.14. **"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

2.15. "**Insider**" means any person who is:

(i) a connected person; or

(ii) in possession of or having access to unpublished price sensitive information pursuant to a "legitimate purpose."

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

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

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

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

2.20. **"SEBI"** means the Securities and Exchange Board of India.

2.21. **"Securities"** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof except units of a mutual fund;

2.22. "**Specified Persons**" the Directors, connected persons, insiders, Designated Employees, Promoters and immediate relatives are collectively referred to as Specified Persons.

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

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

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

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

(i) financial results;
(ii) dividends;
(iii) change in capital structure;
(iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions; and
(v) changes in key managerial personnel;

Words and expressions used and not defined in these regulations but defined in the Securities and Exchange Board of India Act, 1992 (15 of 1992), the Securities Contracts (Regulation) Act, 1956 (42 of 1956), the Depositories Act, 1996 (22 of 1996) or the Companies Act, 2013 (18 of 2013) and rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation.

3. Role of Compliance Officer

3.1. The Compliance Officer shall report to the Board of Directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee, at such frequency as may be stipulated by the Board of Directors, but not less than once in a year.

The Compliance Officer shall help all departmental/ functional heads gain a better understanding of the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and the Company's Code of Conduct and shall help them address any queries raised by their respective sub-ordinates.

4. Preservation of "Price Sensitive Information"

4.1. All information shall be handled within the Company on a need-to-know basis and no unpublished price sensitive information shall be communicated to any person except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. Any person/ parties with whom UPSI is shared for Legitimate Purpose, shall keep the information so received confidential, except for legitimate purpose and shall not otherwise trade in securities of the Company when in possession of unpublished price sensitive information

Explanation – The term "legitimate purpose" shall include sharing of unpublished price sensitive information in the ordinary course of business by an insider with partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, analysts, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of these regulations.

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

(a) entail an obligation to make an open offer under the takeover regulations 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; or

(b) 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 constitutes unpublished price sensitive information is disseminated to be made generally available at least two trading days prior to the proposed transaction being effected in such form as the Board of Directors may determine to be adequate and fair to cover all relevant and material facts.

(c) (i) For the purpose of (a) and (b) above, the Board of Directors or any officer authorized by the Board shall, require such person/ parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such person/ parties.

(ii) In other cases the Board of Directors or such officer as may be authorized by the Board shall maintain list of all employees and other persons with whom UPSI is shared and shall either execute agreements to contract confidentiality and non-disclosure obligations on the part of such person/ parties or serve notice to all such employees and such person/ parties for confidentiality and non-disclosure obligations.

4.2. Any person in receipt of unpublished price sensitive information pursuant to a "legitimate purpose" shall be considered an "insider" for purposes of these regulations and due notice shall be given to such persons to maintain confidentiality of such unpublished price sensitive information in compliance with these regulations.

4.3. The board of directors or such other person as may be authorised by the Board in this behalf, shall ensure that a structured digital database is maintained containing the nature of unpublished price sensitive information and the names of such persons who have shared the information and also names of such persons or entities as the case may be, with whom information is shared under this Code along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available. Such database shall not be outsourced and shall be maintained internally with adequate internal controls and checks such as time stamping and audit trails to ensure non-tampering of the database.

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

4.4. The Compliance officer, or such other officer as authorized by the Board in this matter, shall conduct periodic process review to evaluate the effectiveness of the procedure established under this Code.

4.5. The Audit Committee of the Board shall review the compliance with the Securities & Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and verify the operative effectiveness of this Code, at least once in a financial year.

4.6. Need to Know:

(i) "need to know" basis means that Unpublished Price Sensitive Information should be disclosed only to those within the Company who need the information to discharge their duties and whose possession of such information will not give rise to a conflict of interest or appearance of misuse of the information.

(ii) All non-public information directly received by any employee should immediately be reported to the head of the department and the Compliance Officer.

4.7. Limited access to confidential information (Chinese Wall)
Files containing confidential information shall be kept secure by the head of the department. Computer files must have adequate security of login and password, etc.

5. Prevention of misuse of "Unpublished Price Sensitive Information"

5.1. Designated Persons and immediate relatives of Designated Persons of the Company shall be governed by this code of conduct governing dealing in securities.

5.2. No insider shall trade in securities of the Company that are listed on a stock exchange when in possession of unpublished price sensitive information:

Explanation –When a person who has traded in securities has been in possession of unpublished price sensitive information, his trades would be presumed to have been motivated by the knowledge and awareness of such information in his possession.

Provided that the insider may prove his innocence by demonstrating the circumstances as laid down under the, SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.

5.3. In the case of connected persons the onus of establishing, that they were not in possession of unpublished price sensitive information, shall be on such connected persons and in other cases, the onus would be on SEBI.

6. Trading Plan

An insider shall be entitled to formulate a trading plan for dealing in securities of the Company and present it to the Compliance Officer for approval and public disclosure pursuant to which trades may be carried out on his behalf in accordance with such plan.

6.1. Trading Plan shall:

(i) not entail commencement of trading on behalf of the insider earlier than six months from the public disclosure of the plan;

(ii) not entail trading for the period between the twentieth trading day prior to the last day of any financial period for which results are required to be announced by the issuer of the securities and the second trading day after the disclosure of such financial results;

(iii) entail trading for a period of not less than twelve months;

(iv) not entail overlap of any period for which another trading plan is already in existence;

(v) 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

(vi) not entail trading in securities for market abuse.

6.2. The compliance officer shall review the trading plan to assess whether the plan would have any potential for violation of these regulations and shall be entitled to seek such express undertakings as may be necessary to enable such assessment and to approve and monitor the implementation of the plan.

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

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

6.3. The Trading Plan once approved shall be irrevocable and the Insider shall mandatorily have to implement the plan, without being entitled to either deviate from it or to execute any trade in the securities outside the scope of the trading plan.

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 unpublished price sensitive information 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 unpublished price sensitive information becomes generally available information.

6.4. Upon approval of the trading plan, the compliance officer shall notify the plan to the stock exchanges on which the securities are listed.

7. Trading Window and Window Closure

7.1. (i) The trading period, i.e. the trading period of the stock exchanges, called 'trading window," is available for trading in the Company's securities by the Designated Persons and their immediate relatives.

(ii) The trading window shall be, *inter alia*, closed 7 days prior to and during the time the unpublished price sensitive information is published.

(iii) When the trading window is closed, the Designated Persons and their immediate relatives shall not trade in the Company's securities in such period.

(iv) All Designated Persons and their immediate relatives shall conduct all their dealings in the securities of the Company only in a valid trading window and shall not deal in any transaction involving the purchase or sale of the Company's securities during the periods when the trading window is closed, as referred to in Point No. (ii) above or during any other period as may be specified by the Company from time to time.

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

(vi) The trading window shall be closed from the end of every quarter, till 48 hours after the declaration of financial results.

(vii) The trading window restrictions shall not apply in respect of:

(a) transactions specified in clauses (i) to (iv) and (vi) of the proviso to sub regulation (1) of regulation 4 of the Regulations and in respect of a pledge of shares for a *bonafide* purpose such as raising of funds, subject to pre-clearance by the compliance officer and compliance with the respective regulations made by the Board;

(b) transactions which are undertaken in accordance with 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 buy-back offer, open offer, delisting offer or transactions which are undertaken through such other mechanism as may be specified by the Board from time to time.

7.2. The Compliance Officer shall intimate the closure of trading window to all the designated employees of the Company when he determines that a designated person or class of designated persons can reasonably be expected to have possession of unpublished price sensitive information. Such closure shall be imposed in relation to such securities to which such unpublished price sensitive information relates.

8. Pre-clearance of trades

8.1. All Designated Persons, who intend to deal in the securities of the Company when the trading window is open, shall do so only after obtaining pre-clearance from the Compliance officer, when the value of the proposed trade taken together with the other trades executed in a calendar quarter exceeds 20,000 Securities or up to Rs. 10 Lakhs (market value) or 1% of total shareholding, whichever is less. The pre-dealing procedure shall be hereunder:

(i) The application for Pre-clearance shall be made in the prescribed Form (Annexure-1) to the Compliance Officer indicating the estimated number of securities that the Designated Person intends to deal in, the details as to the depository with which the applicant has a security account, the details as to the securities in such depository mode and such other details as may be required.

(ii) An undertaking in the prescribed format (Annexure 2) shall be executed by the applicant in favor of the Company.

(iii) The order for pre-clearance shall be granted in Annexure-3, which the compliance officer may grant upon scrutiny of the application and on the basis of the undertaking furnished by the applicant.

(iv) Upon receipt of pre-clearance the applicant shall execute the transaction within 7 (seven) trading days of the receipt of the order, failing which the applicant will have to make fresh application for pre-clearance.

(v) The applicant shall:

a. where the trade is executed, within 2 (two) working days of execution of the trade; or

b. where the trade is not executed, within 7 (seven) working days from the date of the approval, file a report with the Compliance Officer in the prescribed form (Annexure 4).

8.2. All Designated Persons who buy or sell any number of shares of the Company shall not enter into an opposite transaction (contra trade) for any number of Securities during the next six months following the prior transaction. In case of any contra trade be executed, inadvertently or otherwise, in violation of such a restriction, the profits from

such trade shall be liable to be disgorged for remittance to the Securities and Exchange Board of India (SEBI) for credit to the Investor Protection and Education Fund administered by SEBI under the Act. Provided that this shall not be applicable for trades, pursuant to exercise of stock options or in accordance with an approved trading plan.

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

9. Other Restrictions

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

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

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

10. Reporting Requirements for transactions in securities

Initial Disclosure

10.1. Every promoter, member of the promoter group, Key Managerial Personnel and Director of the Company, shall within thirty days of the Regulations taking effect, shall forward to the Company the details of all holdings in securities of the Company presently held by them including the statement of holdings of dependent family members in the prescribed Form (Annexure 5).

10.2. Every person shall upon being appointed as a key managerial personnel or a director of the Company or upon becoming a promoter or member of the promoter group shall disclose his holding of securities of the Company as on the date of appointment or becoming a promoter, to the Company within seven days of such appointment or becoming a promoter in the prescribed form (Annexure 6).

Continual Disclosure

10.3. Every Designated Person and member of promoter group of the Company shall disclose to the Company in the prescribed form (Annexure-7) the number of such securities acquired or disposed off within two trading days of such transaction if the value of the securities traded, whether in one transaction or in a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs. Ten lakhs.

The disclosure shall be made within 2 trading days from:

(a) the receipt of intimation of allotment of Securities, or
(b) the acquisition or sale of Securities or voting rights, as the case may be.

Annual Disclosure

10.4. Every Director, Key Managerial Personnel and Designated Employee of the Company shall at the end of the Financial Year disclose the details of their trading in the Securities of the Company during the Financial Year and their position in the Securities of the Company as at the end of the Financial Year in the prescribed Form (Annexure-8). The disclosure shall be presented at the first meeting of the Board of Directors held in the subsequent Financial Year.

Disclosure by designated persons

10.5. All the Designated persons of the Company shall disclose in the prescribed Form (Annexure-9), names and Permanent Account Number or any other identifier authorized by law, of the following persons to the company on an annual basis and as and when the information changes:

a) immediate relatives;
b) persons with whom such designated person(s) shares a material financial relationship;
c) Phone, mobile and cell numbers which are used by them.

The Designated Persons shall submit a one-time disclosure in the prescribed Form (Annexure-9A), containing the above information and additionally, the names of educational institutions from which designated persons have graduated and names of their past employers shall also be disclosed on a one time basis.

Explanation – The term "material financial relationship" shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift from a designated person during the immediately preceding twelve months, equivalent to at least 25% of the annual income of such designated person but shall exclude relationships in which the payment is based on arm's length transactions.

11. Disclosure by the Company to the Stock Exchange(s)

11.1. The Company shall notify the particulars of the trade mentioned in 10.3 above to all Stock Exchanges on which the Company is listed within 2 trading days of, either the receipt of intimation or of becoming aware of the transaction. The disclosures shall be made in such form and such manner as may be specified by the Board from time to time.

11.2. The Compliance officer shall maintain records of all the declarations in the appropriate form given under this code, for a minimum period of five years.

12. Dissemination of Price Sensitive Information

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

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

The following guidelines shall be followed while dealing with analysts and institutional investors

- Only public information to be provided.
- At least two Company representatives be present at meetings with analysts, media persons and institutional investors.
- Unanticipated questions may be taken on notice and a considered response be given later. If the answer includes price sensitive information, a public announcement should be made before responding.
- Simultaneous release of information after every such meet.

13. Procedure to be followed in case of contravention/ suspected contravention of the code of conduct

13.1. The Company may conduct an enquiry Suo-moto or on the basis of a complaint received from a whistle blower, upon leak / suspected leak of unpublished price sensitive information or instances /suspected instances of contravention of this code.

13.2. The procedure for the enquiry as referred in 13.1 above shall be same as prescribed under the whistle blower policy adopted by the Company.

13.3. Every Designated Person shall be individually responsible for complying with the provisions of the Code (including to the extent the provisions hereof are applicable to his/her immediate relatives).

13.4. Any Designated Person who trades in securities or communicates any information for trading in securities, in contravention of this Code may be penalised and appropriate action may be taken by the Company.

13.5. Designated Persons who violate the Code shall also be subject to disciplinary action by the Company, which may include wage freeze, suspension, recovery, ineligibility for future participation in employee stock option plans, etc. Any amount collected under this clause shall be remitted to the Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.

13.6. In case, any instance of violation of this Code is observed by the Company, prompt reporting of such violation shall be made to the stock exchange(s) where the concerned securities are traded, in such form and such manner as may be specified by the Board from time to time (Annexure 10) and the disciplinary action by the Company shall not preclude SEBI from taking any action in case of violation of SEBI (Prohibition of Insider Trading) Regulations, 2015.

13.7. The Company shall also maintain a database of the violation of code of conduct by designated persons and their immediate relatives that would entail initiation of appropriate action against them.

Exhibit - I

Code of Fair Disclosure

A code of practices and procedures for fair disclosure of unpublished price sensitive information for adhering each of the principles is set out below:

1. Prompt public disclosure of unpublished price sensitive information that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.

2. Uniform and universal dissemination of unpublished price sensitive information to avoid selective disclosure.

3. Designated Senior Officer, to act as the chief investor relations officer and shall deal with dissemination of information and disclosure of unpublished price sensitive information.

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

5. Appropriate and fair response to queries on news reports and requests for verification of market rumors by regulatory authorities.

6. Ensuring that information shared with analysts and research personnel is not unpublished price sensitive information.

7. Any interaction/ discussion with analysts/researchers, institutional and other large investors or the media or any investor relations conference may be preferably recorded through proceedings of the meeting or a transcript of the interaction or in any other suitable manner.

8. The Chief Investor Relations Officer shall issue a press release/ transcript or post relevant information on the Company's website immediately after every analyst meet. Simultaneously, such information shall also be sent to the Stock Exchanges where any unpublished price sensitive information is disclosed.

9. All unpublished price sensitive information to be handled on a need-to-know basis. No person shall procure from or cause the communication by any insider of UPSI, relating to the listed securities of the Company, except in furtherance of Legitimate Purposes, performance of duties or discharge of legal obligations.

10. For the purpose of this Code Legitimate Purpose shall include sharing of UPSI in the ordinary course of business by an insider:
    a. with, partners, collaborators, lenders, customers, suppliers, merchant bankers, legal advisors, auditors, analysts, insolvency professionals or other advisors or consultants,
    b. by operation of law, as mandated or directed by courts, judicial, statutory or regulatory authorities,

    Provided that such sharing has not been carried out to evade or circumvent the prohibitions of this Code of the SEBI (Prohibition of Insider Trading Regulations), 2015.

11. This Code and any amendments hereto shall be promptly disclosed to the stock exchanges, as soon as they are approved and adopted by the Board of Directors.

ANNEXURE 1

SPECIMEN OF APPLICATION FOR PRE-DEALING APPROVAL

Date:

To,
The Compliance Officer,
FLY-HI MARITIME TRAVELS LIMITED,
Delhi -110070

Dear Sir/Madam,

Application for Pre-dealing approval in securities of the Company

Pursuant to the SEBI (prohibition of Insider Trading) Regulations, 2015 and the Company's **Code of Conduct for Prevention of Insider Trading**, I seek approval to purchase / sale / subscription of _____ equity shares of the Company as per details given below: I enclose herewith the form of Undertaking signed by me.

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		

Yours faithfully,
(Name signature and Employee ID)

ANNEXURE 2

FORMAT OF UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-CLEARANCE

UNDERTAKING

To,
FLY-HI MARITIME TRAVELS LIMITED,
Delhi- 110070

I, _____, _____ of the Company residing at _____, 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 unpublished Price Sensitive Information (as defined in the Company's Code of Conduct for prevention of Insider Trading (the Code) up to the time of signing this Undertaking.

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 Code as notified by the Company from time to time.

I undertake to submit the necessary report within 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 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.

Date: _____
_____

(Name signature and Employee ID) *

Indicate number of shares

ANNEXURE 3

FORMAT FOR PRE- CLEARANCE ORDER

To,
Name: _____
Designation: _____
Place: _____

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

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

Yours faithfully,
for **FLY-HI MARITIME TRAVELS LIMITED**

COMPLIANCE OFFICER
Date: _____

Encl: Format for submission of details of transaction

ANNEXURE 4

FORMAT FOR DISCLOSURE OF TRANSACTIONS

(To be submitted within 2 days of transaction / dealing in securities of the Company or seven working days from the date of the order, whichever is later)

To,
The Compliance Officer,
FLY-HI MARITIME TRAVELS LIMITED,
Delhi- 110070

Pursuant to the pre-clearance order dated _____ I hereby inform that:

I have bought/ sold/ subscribed to _____ securities as mentioned below on _____ (date)

Name of holder	No. of securities dealt with	Bought/sold/subscribed	DP ID/Client ID / Folio No	Price (Rs.)

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

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

I agree to hold the above securities for a minimum period of six months. In case there is any urgent need to sell these securities within the said period, I shall approach the Compliance Officer for necessary approval.

OR

I have not bought / sold/ subscribed, securities of the Company as per the pre-clearance availed by me.

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

Date: _____ Signature: _____

Name:

Designation:

ANNEXURE 5

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (1) (a) read with Regulation 6 (2) – Initial disclosure to the company]

Name of the company: _____

ISIN of the company: _____

Details of Securities held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2). Details of Open Interest (OI) in derivatives of the company held by Promoter, Key Managerial Personnel (KMP), Director and other such persons as mentioned in Regulation 6(2)

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoters/ KMP / Directors/immediate relatives/ others etc)	Securities held as on the date of regulation coming into force		% of Shareholding	Open Interest of the Future contracts held as on the date of regulation coming into force			Open Interest of the Future contracts held as on the date of regulation coming into force		
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		Contract Specifications	Number of Units (contracts * lot size)	Notional value in Rupee terms	Contract Specifications	Number of Units (contracts * lot size)	Notional value in Rupee terms
1	2	3	4	5	6	7	8	9	10	11

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.
Note: In case of Options, notional value shall be calculated based on premium plus strike price of options

Signature:
Designation:
Date:
Place:

ANNEXURE 6

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (b) read with Regulation 6(2) - – Disclosure on becoming a director/KMP/Promoter or member of Promoter group]

Name of the company: _____

ISIN of the company: _____

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

Name, PAN No., CIN/DIN & address with contact nos.	Category of Person (Promoters/ or member of Promoter group/ KMP / Directors/immediate relatives/others etc)	Date of Appointment of Director/KMP or Date of becoming Promoter	Securities held at the time of becoming Promoter /appointment of Director/ KMP		% of Shareholding	Open Interest of the Future contracts held at the time of becoming Promoter/ appointment of Director/ KMP			Open Interest of the Future Options held at the time of becoming Promoter/ appointment of Director / KMP		
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		Contract Specifications	Number of Units (contracts * lot size)	Notional value in Rupee terms	Contract Specifications	Number of Units (contracts * lot size)	Notional value in Rupee terms
1	2	3	4	5	6	7	8	9	10	11	12

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.
Note: In case of Options, notional value shall be calculated based on premium plus strike price of options

Signature:
Designation:
Date:
Place:

ANNEXURE 7

SEBI (Prohibition of Insider Trading) Regulations, 2015 [Regulation 7 (2) read with Regulation 6(2) — Continual disclosure]

Name of the company: _____

ISIN of the company: _____

Details of change in holding of Securities of Designated Persons of a listed company or their immediate relatives and other such persons as mentioned in Regulation 6(2).

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

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

Details of trading in derivatives of the company by Designated Persons of a listed company or their immediate relatives and other such persons as mentioned in Regulation 6(2).

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

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

Name & Signature:
Designation:
Date:
Place:

ANNEXURE 8

Annual Disclosure of Securities Holdings/ trading in as per SEBI (Prohibition of Insider Trading) Regulations, 2015

To,
The Compliance Officer,
FLY-HI MARITIME TRAVELS LIMITED
Delhi- 110070

Dear Sir,

I, _____, hereby declare that securities held by me and my immediate relatives in the Company as on 31st March, 20____ and the transactions during the period 1st April, 20___ to 31st March, 20___ are as per details furnished below:

Name & PAN	**Relation**	**Type of Security**	**No. of Securities held as on 1st April, 20__**	**No. of Securities acquired during the year**	**No. of Securities Sold during the year**	**No. of Securities held as on 31st March, 20__**	**Folio No./ DP ID/ Client ID No.**
Name **PAN:**							

I declare that the information furnished herein is complete and correct.

Yours Sincerely,

Signature : _____
Name :
Designation :

Place: Date:

ANNEXURE 9

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Schedule B – Para -14–Disclosure by Designated Persons to the company]

To,
KEN ENTERPRISES LIMITED
The Compliance Officer,
Delhi – 110070.

Dear Sir,

Pursuant to the Regulations quoted above and the Code of Conduct for Prevention of Insider Trading adopted by the Company, I hereby submit the following details:

Name of Designated Person	
Employee Code, if applicable	
Designation	
Date of Joining / Promotion	

Details of Immediate relatives* and other people with whom the Designated person shares a material financial relationship #

Sr. No.	Name	Relation	Permanent Account Number/ Any other identifier authorized by law$	Phone, mobile and cell numbers used by them

***-"Immediate Relative"** means the spouse of the employee, and includes the following a. parent,
b. sibling, and
c. child of the employee or of the spouse,
any of whom is either dependent financially on the employee, or consults such employee in taking decisions relating to trading in securities

- **"material financial relationship"** shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer's annual income but shall exclude relationships in which the payment is based on arm's length transactions.

$- only in absence of PAN

Signature:
Name:
Designation:

ANNEXURE 9A

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 [Schedule B – Para -14–Disclosure by Designated Persons to the company] To,

KEN ENTERPRISES LIMITED
The Compliance Officer,
Delhi- 110070.

Dear Sir,

Pursuant to the Regulations quoted above and the Code of Conduct for Prevention of Insider Trading adopted by the Company, I hereby submit the following details:

Name of Designated Person	
Employee Code, if applicable	
Designation	
Date of Joining / Promotion	
Educational Institution from which Graduated	
Name of Past employer	

Details of Immediate relatives* and other people with whom the Designated person shares a material financial relationship #

Sr. No.	Name	Relation	Permanent Account Number/ Any other identifier authorized by law$	Phone, mobile and cell numbers used by them

***-"Immediate Relative"** means the spouse of the employee, and includes the following a. parent,

b. sibling, and

c. child of the employee or of the spouse, any of whom is either dependent financially on the employee, or consults such employee in taking decisions relating to trading in securities

- **“material financial relationship”** shall mean a relationship in which one person is a recipient of any kind of payment such as by way of a loan or gift during the immediately preceding twelve months, equivalent to at least 25% of such payer’s annual income but shall exclude relationships in which the payment is based on arm’s length transactions.

$- only in absence of PAN

Signature:
Name:
Designation:

ANNEXURE 10

Report by KEN ENTERPRISES LIMITED for violations related to Code of Conduct adopted by the Company under SEBI (Prohibition of Insider Trading) Regulations, 2015.

[Schedule B read with Regulation 9 (1) of SEBI (Prohibition of Insider Trading) Regulations, 2015]

Sr. No	Particulars	Details
1	Name of the listed company/ Intermediary/Fiduciary	
2	Please tick appropriate checkbox Reporting in capacity of : ☐ Listed Company ☐ Intermediary ☐ Fiduciary	
3	**A. Details of Designated Person (DP)** i Name of the DP ii PAN of the DP iii Designation of DP iv Functional Role of DP v Whether DP is Promoter or belongs to Promoter Group **B. If Reporting is for immediate relative of DP** i. Name of the immediate relative of DP ii. PAN of the immediate relative of DP **C. Details of transaction(s)** i. Name of the scrip ii. No of shares traded and value (Rs.) (Date- wise) **D. In case value of trade(s) is more than Rs.10 lacs in a calendar quarter** i. Date of intimation of trade(s) by concerned DP/director/promoter/promoter group to Company under regulation 7 of SEBI (PIT) Regulations, 2015 ii. Date of intimation of trade(s) by Company to stock exchanges under regulation 7 of SEBI (PIT) Regulations, 2015	
4	Details of violations observed under Code of Conduct	
5	Action taken by Listed company/ Intermediary/ Fiduciary	

6	Reasons recorded in writing for taking action stated above	
7	Details of the previous instances of violations, if any, since last financial year	
8	If any amount collected for Code of Conduct violation(s i. Mode of transfer to SEBI - IPEF (Online/Demand Draft)	
	ii. Details of transfer/payment **<u>In case of online:</u>** Name of the transferor Bank Name, branch and Account number UTR/Transaction reference Number Transaction date Transaction Amount (in Rs.) **<u>In case of Demand Draft (DD)</u>** Bank Name and branch DD Number DD date DD amount (in Rs.)	
9	Any other relevant information	

Date and Place:
Name and signature of Compliance Officer
PAN:
Email id: