

CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

1. PURPOSE AND INTRODUCTION:

The Securities and Exchange Board of India, in its endeavour to protect the interests of investors in general formulated the SEBI (Prohibition of Insider Trading) Regulations, 2015 and mandates every listed company to formulate a code of conduct to regulate, monitor and report trading in securities of a company by Insiders.

In compliance with said Regulations the Company has promulgated this Code to set out the standards and regulate and/or monitor compliance of said Regulations by all Insiders and their responsibility to preserve and maintain confidentiality of Unpublished Price Sensitive Information that may or is expected to affect the price of securities of the Company.

This Code shall replace and supersede the previous Insider Trading Manual of the Company relating to prohibition of trading in the securities of the Company.

2. DEFINITIONS:

- (i) **“Board of Director”** means Board of Directors of the Company.
- (ii) **“Code”** means this ‘Code of Conduct for Prevention of Insider Trading’ of the Company.
- (iii) **“Company”** means SpiceJet Limited.
- (iv) **“Compliance Officer”** means Company Secretary or such other Senior Officer designated by the Board, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the SEBI (Prohibition of Insider Trading) Regulations, 2015 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compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservation of Unpublished Price Sensitive Information, monitoring of trades and the implementation of the Code under the overall supervision of the Board of Directors of the Company.
- (v) **“Connected Person”** means 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 officers of the Company 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himself and the Company whether temporary or permanent, that allows such person, directly or indirectly, access to Unpublished Price Sensitive Information or is reasonably expected to allow such access. Generally the following persons shall be deemed to be connected persons unless the contrary is established:
 - (a) an Immediate Relative of Connected Persons; or
 - (b) a holding company or associate company or subsidiary company; or
 - (c) an intermediary as specified in Section 12 of the Securities and Exchange Board of India Act, 1992 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 Securities and Exchange Board of India; 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 a company or his immediate relative or banker of the Company, has more than ten percent of the holding or interest;
- (vi) **“Designated Persons”** means and includes:
- (a) Prompters of the Company;
 - (b) Directors of the Company and its subsidiaries;
 - (c) Key Managerial Personnel as defined under the Companies Act, 2013;
 - (d) All employee of the Company and any of its subsidiaries who are in General Manager Grade and above;
 - (e) Employee(s) in the Secretarial, Legal, Finance, Accounts and Corporate Communication Department of the Company;
 - (f) Other persons as designated by the Board of Directors in consultation with Compliance Officer of the Company, from time to time; and
 - (g) Immediate Relatives of persons covered under clause (a) to (f) above.
- (vii) **“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;
- (viii) **“Insider”** means any person who is:
- (a) a Connected Person; or
 - (b) in possession of or having access to Unpublished Price Sensitive Information;
- (ix) **“Promoter”** shall have the meaning assigned to it under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 or any modification thereof.
- (x) **“Regulations”** means the SEBI (Prohibition of Insider Trading) Regulations, 2015.
- (xi) **“Trading”** means and includes subscribing, buying, selling, dealing or agreeing to subscribe, buy, sell, deal in securities of the Company and **“Trade”** shall be construed accordingly.
- (xii) **“Unpublished Price Sensitive Information”** or **“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 including but not restricted to, information relating to the following:
- (a) financial results;
 - (b) dividends;
 - (c) change in capital structure;
 - (d) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions;
 - (e) changes in key managerial personnel; and

- (f) material events in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Capitalized words and expressions used herein and not defined in the Code shall have the meanings respectively assigned to them in the SEBI (Prohibition of Insider Trading) Regulations, 2015, Securities and Exchange Board of India Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, or the Companies Act, 2013 and rules and regulations made thereunder.

3. PROHIBITION ON COMMUNICATING OR PROCURING UPSI

An Insider shall not –

- (a) communicate, provide, or allow access to any UPSI, relating to the Company or its securities, to any person including other Insiders, except to the extent allowed by this Code;
- (b) procure from or cause the communication by an Insider of UPSI, relating to the Company or its securities;

Provided that nothing contained above shall be applicable when an UPSI is communicated, provided, allowed access to or procured:

- (i) in furtherance of legitimate purposes, performance of duties or discharge of legal obligations pursuant to appropriate confidentiality and non-disclosure agreements being executed; or
- (ii) in the event the Board of Directors direct or cause the public disclosure of UPSI in the best interest of the Company; or
- (iii) within a group of persons if such persons have been identified and secluded within a “Chinese Wall” or information barrier by the Compliance Officer from the rest of the Company for a particular purpose or for a specified period of time in furtherance of legitimate purposes, performance of duties or discharge of legal obligations, and are subjected to, among other conditions, additional confidentiality obligations, information barriers designed to prevent exchanges of UPSI outside the “Chinese Wall”, and the execution of an undertaking by such persons to abstain and / or forego Trading during such seclusion or till the UPSI no longer constitutes UPSI.

4. PROHIBITION ON INSIDER TRADING

An Insider shall not, directly or indirectly, –

- (i) Trade in securities that are listed or proposed to be listed when in possession of UPSI;
- (ii) Trade in securities of the Company except when the Trading Window is open and the Insider is not in possession of UPSI.

Provided the above shall not apply to:

- (i) a transaction that is an off-market inter-se transfer between Promoters who were in possession of the same UPSI without being in breach of this Code and both parties had made a conscious and informed trade decision; and
- (ii) Trades pursuant to a Trading Plan set up in accordance with this Code.

5. TRADING WINDOW

- (i) The Compliance Officer shall notify a ‘trading window’ during which the Designated Persons may Trade in the Company’s securities after securing pre-clearance from the Compliance Officer in accordance with these Rules.

- (ii) Designated Persons shall not Trade in the Company's securities when the trading window is closed.
- (iii) The trading window shall be closed in particular for a Designated Person or class of Designated Persons when the Compliance Officer determines that a Designated Person or class of Designated Persons can reasonably be expected to have possession of UPSI, for such periods as determined by the Compliance Officer.
- (iv) The trading window may be re-opened after closure, not earlier than 48 hours after the UPSI in question becomes generally available.

6. PRE-CLEARANCE OF TRADING

- (i) Designated Persons may Trade in the securities of the Company when the trading window is open, after obtaining approval of the Compliance Officer by submitting an application as per Annexure 1 and an undertaking as per Annexure 2.
- (ii) The Compliance Officer shall not approve any proposed Trade by Designated Person if the Compliance Officer determines that such Designated Person is in possession of UPSI even though the trading window is open.
- (iii) The Compliance Officer may, after being satisfied that the application and undertaking are true and accurate, approve Trading by a Designated Person, on the condition that the Trade so approved shall be executed within seven trading days following the date of approval.
- (iv) The Designated Person shall, within two days of the execution of the Trade, submit the details of such Trade to the Compliance Officer as per Annexure 3. In case the transaction is not undertaken, a report to that effect shall be filed in the said form.
- (v) If the pre-cleared Trade is not executed within seven trading days after the approval is given, the Designated Person must secure pre-clearance of the transaction again.
- (vi) A Designated Person who Trades in securities without complying with the preclearance procedure as envisaged in this Code or gives false undertakings and/or makes misrepresentations in the undertakings executed by him/her while complying with the pre-clearance procedure shall be subjected to the penalties as envisaged in this Code or under the Regulations.
- (iv) Nothing in this Code shall apply to any Trade involving a value less than ₹5,00,000 (Rupees Five Lakh) or such other amount as may be specified by the Board of Directors from time to time provided the Designated Person is not in possession of UPSI while executing such Trade.

7. ADDITIONAL TRADING RESTRICTIONS ON DESIGNATED PERSONS

- (i) No Director or Key Managerial Personnel shall enter into derivative transactions in respect of the securities of the Company.
- (ii) All Designated Persons who Trade in the securities of the Company shall not enter into an opposite transaction 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 for credit to the Investor Protection and Education Fund administered.

- (iii) The Compliance Officer is empowered to grant relaxation from strict application of above restriction for reasons to be recorded in writing provided that such relaxation does not violate the provisions of the Regulations.

8. TRADING PLAN

- (i) A Designated Person shall be entitled to formulate a Trading Plan that complies with the Regulations and present it to the Compliance Officer for approval and public disclosure pursuant to which Trades may be carried out in his behalf in accordance with such plan.
- (ii) The Compliance Officer shall review and approve the Trading Plan if it complies with the Regulations and shall disclose the Trading Plan to the stock exchanges where the shares of the Company are listed.
- (iii) The Trading Plan once approved shall be irrevocable and the Designated Person 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 Designated Person is in possession of UPSI and the said information has not become generally available at the time of the commencement of implementation. The commencement of the Trading Plan shall be deferred until such UPSI becomes generally available information. Further, the Designated Person shall also not be allowed to Trade in securities of the Company, if the date of Trading in securities of the Company, as per the approved Trading Plan, coincides with the date of closure of trading window announced by the Compliance Officer.

9. DISCLOSURE REQUIREMENTS

- (i) *Initial Disclosure:*
 - (a) Every Promoter, Key Managerial Personnel, Director of the Company shall disclose his holding of securities of the Company within thirty days of this Code taking effect as per Form A set out in Annexure 4.
 - (b) Every person on appointment as a Key Managerial Personnel or a Director of the Company or upon becoming a Promoter 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, as per Form B set out in Annexure 5.
- (ii) *Continual Disclosure:*

Every Promoter, Employee, Director of the Company shall disclose as per Form C set out in Annexure 6 to the Company the number of such securities acquired or disposed of 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 ₹10,00,000 (Rupees Ten Lakh).

(iii) *Disclosure to the Stock Exchange:*

The Compliance Officer shall notify the stock exchanges, particulars of the Trades, within two trading days of the receipt of the Continual Disclosure or from becoming aware of such information.

(iv) *Disclosures by other Connected Persons:*

The Compliance Officer may, require any other Connected Person to disclose the holdings and trading in securities of the Company as per Form D set out in Annexure 7 at such frequency as he may determine.

10. PENALTY FOR INSIDER TRADING

- (i) An Insider who acts in contravention of this Code or the Regulations shall be liable to have his services or relationship with the Company, as the case may be, terminated.
- (ii) Directors and Employees of the Company who violate this Code shall be subject to disciplinary action by the Company, which may include wage freeze, suspension and ineligibility for future participation in the Company's stock option plans or termination.
- (iii) The Securities and Exchange Board of India or any other appropriate regulatory authority would also be informed of the violation of this Code so that appropriate action may be taken.

11. MISCELLANEOUS

- (i) The Board of Directors shall be empowered to amend, modify, interpret this Code and such Code shall be effective from such date that the Board may notify in this behalf.
- (ii) The Compliance Officer shall provide the Audit Committee of the Board, on a quarterly basis, all the details of Trading in securities by the Designated Persons including any violations of this Code.
- (iii) The Compliance Officer shall maintain (a) updated list of Designated Persons, (b) records of disclosures and pre-clearance applications and undertakings for a period of five years and (c) a confidential list of any 'restricted securities' to which the Compliance Officer may require Designated Persons to seek pre-clearance before Trading in such 'restricted securities'.
- (iv) In case any Connected Persons observe that there has been a violation of this Code or the Regulations, then the same shall be informed to the Compliance Officer or the Board of Directors of the Company promptly.
- (v) The Company has adopted 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information' available at www.spicejet.com under the 'Investors Section' to regulate the Company's practices and procedures for fair disclosure of UPSI.

ANNEXURE 1

APPLICATION FOR PRE-TRADING APPROVAL

To,
The Compliance Officer,
SpiceJet Limited

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 / sell / subscribe _____ equity shares of the Company as per details given below:

Name of Applicant	
Designation	
Number of securities held as on date	
Folio No. / DP ID / Client ID No.	
The proposal is for (a) Purchase of securities (b) Subscription to securities (c) Sale of securities	
Proposed date of trading in securities	
Estimated number of securities proposed to be purchased/subscribed/sold	
Current market price (as on date of application)	
Whether the proposed transaction will be through stock exchange or off-market trade	
Folio No. / DP ID / Client ID No. where the securities will be credited / debited	

I enclose herewith the Undertaking signed by me.

Signature: _____

Name:

Date:

ANNEXURE 2

UNDERTAKING TO BE ACCOMPANIED WITH THE APPLICATION FOR PRE-CLEARANCE

To,
The Compliance Officer,
SpiceJet Limited

I, _____, _____ of the Company residing at _____, am desirous of trading 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 any Unpublished Price Sensitive Information up to the time of signing this Undertaking.

In the event that I have access to or receive any Unpublished Price Sensitive Information 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 trading in the securities of the Company until such information becomes public.

I declare that I have not contravened the provisions of the Code of Conduct for Prevention of Insider Trading as notified by the Company from time to time.

In the event of this transaction being in violation of the Code of Conduct for Prevention of Insider Trading or the applicable laws, (a) I will, unconditionally, release, hold harmless and indemnify to the fullest extent, the Company and its directors and officers, (the 'indemnified persons') for all losses, damages, fines, expenses, suffered by the indemnified persons, (b) I will compensate the indemnified persons for all expenses incurred in any investigation, defense, crisis management or public relations activity in relation to this transaction and (c) I authorize the Company to recover from me, the profits arising from this transaction and remit the same to the SEBI for credit of the Investor Protection and Education Fund administered by the SEBI.

I undertake to submit the necessary report within two days of execution of the transaction / a 'Nil' report if the transaction is not undertaken.

If approval is granted, I shall execute the trade within seven days of the receipt of approval failing which I shall seek pre-clearance afresh.

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

Signature: _____

Name:

Date:

ANNEXURE 3

DISCLOSURE OF TRANSACTIONS

(To be submitted within 2 days of transaction / trading in securities of the Company)

To,
The Compliance Officer,
SpiceJet Limited.

I hereby inform that I

- have not bought / sold/ subscribed any securities of the Company
- have bought/sold/subscribed to _____ securities as mentioned below on ____ (date)

(strike out whichever is not applicable)

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

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

Signature: _____

Name:

Date:



ANNEXURE 4

FORM A

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

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)

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 Option Contracts held as on the date of regulation coming into force	
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts* lot size)	Notional value in Rupee terms	Number of units (contracts* lot size)	Notional value in Rupee terms

Signature:

Designation:

Date:

Place:



ANNEXURE 5

FORM B

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (1) (b) read with Regulation 6(2)]

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 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/ 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 Option Contracts held at the time of becoming Promoter/appointment of Director/KMP	
			Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.		Number of units (contracts* lot size)	Notional value in Rupee terms	Number of units (contracts* lot size)	Notional value in Rupee terms

Signature:

Designation:

Date:

Place:

ANNEXURE 6

FORM C

Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7 (2) read with Regulation 6(2) – Continual Disclosure]

Name of the company: SpiceJet Limited

ISIN of the company: INE285B01017

Details of change in holding of Securities of Promoter, Employee or Director 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/ KMP / Directors/immediate relatives/others etc.)	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/ Inter-se transfer, ESOPs etc.)
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/ Sale/ Pledge / Revoke/ Invoke)	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To		

Signature:

Designation:

Date:

Place:

ANNEXURE 7

FORM D

SEBI (Prohibition of Insider Trading) Regulations, 2015
[Regulation 7(3) – Transactions by other connected persons as identified by the company]

Name of the Company:

ISIN of the Company:

Details of trading in securities by other connected persons as identified by the Company

Name, PAN No., CIN/DIN & Address with contact nos.	Category of Person (Promoters/ KMP / Directors/immediate relatives/others etc.)	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/ Inter-se transfer, ESOPs etc.)
		Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/ Sale/ Pledge / Revoke/ Invoke)	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To		

Signature:

Date:

Place: