

**PAVING PROGRESS
ACROSS EVERY MILE**



J Infratech Limited
(Formerly known as Jandu Construction India Pvt. Ltd.)

**CODE OF PRACTICES AND PROCEDURES
FOR FAIR DISCLOSURE OF UNPUBLISHED
PRICE SENSITIVE INFORMATION**

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION ("CODE OF FAIR DISCLOSURE")

[Under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015]



01 INTRODUCTION

Insider trading refers to the dealing in securities of a company by its directors, employees or other insiders while in possession of Unpublished Price Sensitive Information (hereinafter referred to as “UPSI”). Such conduct undermines investor confidence in the fairness and integrity of corporate management and adversely affects the credibility and orderly functioning of the capital markets.

This Code of Fair Disclosure (“Code”) has been adopted by J Infratech Limited (“Company”) in order to ensure timely, adequate, uniform and fair disclosure of UPSI and to adhere to the principles set out under the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (“PIT Regulations”).

This Code is intended to function as a guiding framework to ensure prompt, uniform and adequate dissemination of UPSI to the investor community, thereby enabling investors to make informed decisions concerning the Securities of the Company.

The provisions of this Code shall be read in conjunction with the PIT Regulations, and in the event of any inconsistency or conflict between this Code and the PIT Regulations, the provisions of the PIT Regulations shall prevail.

02 DEFINITIONS

As used in this Code, the following terms shall have the meanings assigned to them below, unless the context otherwise requires:

- (a) **“Board”** means the Board of Directors of the Company.
- (b) **“Chief Investor Relations Officer” or “CIRO”** means the officer designated as such by the Board under Clause 4 of this Code, for the purpose of dealing with dissemination of information and disclosure of UPSI.
- (c) **“Code”** means this Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, including any modifications or amendments made thereto from time to time.
- (d) **“Company”** means J Infratech Limited.
- (e) **“Compliance Officer”** means any senior officer of the Company, designated by the Board, who reports to the Board of Directors, is financially literate and is capable of appreciating requirements for legal and regulatory compliance under the PIT Regulations.
- (f) **“Connected Person”** shall have the meaning assigned to it under Regulation 2(1)(d) of the PIT Regulations and shall also include promoters, members of the promoter group, directors and key managerial personnel of the Company.
- (g) **“Designated Persons”** shall mean persons designated by the Board, in consultation with the Compliance Officer, based on their role, function and access to UPSI, and may include employees and material subsidiary employees designated on the basis of functional role or access to UPSI, promoters and



members of the promoter group, the Chief Executive Officer and employees up to two levels below the Chief Executive Officer, all Directors, and support staff with access to UPSI.

(h) **“Generally Available Information”** means information that is accessible to the public on a non-discriminatory basis. Information published on the website of a stock exchange shall ordinarily be considered generally available.

(i) **“Immediate Relative”** means the spouse of a Designated Person and will also include parents, siblings and children of such Designated Person or of the spouse of the Designated Person, who are either financially dependent on the Designated Person or consult the Designated Person in taking decisions relating to trading in securities.

(j) **“Insider”** means any person who is a Connected Person or who is in possession of or has access to UPSI.

(k) **“Legitimate Purpose”** shall have the meaning assigned to it under Clause 7 of this Code.

(l) **“PIT Regulations”** means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.

(m) **“Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956, as amended, and shall exclude units of mutual funds.

(n) **“Structured Digital Database” or “SDD”** means the structured digital database maintained by the Company in accordance with Regulation 3(5) of the PIT Regulations.

(o) **“Unpublished Price Sensitive Information (UPSI)”** means any information relating to the Company or its securities, directly or indirectly, that is not generally available and which, upon becoming generally available, is likely to materially affect the price of securities of the Company, including but not restricted to information relating to financial results, dividends, change in capital structure, mergers, demergers, acquisitions, de-listings, disposals and expansion of business, changes in key managerial personnel, change in credit ratings, proposed fund raising, agreements impacting management or control, fraud or defaults, resolution plans or restructuring of borrowings, insolvency proceedings, forensic audits, regulatory or judicial action, material litigation, guarantees or indemnities not in the ordinary course, and grant, withdrawal, suspension or cancellation of key licenses or approvals.

All terms used in this Code but not defined herein shall have the meanings assigned to them under the PIT Regulations, as amended.

03 APPLICABILITY

This Code shall apply to the Company and to all persons connected with the creation, handling or dissemination of UPSI on its behalf, including the Board, the Compliance Officer, the CISO, Key Managerial Personnel, Designated Persons, Employees, and any other person interacting with analysts, media, institutional investors or other market participants on behalf of the Company.



04 COMPLIANCE OFFICER AND CHIEF INVESTOR RELATIONS OFFICER

The Board of Directors of the Company shall designate the Company Secretary of the Company as the Compliance Officer for the purpose of ensuring compliance with the PIT Regulations and effective implementation of this Code.

The Company Secretary, in his/her capacity as Compliance Officer, shall also act as the Chief Investor Relations Officer ("CIRO") of the Company for the purpose of dealing with dissemination of information and disclosure of UPSI. The CIRO shall be responsible for:

- Ensuring compliance with this Code;
- Coordinating with regulatory authorities and Stock Exchange(s); and
- Managing investor and analyst communications.

The Company Secretary shall hold the office of Compliance Officer and CIRO for so long as he/she continues to act as the Company Secretary of the Company. In the event of a vacancy in the office of the Company Secretary, the person(s) responsible for discharging the functions of the Company Secretary shall, during the interim period until a successor is duly appointed, act as the Compliance Officer and CIRO.

05 PRINCIPLES OF FAIR DISCLOSURE

| 5.1 Prompt Public Disclosure

The Company shall ensure prompt public disclosure of UPSI that would impact price discovery as soon as credible and concrete information comes into existence, in order to make such information generally available.

| 5.2 Uniform and Universal Dissemination

The Company shall ensure uniform and universal dissemination of UPSI to avoid selective disclosure. Information shall be disseminated through appropriate channels, including intimation to Stock Exchange(s) and/or press releases.

| 5.3 Prompt Dissemination of Inadvertently Disclosed UPSI

Any UPSI that is disclosed selectively, inadvertently, or otherwise shall be promptly disseminated to make such information generally available through appropriate public disclosure mechanisms.

| 5.4 Response to Market Rumors and Regulatory Queries

The Company shall provide appropriate and fair responses to queries raised by regulatory authorities, including requests for verification of market rumors. The Company may also issue clarifications or confirmations to Stock Exchange(s) where necessary to ensure orderly market functioning.



5.5 Interaction with Analysts, Media, Research Personnel and Institutional Investors

The Company shall ensure that all interactions with analysts, research personnel, institutional investors, media representatives and other market participants are conducted in a fair, transparent and non-discriminatory manner, and that no UPSI is shared in the course of such interactions. Any information shared shall be limited to publicly available information or information that does not constitute UPSI, and no information shall be passed by Designated Persons by way of a recommendation for the purchase or sale of Securities of the Company. The following guiding principles shall additionally be adhered to while dealing with such stakeholders:

- Only public information shall be provided;
- At least two representatives of the Company shall be present at meetings with analysts, media persons and institutional investors;
- Unanticipated questions may be taken on notice and a considered response given later; if the answer includes UPSI, a public announcement shall be made before responding; and
- Information shall be released simultaneously to all recipients following any such meeting or interaction.

5.6 Recording of Analyst and Investor Interactions

Meetings, discussions or interactions with analysts, researchers, institutional investors, large investors, media representatives, or during investor relations conferences, may be recorded by way of: (i) minutes or proceedings of the meeting; (ii) transcripts of the interaction; or (iii) any other appropriate and reliable means.

5.7 Post-Interaction Disclosure

The CIRO shall ensure that: (i) a press release and/or transcript of analyst or investor meetings is issued or uploaded on the Company's website promptly after such interaction; and (ii) where any UPSI is disclosed during such interactions, the same shall simultaneously be intimated to the Stock Exchange(s) to make it generally available.

06 NEED-TO-KNOW BASIS AND RESTRICTION ON PROCUREMENT

All UPSI shall be handled strictly on a need-to-know basis. No person shall procure or cause the communication of UPSI relating to the Securities of the Company from any Insider except: (i) in furtherance of a Legitimate Purpose; (ii) for performance of duties; or (iii) in discharge of legal obligations.

6.1 Inquiry in Case of Leak or Suspected Leak of UPSI

Where the Company becomes aware, whether through media reports, market rumors, unusual price or volume movement in its Securities, or otherwise, of an actual or suspected leak of UPSI, the following procedure shall apply:



- (a) Preliminary Review – The Compliance Officer shall, upon becoming aware of any such leak or suspected leak, promptly conduct a preliminary review to ascertain the nature of the UPSI involved, the likely source of the leak, and the persons who may have had access to such UPSI.
- (b) Immediate Dissemination – If the preliminary review indicates that UPSI has, in fact, become known to the public or a section of the public otherwise than through the Company's intended disclosure channels, the Company shall promptly disseminate such UPSI in accordance with Clause 5.3 (Prompt Dissemination of Inadvertently Disclosed UPSI) of this Code, including by way of intimation to the Stock Exchange(s).
- (c) Reporting – The Compliance Officer shall report the findings of the preliminary review to the Managing Director/Chief Executive Officer and the Audit Committee, together with a recommendation as to whether a detailed inquiry is warranted.
- (d) Detailed Inquiry – Where warranted, the Compliance Officer shall conduct, or cause to be conducted, a detailed inquiry in accordance with principles of natural justice to identify the source of the leak and the persons connected therewith, and shall maintain a written record of the inquiry and its findings.
- (e) Referral for Action – If the inquiry discloses that the leak resulted from a violation by any Insider, the matter shall be referred for appropriate action, including under the Company's Code of Conduct to Regulate, Monitor and Report Trading by Insiders, the Company's Whistleblower/Vigil Mechanism, and, where applicable, be reported to SEBI in accordance with the PIT Regulations.
- (f) Recording – Records of every such inquiry, including the preliminary review, the detailed inquiry (if any), and the action taken, shall be maintained by the Compliance Officer for such period as may be prescribed under applicable law.

07 LEGITIMATE PURPOSE

For the purpose of this Code, "Legitimate Purpose" shall include sharing of UPSI in the ordinary course of business by an Insider with:

- Partners, collaborators, lenders, customers, suppliers;
- Merchant bankers, legal advisors, auditors, analysts, insolvency professionals;
- Other advisors or consultants; or
- Persons acting by operation of law, including as mandated or directed by courts, and judicial, statutory or regulatory authorities.

Provided that such sharing of UPSI is not carried out to evade or circumvent the prohibitions of the PIT Regulations or this Code. All such sharing shall be documented and recorded in the Structured Digital Database maintained by the Company and shall be subject to confidentiality and non-disclosure obligations.



08 DISCLOSURE OF THE CODE

This Code and any amendment thereto shall be promptly disclosed to the Stock Exchange(s) where the Securities of the Company are listed, immediately upon approval and adoption by the Board of Directors. The Code shall also be hosted on the official website of the Company.

09 REVIEW AND AMENDMENT

The Board of Directors of the Company reserves the right to amend, modify, or revise this Code from time to time in accordance with applicable laws and regulatory requirements. The Compliance Officer shall ensure that any amendment to this Code is promptly communicated to all concerned persons.

10 EFFECTIVE DATE OF THE CODE

This Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information of the Company shall come into force with effect from August 24, 2026, being the date of its adoption by the Board of Directors. The provisions of this Code shall apply to all concerned persons from the said effective date and shall continue to remain in force unless modified or rescinded by the Board of Directors in accordance with applicable law.





J Infratech Limited

(Formerly known as Jandu Construction India Pvt. Ltd.)