Nodal Co-ordination Cell

Informal Guidance

Issue No.: I/9043/2026

April 09, 2026

Jaro Institute of Technology Management and Research Limited
11th Floor, Vikas Centre,
Dr. C.G. Road, Near Basant Theatre,
Chembur (East)
Mumbai- 400074

Kind attention: Mr. Sanjay Namdeo Salunkhe, Chairman and Managing Director

Sir,

Sub: Request for interpretive letter under the Securities and Exchange Board of India (Informal Guidance) Scheme, 2025

Ref: Your letter dated February 09, 2026

1. In your letter under reference, you have *inter alia* represented as follows:

   1.1. Equity shares of Jaro Institute of Technology Management and Research Limited ('**the Applicant/ the Company**') were listed on the Stock Exchange on September 30, 2025 pursuant to its Initial Public Offer (**'IPO'**).

   1.2. The said IPO was a combination of fresh issue of equity shares and offer for sale (**'OFS'**) by promoter, Mr. Sanjay Namdeo Salunkhe.

2. In view of the above, you have sought guidance in the form of an interpretive letter from SEBI under the Securities and Exchange Board of India (Informal Guidance) Scheme, 2025 on the following queries:

   Query 1: *Whether Mr. Sanjay Namdeo Salunkhe, being a promoter and selling shareholder in IPO, is permitted to acquire equity shares of the Company from the* *secondary market (stock exchange) within six months of listing in terms of the SEBI (Prohibition of Insider Trading) Regulations, 2015?*

***Query 2**: Whether the contra trade restrictions prescribed under the SEBI (Prohibition of Insider Trading) Regulations, 2015 are applicable to Mr. Sanjay Namdeo Salunkhe, in his capacity as Promoter and selling shareholder in IPO?*

3. We have considered the submissions made by you in your letter under reference and without necessarily agreeing with your analysis, our views on the queries raised in your letter are as under:

3.1. For ease of reference, Regulation 9(1), 9(4) and Clause 10 of Schedule B of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ('**PIT Regulations**') and Question no. 40 of SEBI FAQs dated December 31, 2024 on PIT Regulations reads as under:

Regulation 9(1): *"The board of directors of every listed company and the board of directors or head(s) of the organisation of every intermediary shall ensure that the chief executive officer or managing director shall formulate a code of conduct with their approval to regulate, monitor and report trading by its designated persons and immediate relatives of designated persons towards achieving compliance with these regulations, <u>adopting the minimum standards set out in Schedule B (in case of a listed company) and Schedule C (in case of an intermediary) to these regulations</u>, without* diluting the provisions of these regulations in any manner."

Regulation 9(4): *"For the purpose of sub regulation (1) and (2), the board of directors or such other analogous authority shall in consultation with the compliance officer specify the designated persons to be covered by the code of conduct on the basis of their role and function in the organisation and the access that such role and function would provide to unpublished price sensitive information in addition to seniority and professional designation and shall include:-*

(i) Employees of such listed company, intermediary or fiduciary designated on the basis of their functional role or access to unpublished price sensitive information in the organization by their board of directors or analogous body;
[……]
(iii) All <u>promoters</u> of listed companies and promoters who are individuals or investment companies for intermediaries or fiduciaries; ……."

Clause 10 of the Schedule B: *<u>The code of conduct shall specify the period, which in any event shall not be less than six months, within which a designated person who is permitted to trade shall not execute a contra trade</u>. The compliance officer may be empowered to grant relaxation from strict application of such restriction for* *reasons to be recorded in writing provided that such relaxation does not violate these regulations. Should a 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 Board for credit to the Investor Protection and Education Fund administered by the Board under the Act.*

Provided that this shall not be applicable for trades pursuant to exercise of stock options."

Question no. 40 of FAQs:

***Question**: In case securities are acquired/disposed of pursuant to rights issue, FPO, buy back offers, open offers, bonus, OFS, share split, merger/amalgamation, demerger etc., whether the contra trade restrictions would apply if such securities are disposed/acquired through open market trade, before completion of 6 months from the initial date of acquisition/disposal?*

***Answer:** If the initial transaction is an acquisition by way of Rights issue, Follow-on Public Offer (FPO), Offer for Sale (OFS), Bonus issue, Share Split, Merger/Amalgamation, Demerger, then subsequent disposal of securities within 6 months from the date of initial transaction would be considered as a contra trade. Similarly, if the securities are disposed through Buy-back or Open offer, then subsequent acquisition of securities within 6 months from the date of initial transaction would be considered as a contra trade.*
However, for the transactions involving merger/amalgamation, demerger, bonus and split, the period of 6 months shall be calculated as under:
....

[emphasis supplied]

3.2. With respect to Query 1 & 2:

3.2.1. In the instant matter, Mr. Salunkhe intends to acquire shares of the Company from the secondary market within six months of disposal of shares of such company through Offer for Sale in IPO.

3.2.2. As per Regulation 9(4) of PIT Regulations, Mr. Salunkhe, being the promoter of the Company, shall be classified as its designated person. Accordingly, in terms of Regulation 9(1) of PIT Regulations, he shall be required to comply with the code of conduct formulated by the Company under PIT Regulations and such code of conduct shall necessarily include minimum standards set out in Schedule B of the said regulations.

3.2.3. Clause 10 of Schedule B of PIT Regulation *inter alia* states that the code of conduct of a listed company shall specify the period, which shall not be less than six months, within which a designated person shall not execute a contra trade. Thus, Mr. Salunkhe, being promoter and thereby the designated person of the Applicant, cannot execute contra trade within the period specified by the code of conduct of the Company and such period cannot be less than six months.

3.2.4. In terms of Question no. 40 of SEBI FAQs referred above, if initial transaction is an acquisition of securities by way of OFS, then subsequent disposal of securities within six months from the date of such initial transaction would be considered as a contra trade. Similarly, if initial transaction is disposal of securities through OFS, then subsequent acquisition of securities within six months from the date of such initial transaction would also be considered as a contra trade.

3.2.5. Without prejudice to the above, it may be noted as per Clause 10 of Schedule B read with regulation 9 of PIT Regulations, the compliance officer of a company may be empowered to grant relaxation from strict application of contra trade restriction for reasons to be recorded in writing provided that such relaxation does not violate provisions of PIT Regulations.

3.2.6. In view of the above, the compliance officer of the Applicant may refer to the Company's code of conduct framed under PIT Regulations and act accordingly while ensuring compliance with the provisions of PIT Regulations and other SEBI Regulations, as applicable.

4. Vide your letter under reference, you have requested for confidentiality in respect of your letter and its content. Accordingly, it has been decided that the letter issued to you in this matter will not be made public for a period of 90 days from the date of issuance of this letter.

5. This letter has been issued with the approval of the competent authority and the guidance is based on the representation made in your Application. Different facts or conditions would require a different result. This letter expresses the relevant

Department's position on enforcement action only. It does not express the decision of the Board on the questions presented and does not preclude you from taking any other opinion, as deemed appropriate.

6. It may also be noted that the above views are expressed only with respect to the clarification sought in your letter under reference with respect to the PIT Regulations and do not affect the requirements or applicability of any other provisions of law including the Securities and Exchange Board of India Act, 1992 and the Rules, Regulations, Guidelines or Circulars framed thereunder that are administered by the Securities and Exchange Board of India or of the laws administered by any other authority.

Yours faithfully,

भारतीय प्रतिभूति और विनिमय बोर्ड ★ Securities and Exchange Board of India ★

Sudha Rani Thirukonda