



TERMINALS

Allcargo Terminals Limited

CIN: L60300MH2019PLC320697

Regd. Office: 2nd Floor, A Wing, Allcargo House, CST Road, Kalina, Santacruz (E),
Mumbai – 400 098

Website: www.allcargoterminals.com | **Email:** investor.relations@allcargoterminals.com

Tel: +91 22 66798100

SHARE DEALING CODE

[Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015]

Abbreviations

Abbreviations	Full form
SEBI	Securities and Exchange Board of India
The Regulations	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time
Code	Share Dealing Code of Allcargo Terminals Limited
UPSI	Unpublished Price Sensitive Information
The Company / ATL	Allcargo Terminals Limited

CODE OF CONDUCT TO REGULATE, MONITOR AND REPORT TRADING IN THE SECURITIES OF THE COMPANY

This Code is framed in accordance with the provisions contained in the Regulations, to regulate, monitor and report trading in the Securities of the Company.

OBJECT OF THE CODE:

The objects of this Code are :-

- to prevent and prohibit:-
 - an Insider from communicating, providing, or allowing access to any UPSI relating to the Company or Securities listed, to any person including other insiders except as prescribed under this Code;
 - any person from procuring or cause the communication by any Insider of UPSI relating to the Company or Securities listed except as prescribed under this Code;
 - an Insider in trading in the Securities of the Company while holding or in possession of or having access to any UPSI;
 - any speculative dealings, knowingly or unknowingly by an Insider.
- to cast an obligation on all Insiders who are essentially persons in possession of UPSI to handle such UPSI with care and to deal with the UPSI when transacting their business strictly on a need- to-know basis;
- to regulate, monitor and report trading in the Securities of the Company by its Designated Persons and Immediate Relatives of Designated Persons; and
- to promote fair disclosures of trades in a prompt and orderly manner.

DEFINITIONS:

For the purpose of this Code, the words and expressions given below shall carry the meaning as stated hereinafter:

- a) **“Act”** means the Securities and Exchange Board of India Act, 1992 as amended from time to time.
- b) **“Board”** shall mean the Securities and Exchange Board of India.
- c) **“Board of Directors”** means the Board of Directors of the Company.
- d) **“Chief Investor Relations Officer”** means such senior officer of the Company as designated and authorised by the Board of Directors of the Company from time to time.
- e) **“Code or Share Dealing Code”** means the code of conduct to regulate, monitor and report trading in the Securities of the Company by the Designated Persons and Immediate Relatives of the Designated Persons, as amended from time to time.
- f) **“Company”** means Allcargo Terminals Limited.
- g) **“Companies Act, 2013”** means the Companies Act, 2013, as may be in force at any given point of time, and shall be deemed to include rules, regulations, notifications, guidelines, circulars, clarifications made, issued or given thereunder from time to time and any statutory modification or amendment thereof.
- h) **“Compliance Officer”** means the Company Secretary of the Company or the Chief Investor Relations Officer or such other senior officer, who is financially literate and is capable of appreciating requirements for legal and regulatory compliance, designated so by the Board of Directors of the Company from time to time.
- i) **“Connected Person”** means:
 - (i) any person who is or has during the 6 (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 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/herself 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 the 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.
- j) **“Designated Persons”** means and includes:
- a) all Promoters of the Company.
 - b) all Directors of the Company, whether whole-time or not.
 - c) all Key Managerial Personnel (KMP).
 - d) Senior Management Personnel one level below the Board of Directors of the Company;
 - e) all Employees in the grade of M3 and above of Company and Material Subsidiary.
 - f) Such Employees in the Corporate Division, Finance, Accounts, Investor Relations, Marketing & Communication Team, Strategy & Planning, Secretarial Department, IT and any other support staff as may be decided by the Board of Directors of the Company in consultation with the Compliance Officer.

- g) Employees including employees of material subsidiaries and such other Connected Person who has been designated by the Board of Directors of the Company in consultation with the Compliance Officer.
 - h) Managing Director/Chief Executive Officer and employees upto two levels below Chief Executive Officer of the Company and its material subsidiaries irrespective of their functional role in the Company or ability to have access to UPSI.
 - i) Any support staff of listed company, intermediary or fiduciary such as IT staff or secretarial staff who have access to unpublished price sensitive information.
- k) “Employee”** means and includes permanent employees of the Company (whether or not on probation) including his/her Immediate Relatives.
- l) “Generally Available Information”** means information that is accessible to the public on a non-discriminatory basis and shall not include unverified event or information reported in print or electronic media.
- m) “Holding”** shall mean holding of the Securities of the Company.
- n) “Immediate Relatives”** 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.
- o) “Insider”** means any person who is:
- a. Connected Person; or
 - b. in possession of or having access to UPSI either directly or indirectly including Legitimate purpose.
- “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, insolvency professionals or other advisors or consultants, provided that such sharing has not been carried out to evade or circumvent the prohibitions of the Regulations.
- p) “Insider Trading Regulations” or “Regulations”** means the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.
- q) “Informant”** means an individual(s), who voluntarily submits to the Board a Voluntary Information Disclosure Form relating to an alleged violation of insider trading laws that has occurred, is occurring or has a reasonable belief that it is about to occur, in a

manner provided under these regulations, regardless of whether such individual(s) satisfies the requirements, procedures and conditions to qualify for a reward.

- r) **“Key Managerial Personnel (“KMP”)”** means person as defined in Section 2(51) of the Companies Act, 2013.
- s) **“Leak of UPSI”** shall refer to such act / circumstance(s) by virtue of which an UPSI is made available or becomes available, by any means or mode to any person, association, body, firm, agency, society, entity or to a group thereof, whether registered or otherwise before its official publication or announcement or formal circulation in public domain and which shall also include any purported attempt thereof.
- t) **“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 from time to time.
- u) **“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 from time to time.
- v) **“Securities”** shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 or any modification thereof.
- w) **“Takeover Regulations”** means the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended thereto from time to time.
- x) **“Trading”** means and includes pledging, subscribing, redeeming, switching, buying, selling, dealing or agreeing to subscribe, redeem, switch or agreeing to subscribe, redeem, switch, buy, sell, pledge and deal in the Securities of the Company and **“Trade”** shall be construed accordingly.
- y) **“Trading Day”** means a day on which the recognized Stock Exchanges are open for trading.
- z) **“Threshold Limit”** shall mean trading in the Securities of the Company aggregating to 5,000 Securities of the Company or value of the Securities traded aggregates to a traded value of Rs. 5,00,000/- during a Financial year (whichever is lower).
- aa) **“Unpublished Price Sensitive Information” or “UPSI”** shall mean any information, relating to the Company or its Security(ies), 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 (quarterly, half yearly and annual) of the Company;
- b) dividends (both interim and final);
- c) change in capital structure;
- d) amalgamations, mergers, de-mergers, acquisitions, scheme of arrangements, delisting, disposals and expansion of business and such other transaction any major expansion plans or execution of new projects which will be material events; and
- e) Change in Key Managerial Personnel.

Words and expressions used and not defined in this Code but defined in the Act, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") or the Companies Act, 2013, Rules and Regulations made thereunder shall have the meanings respectively assigned to them in those legislations.

PART A: CODE OF CONDUCT

1. PREAMBLE

The Company had adopted Share Dealing Code for Prevention of Insider Trading in Shares of the Company in accordance with the requirement of the Securities and Exchange Board of India (Prohibition on Insider Trading) Regulations, 2015 as amended by SEBI from time to time. The said Code was approved by the Board of Directors of the Company at their meeting held on March 31, 2023.

The Regulations *inter alia*, directs the Board of Directors of every listed/proposed to be listed company to formulate a code of conduct to regulate, monitor and report trading in the Securities of the Company by Designated Persons and Immediate Relatives of the Designated Persons, towards achieving compliance with the Regulations, while adopting the minimum standards set out in the Regulations without diluting the provisions of the Regulations in any manner.

To achieve the objectives stated in the Regulations, which are mentioned hereinabove, the Board of Directors of the Company has formulated this Code:

2. PRESERVATION AND DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

- 2.1 No Insider shall communicate, provide or allow access to any UPSI, relating to the Company or Securities listed, to any person including other Insiders except where such communication is in furtherance of Legitimate purposes, performance of duties or discharge of legal obligations.
- 2.2 No person shall procure from or cause the communication by any Insider of UPSI, relating to the Company or Securities listed, except in furtherance of Legitimate purposes, performance of duties or discharge of legal obligations.
- 2.3 Any person in receipt of UPSI pursuant to a Legitimate purpose shall be considered an Insider for purposes of the Regulations and due notice shall be given by the Company to such persons to maintain confidentiality of such UPSI in compliance with the Regulations.
- 2.4 All UPSI shall be handled within the Company with care and on a need-to-know basis. In exceptional circumstances as stated below in clause 2.6, UPSI may be communicated, given or allowed access to or procured by other insiders, who do not have access to such UPSI, under intimation to the Compliance Officer.
- 2.5 No UPSI shall be passed by any Insider by way of making a recommendation for the purchase or sale of the Securities of the Company.
- 2.6 UPSI may be communicated, provided, allowed access to or procured, in connection with a transaction that would:
- a) entail an obligation to make an open offer under the Takeover Regulations, where the Board of Directors of the Company is of informed opinion that sharing of such information is in the best interests of the Company; or
 - b) not attract an obligation to make an open offer under the Takeover Regulations but where the Board of Directors of the Company is of informed opinion that sharing of such information is in the best interests of the Company and the information that constitute UPSI is disseminated to be made generally available at least 2 (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.

- 2.7 For the purpose of 2.6 above, the Board of Directors shall require the parties to execute agreements to contract confidentiality and non-disclosure obligations on the part of such parties and such parties shall keep information so received confidential, except for the limited purpose as mentioned in 2.6 above and shall not otherwise trade in the Securities of the Company when in possession of UPSI.
- 2.8 Files containing UPSI shall be kept secure. Computer files must have adequate security of login and password etc. Files containing confidential information should be deleted/ destroyed after its use. Shredder shall be used for the destruction of physical files.
- 2.9 While performing the duty, it becomes necessary for the Designated Person to disclose any unpublished price sensitive information to any other employee of the Company and/or any person outside the Company, the designated person or head(s) of the department/function head shall ensure that the entry has been made in the structured digital database simultaneously, along with the following information:
- i. the nature of UPSI;
 - ii. the names of such persons who have shared the information;
 - iii. the names of such persons with whom information is shared under the Regulation along with the Permanent Account Number or any other identifier authorized by law where Permanent Account Number is not available

Such database shall be maintained internally with adequate internal controls and checks, such as time stamping, audit trails, etc. to ensure non-tampering of the database.

- 2.10 The record maintained in the structure digital database shall be preserved for a period of not less than eight years after completion of 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.

3. PROHIBITION ON INSIDER TRADING

- 3.1 An Insider shall not, directly or indirectly, trade in securities that are listed when in possession of UPSI.

Explanation: When a person who has traded in securities has been in possession of UPSI, his/her trades would be presumed to have been motivated by the knowledge and awareness of such information in his/her possession.

Provided the restriction in 3.1 above shall not apply to:

- a) a transaction that is an off-market inter-se transfer between Insiders who were in possession of the same UPSI without being in breach of Clause 2 mentioned above and both parties had made a conscious and informed trade decision;

Provided that such UPSI was not obtained under Clause 2.6 mentioned above.

Provided further that such off-market trades shall be reported by the Insiders to the Company within 2 (two) working days in the format as specified in the Regulations. The Company shall notify the particulars of such trades to the Stock Exchanges on which the Securities are listed within 2 (two) trading days from receipt of the disclosure or from becoming aware of such information in the format as specified in the Regulations.

- b) the transaction was carried out through the block deal window mechanism between persons who were in possession of the UPSI without being in breach of Clause 2 mentioned above and both parties had made a conscious and informed trade decision;

Provided that such UPSI was not obtained by either person under Clause 2.6 mentioned above.

- c) the transaction in question was carried out pursuant to a statutory or regulatory obligation to carry out a bona fide transaction;
- d) the transaction in question was undertaken pursuant to the exercise of stock options in respect of which the exercise price was pre-determined in compliance with the applicable Regulations;

- e) in the case of non-individual Insiders: –

- the individuals who were in possession of such UPSI were different from the individuals taking trading decisions and such decision-making individuals were not in possession of such UPSI when they took the decision to trade; and
- appropriate and adequate arrangements were in place to ensure that the Regulations are not violated and no UPSI was communicated by the individuals possessing the information to the individuals taking trading decisions and there is no evidence of such arrangements having been breached;

- f) trades pursuant to a Trading Plan set up in accordance with Clause 5 mentioned below.

4. TRADING WINDOW AND CLOSURE OF TRADING WINDOW

- 4.1 A trading period, i.e. the trading period of the Stock Exchanges, called “trading window”, is available to all the Designated Persons and their Immediate Relatives for trading in the Securities of the Company.
- 4.2 The Trading Window shall remain closed from the end of every quarter and shall be re-opened as per Clause 4.5 below.
- 4.3 All Designated Persons and their Immediate Relatives shall conduct all their trading in the Securities of the Company only when the trading window is open for trading 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. Designated persons and their immediate relatives shall not trade in securities when the trading window is closed.
- 4.4 The Compliance Officer shall intimate the closure of trading window to the concerned persons, when it determines that the Designated Person or class of Designated Persons can reasonably be expected to have possession of UPSI. Such closure shall be imposed in relation to such Securities to which such UPSI relates.
- 4.5 The Compliance Officer after taking into account various factors including the UPSI 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 48 (Forty Eight) hours after the UPSI becomes generally available.
- 4.6 In case of Employee Stock Options Plans (“ESOPs”), exercise of option may be allowed in the period when the trading window is closed. However, sale of the Securities allotted on exercise of ESOPs shall not be allowed when trading is closed.
- 4.7 The trading window restrictions as mentioned above shall not apply in respect of:-
- (a) transactions specified in clauses (a) to (d) and (f) of the above mentioned Clause 3 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 the Board 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.

5. **TRADING PLAN**

5.1 The Insider shall be entitled to formulate a Trading Plan for trading in the Securities of the Company and present it to the Compliance Officer of the Company for approval and public disclosure, pursuant to which trades may be carried out on his/her behalf in accordance with such plan.

5.2. Such Trading Plan shall:

- a) not entail commencement of trading on behalf of the Insider earlier than - 120 calendar days from the public disclosure of the plan;
- b) Require trading within a specified period by the Designated Person, clearly indicating the duration during which the trade will be executed, ensuring no overlap with any existing trading plan periods.
- c) set out following parameters for each trade to be executed:
 - (i) either the value of trade to be effected or the number of securities to be traded;
 - (ii) nature of the trade;
 - (iii) either specific date or time period not exceeding five consecutive trading days;
 - (iv) price limit, that is an upper price limit for a buy trade and a lower price limit for a sell trade, subject to the range as specified below:
 - a. for a buy trade: the upper price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent higher than such closing price;
 - b. for a sell trade: the lower price limit shall be between the closing price on the day before submission of the trading plan and upto twenty per cent lower than such closing price.and
- d) not entail trading in Securities for market abuse.

5.3. The Compliance Officer shall review the Trading Plan to assess whether the plan would have any potential violation of this Code or Regulations and shall be entitled to take 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 shall not be applicable for trades carried out in accordance with an approved Trading Plan.

- 5.4 The Compliance Officer shall approve or reject the trading plan within two trading days of receipt of the trading plan and notify the approved plan to the stock exchanges on the same day.

Once approved, the Trading Plan shall be irrevocable for the Insider, who is mandated to strictly adhere to its terms without deviating from or executing any trades in the Securities outside of the plan's scope, except under specific circumstances as outlined below:

- i. Permanent incapacity, bankruptcy, or legal intervention.
- ii. Instances where the Designated Person is unable to execute the trading plan due to the security's price being outside specified limits or insufficient liquidity. In such cases:

The Insider must inform the Compliance Officer within 2 trading days after the trading plan's tenure, providing reasons and supporting documentation.

The Compliance Officer will present this information, along with a recommendation, to the Audit Committee at its next convened meeting. During this meeting, the Audit Committee will assess whether the reasons for non-implementation were justified.

The Audit Committee's decision will be promptly communicated by the Compliance Officer to the relevant stock exchanges on the same day.

If the Audit Committee finds the Insider's reasons unacceptable, the Compliance Officer will initiate actions in accordance with the organization's code of conduct.

Provided that the implementation of the Trading plan shall not be commenced, if at the time of formulation of the plan, the Insider was in possession of any 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 and the same shall be confirmed by the Compliance Officer upon receipt information from insider who requested for trading plan.

The Trading Plan shall state the following:

- a) Value of trade / number of securities;
- b) Nature of trade;

- c) Intervals / dates of effecting such trades
- d) Price Limit.

6. INSTITUTIONAL MECHANISM FOR PREVENTION OF INSIDER TRADING

- 6.1. The Chief Executive Officer, Managing Director or such other analogous person of the Company, shall put in place adequate and effective system of internal controls to ensure compliance with the requirements given in the Regulations to prevent insider trading.
- 6.2. The internal controls shall include the following:
 - a) all employees who have access to UPSI are identified as designated person;
 - b) all the UPSI shall be identified and its confidentiality shall be maintained as per the requirements of the Regulations;
 - c) adequate restrictions shall be placed on communication or procurement of UPSI as required by the Regulations;
 - d) lists of all employees and other persons with whom UPSI is shared shall be maintained and confidentiality agreements shall be signed or notice shall be served to all such employees and persons;
 - e) all other relevant requirements specified under the Regulations shall be complied with;
 - f) periodic process review to evaluate effectiveness of such internal controls.
- 6.3. The Board of Directors shall ensure that the Chief Executive Officer or the Managing Director or such other analogous person ensures compliance with this Code of the Company.
- 6.4. The Audit Committee shall review compliance with the provisions of the Regulations at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.
- 6.5. The Company shall initiate appropriate inquiries on becoming aware of leak of UPSI or suspected leak of UPSI and inform the Board promptly of such leaks, inquiries and results of such inquiries carried out.
- 6.6. The Compliance Officer shall in consultation with the Chief Executive Officer and/or Managing Director shall decide a process for how and when people(s) should be brought 'inside' on sensitive transaction(s) of the Company.

- 6.7 The gap between clearance of accounts by the Audit Committee and the Board Meeting should be as narrow as possible and preferably on the same day to avoid leakage of UPSI.
- 6.8 The Company has a whistle-blower policy and has made employees aware of such policy to enable employees to report instances of leak of unpublished price sensitive information. The policy is also available on the website of the Company.

PART – B – REPORTING AND DISCLOSURE REQUIREMENTS

7 REPORTING REQUIREMENTS FOR TRADING IN SECURITIES

❖ GENERAL PROVISIONS

- The disclosures to be made by any person under this Code shall also include those relating to trading by such person's Immediate Relatives, and by any other person for whom such person takes trading decisions.
- The disclosure of trading in Securities shall also include trading in derivatives of Securities and traded value of the derivatives shall be taken into account. Provided that trading in derivatives of Securities is permitted by any law for the time being in force.

❖ INITIAL DISCLOSURES

- 7.1 Every person on appointment as a Key Managerial Personnel or a Director of the Company or upon becoming a Promoter or Member of the Promoter group shall disclose, in the format prescribed in "**FORM A**" annexed hereto, his/her holding including holding of his/her Immediate Relatives and of any other person for whom such person takes trading decision, as on the date of appointment or becoming a Promoter or Member of the Promoter group to the Compliance Officer, within 7 (seven) days of such appointment or becoming a Promoter or Member of the Promoter group.

❖ CONTINUAL DISCLOSURES

- 7.2 Every Promoter, Member of the Promoter group, Designated Person and Director of the Company and immediate relatives of such person, shall disclose to the Compliance Officer, in the format prescribed in "**FORM B**" annexed hereto or in such form and such manner as may be specified by the SEBI from time to time, the number of such securities acquired or disposed of within 2 (two) trading days of such transaction, if the value of the Securities traded, whether in one transaction or a series of transactions over any calendar quarter, aggregates to a traded value in excess of Rs.10,00,000/- (Rupees

Ten Lakh). The disclosure is based on automation based on PAN details which become available on the Stock Exchanges.

- 7.3 The disclosure as stated above shall be made within two trading days of:
- (a) the receipt of intimation of allotment of Securities, or
 - (b) the acquisition or sale of Securities, as the case may be.

Explanation:-It is clarified for the avoidance of doubts that the disclosure of the incremental transactions after any disclosure under this Code, shall be made when the transactions effected after the prior disclosure cross the threshold specified in 7.2 above.

❖ **ANNUAL DISCLOSURE**

- 7.4 Every Designated Person is required to disclose in the format prescribed in “**Form F**” annexed hereto, his/her (including his/her Immediate Relatives) holdings as on March 31 every year, details of the Securities traded during the period April 1 to March 31 every year, including details of trades for which no permission was required (i.e. where the number of securities traded were equal to or less than threshold limit during a trading window). The above information should be furnished by the Designated Persons to the Compliance Officer by **April 30th every year**.
- 7.5 Every Designated Person, at the time of joining or getting associated with the Company, and on an annual basis i.e by **April 30th every year** and as and when the information changes i.e **within 30 days from such changes** shall disclose Names, Permanent Account Number or any other identifier authorized by law, phone, mobile and cell numbers of the following persons in the format prescribed in “**Form H**” annexed hereto to the Compliance Officer:

- (a) Immediate relatives;
- (b) persons with whom such Designated Person(s) shares a material financial relationship.

In addition, 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– “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 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.

❖ **DISCLOSURE BY OTHER CONNECTED PERSONS**

- 7.6 The Compliance officer may at its discretion require any Connected Person or class of Connected Persons to make disclosure of their holdings and trading in Securities of the Company at such frequency as it may deem fit as per the format prescribed in “**FORM C**” annexed hereto.

❖ **RECORDS OF DISCLOSURES RECEIVED BY THE COMPANY**

- 7.7 The Compliance Officer shall maintain records of all the declarations in the appropriate form given by the Designated Persons, Employees and other Connected Persons for a minimum period of five years.

8. PRE-CLEARANCE OF TRADES

- 8.1 When the trading window is open, trading by the Designated Persons shall be subject to pre-clearance by the Compliance Officer, if the value of the proposed trades is above the threshold limits.

The Designated Persons who intends to trade when trading window is opened, in excess of threshold limit shall take prior approval of the Compliance Officer. The approval must be sought by making an application, in the format prescribed in “**FORM D**” annexed hereto, along with an undertaking in the format prescribed in “**FORM E**” annexed hereto.

- 8.2. Every Designated Person, after obtaining prior approval as aforesaid, shall execute the transaction, within 07 (seven) trading days from the date of receipt of approval. If the transaction is not executed within aforesaid period of 7 (seven) trading days, for any reason whatsoever, the approval must be obtained again. The Designated Persons shall, within 2 (two) trading days of the execution of the Trade, submit the details of such Trade to the Compliance Officer in the format prescribed in “**FORM G**” annexed hereto. In case the transaction is not undertaken, a report to that effect shall be filed in the said form.
- 8.3 If the Compliance Officer wants to trade in the Securities of the Company exceeding the threshold limit, then the Compliance officer shall take prior approval from the Managing Director of the Company.
- 8.4 The Compliance Officer shall report on insider trading to the Board of Directors of the Company and in particular, shall provide reports to the Chairman of the Audit Committee

or to the Chairman of the Board of Directors at least once in a year and at such frequency as may be stipulated by the Board of Directors.

9. PROTECTION OF INFORMANT AGAINST RETALIATION AND VICTIMIZATION

An employee who during employment becomes privy to information relating to violation of Insider Trading laws and files a Voluntary Information Disclosure Form (VIDF) as per Schedule D of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and/or testifies in and/or participates in and/or otherwise assists or aids the SEBI Board in any investigation, inquiry, audit, examination or proceeding instituted or amount to be instituted for an alleged violation of insider trading laws or in any manner aiding the enforcement action taken by the SEBI Board or breaches any confidentiality agreement or provisions of any terms and conditions of employment or engagement solely to prevent any employee from cooperating with the SEBI Board in any manner and is a director, partner, regular or contractual employee but does not include an advocate shall be subject to suitable protection under this Code against any discharge termination, demotion, suspension, threats, harassment directly or indirectly or discrimination against any such employee.

10. OTHER RESTRICTIONS

- 10.1 The Designated Persons who are permitted to trade shall not execute a contra trade i.e. sell or buy any number of securities during the next 6 (six) months following the prior transaction. If the Designated Person entered into a contra transaction, inadvertently or otherwise, within aforesaid 6 (six) months from the date of prior transaction, the profits from such trade shall be liable to disgorged for remittance to the Board for credit to the Investor Protection and Education Fund administered by the Board.
- 10.2 This provision shall not apply to the purchase of shares pursuant to the exercise of the Stock options and subsequent sale of such shares.
- 10.3 The Compliance Officer may waive off the holding period in case of sale of Securities in case of personal emergency after recording reasons for the same. However, no such sale will be permitted when the Trading Window is closed and/or while holding or in possession of UPSI.
- 10.4 In the case of subscription in the primary market, the Designated Persons shall hold their investments for a minimum period of 30 (thirty) days. The holding period shall commence when the Securities are actually allotted.

- 10.5 No Director and KMP shall enter into derivative transactions in respect of the Securities of the Company.
- 10.6 All Designated Persons must adhere to this Code to the extent applicable to them.
- 10.7 The provisions of this Code can be changed anytime, subject to prior approval of the Board of Directors of the Company and the same shall be communicated to all the Designated Persons and Immediate relatives of Designated Persons.
- 10.8 All intimations/applications/disclosures should be addressed to the Compliance Officer of the Company and the envelope containing such application should be marked '**Confidential–Share Dealing**'.

11. PENALTY FOR CONTRAVENTION OF THE CODE

- 11.1 Every Designated Person and Insider shall be individually responsible for complying with the provisions of this Code to the extent applicable to them.
- 11.2 Any persons who trades in the Securities or provides, communicates, allows access to and/or procures any UPSI for trading in Securities, in contravention of this Code or leak of any UPSI or an suspected leak of UPSI, shall be subject to disciplinary action which may include monetary penalty with a minimum of Rs.5,000/- per violation or any profit earned in the trade or series of trades, whichever is higher. Further, the Company may take any other appropriate action(s) including but not limited to:
- a) any Disciplinary action, which may include wage freeze, suspension, recovery, clawback etc. ineligibility for future participation in ESOPS etc. or such other action as the Company may deem fit;
 - b) any Disciplinary action as stated in the Regulations and Act;

The Compliance Officer pursuant to the decision of the Board of Directors shall disclose the non-compliance and violation of this Code & the Regulations to Stock Exchanges in the format prescribed in "**FORM I**" annexed hereto and maintain database of the violation that would entail initiation of appropriate action against them.

Any amount collected under this clause 11.2, shall be remitted to the Investor Protection and Education Fund administered by the Board under the Act.

- 11.3 Any action or non-action by the Company shall not preclude the Board from taking any action in case of violation of the Regulations.

12. AMENDMENT

- 12.1 Any subsequent amendment/modification in the Regulations, the Listing Regulations or the Companies Act, 2013 or any other applicable laws, direction or clarification by SEBI, provision of this Code shall be read and implemented in context of such amended/modified or clarified positions.
- 12.2 In the event of any conflict between the provisions of this Code and the Regulations or the Listing Regulations or any Act or any other statutory enactments, rules, the provisions of the Regulations or the Listing Regulations or any Act or statutory enactments, rules shall prevail over this Code.

FORM A

SEBI (Prohibition of Insider Trading) Regulations, 2015

[Regulation 7 (1) (b) read with Regulation 6 (2) – Disclosure on becoming a Key Managerial Personnel/Director/Promoter/Member of Promoter Group]

Name of the Company: ALLCARGO TERMINALS LIMITED

ISIN of the Company: INE0NN701020

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 immediate relatives of such persons and by other such persons as mentioned in Regulation 6(2).

Name, PAN, CIN/DIN & address with contact nos.	Category of Person (Promoters/KMP/Directors/Member of Promoter Group /Immediate relative to/others etc)	Date of appointment of KMP/Director or Date of becoming Promoter/ member of promoter group	Securities held at the time of appointment of Director/KMP or upon becoming Promoter/Member of Promoter Group		% of Shareholding
			Type of security (For eg. – Shares, Warrants, Convertible Debentures, Rights Entitlements, etc.)	No.	
1	2	3	4	5	6

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

Details of Open Interest (OI) in derivatives on the securities of the company 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 immediate relatives of such person and by other such persons as mentioned in Regulation 6(2).

Open Interest of the Future contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of promoter group			Open Interest of the Option contracts held at the time of appointment of Director/KMP or upon becoming Promoter/member of promoter group		
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
7	8	9	10	11	12

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

Name & Signature:

Designation:

Date:

Place:

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
		, Rights Entitlements etc.)		Debenture, Rights Entitlement etc.)			/other- pls specify)	Entitlement etc.)	din g					

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

Value of transaction excludes taxes/brokerage/any other charges

Details of trading in derivatives on the securities of the company by Promoter, member of the promoter group, designated person or Director of a listed company and immediate relatives of such persons 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		
		Nominal Value	Number of units (Contracts *lot size)	Notional Value	Number of units (Contracts *lot size)	
16	17	18	19	20	21	22

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

Name & Signature:

Designation:

Date:

Place:

								ment etc.)						
1	2	3	4	5	6	7	8	9	10	11	12	13	14	15

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

Value of transaction excludes taxes/brokerage/any other charges.

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

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		
		Nominal Value	Number of units (Contracts *lot size)	Notional Value	Number of units (Contracts *lot size)	
16	17	18	19	20	21	22

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

Name & Signature:

Designation:

Date:

Place:



FORM D
SEBI (Prohibition of Insider Trading) Regulations, 2015

To
The Compliance Officer/Managing Director
Allcargo Terminals Limited
Allcargo House, 2nd Floor, A Wing, CST Road, Kalina,
Santacruz (East), Mumbai – 400 098.

Dear Sir,

Sub - Application for Pre-Clearance approval in the Securities of the Company

In accordance with the Code for trading in the Securities of Allcargo Terminals Limited, I hereby give notice that I propose to carry out the following transaction in the Securities of the Company for myself / as Joint Holder /my Immediate Relatives:

Name and Designation	Transaction (Sale/Purchase/Others)	Regd. Folio No./ DP ID & Client ID	No. of Shares intended to be traded	Whether the proposed transaction will be through Stock Exchanges or off-market trade	Current market Price per Share (as on date of application)

I enclose herewith the Undertaking duly signed by me.

Thank you.
Yours sincerely,

Signature
Name:
Designation:
Date:
Place:

Approval granted extending from : _____ **to** _____
Signature of Compliance Officer/
Managing Director : _____
Name of Compliance Officer/
Managing Director : _____

FORM E

**SEBI (Prohibition of Insider Trading) Regulations, 2015
Format of undertaking to be accompanied with the application for Pre-Clearance**

To

**The Compliance Officer/Managing Director
Allcargo Terminals Limited**

Allcargo House, 2nd Floor, A Wing, CST Road, Kalina,
Santacruz (East), Mumbai – 400 098.

Dear Sir,

Sub – Undertaking

I, _____ (Name), am desirous of trading in _____ securities of the Company as mentioned in my application in Form D dated _____ for pre-clearance of the transaction.

In accordance with the Code for trading in the Securities of Allcargo Terminals Limited, I hereby confirm that:

- I have no access to nor do I have any information that could be construed as Unpublished Price Sensitive Information (UPSI) upto the time of signing this undertaking;
 - In the event that I have access to or received any information that could be construed as UPSI after signing of this undertaking but before executing the transaction for which approval is sought, I shall inform the Compliance Officer about the same and shall completely refrain from trading in the securities of the Company till such information becomes public;
 - The Securities which I intend to sell are held by me for a period of more than 6 months from the date of its last purchase. I will not enter into an opposite transaction i.e. buy any number of securities during the next six months following this transaction;
 - I intend to buy the Securities of the Company and the time between this transaction and the last sale of Securities is more than 6 months. I will not enter into an opposite transaction i.e. sell any number of Securities during the next six months following this transaction;
 - I have not contravened the Code of Conduct for prevention of insider trading as notified by the Company from time to time;
 - I have made full and true disclosure in the matter.
-



I further confirm that, in case the permission is granted, the said securities would be sold / purchased within seven trading days of the date of receipt of permission and the details of sale / purchase or decision not to trade after securing preclearance will be intimated to the Company within 2 trading days from the date of the transaction/s.

Thanking You.

Yours sincerely,

Signature

Name:

Designation:

Date:

Place:

FORM F
SEBI (Prohibition of Insider Trading) Regulations, 2015
Annual Disclosure

To
The Compliance Officer/Managing Director
Allcargo Terminals Limited
Allcargo House, 2nd Floor, A Wing, CST Road, Kalina,
Santacruz (East), Mumbai – 400 098.

Dear Sir,

Sub – Annual Disclosure

In accordance with the Code of the Company, I hereby wish to inform you that I along with my Immediate Relatives (singly/jointly) have acquired /disposed off _____ Securities of the Company during the year ended March 31,_____, and hold _____ Securities of the Company as on March 31,_____, as per details given below:

Name, PAN No., CIN/DIN & address of Designated Persons as identified by the Company	Category of Person (Promoters/ KMP/ Directors/ Immediate Relatives/ others etc.)	Securities held prior to acquisition/ disposed		Securities acquired/disposed		% of Shareholding		Date of allotment of advice/ acquisition/ disposal of shares/ sale of shares, specify		Mode of Acquisition/ Disposal of shares (market purchase/ public rights/ preferential offer/ off market inter-se	Holding as on March 31, _____	Exchange on which the trade was executed
		Type of security (Shares, Warrants,	No.	Type of security (Shares, Warrants,	No.	Pre-Transact ion	Post-Transact- ion	From	To			

		Convertible Debenture, Rights Entitlements etc.)		Convertible Debenture, Rights Entitlement etc.)							transfer etc.)		
1	2	3	4	5	6	7	8	9	10	11	12	13	

I/we declare that I/we have not executed a contra trade within a period of 6 months from the date of last transaction with respect to the securities bought / sold by me / us.

Thanking you.

Yours sincerely,

Signature:

Name:

Designation:

Date:

Place:

FORM G
SEBI (Prohibition of Insider Trading) Regulations, 2015
Disclosure of Transactions

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

To

The Compliance Officer/Managing Director

Allcargo Terminals Limited

Allcargo House, 2nd Floor, A Wing, CST Road, Kalina,
Santacruz (East), Mumbai – 400 098.

I hereby inform that I along with my Immediate Relatives

- have not acquired/ disposed of any securities of the Company
 have acquired/disposed off _____ securities as mentioned below on ____ (date)

Name of the Designated Person	No. of securities traded	Acquired/disposed off	DP ID/Client ID/ Folio No.	Price (Rs.)

Thanking you.

Yours sincerely,

Signature

Name:

Designation:

Place:

Date:

Form H

SEBI (Prohibition of Insider Trading) Regulations, 2015

(To be submitted by the Designated Person at the time of joining or getting associated with the Company and on an annual basis and as and when any changes therein)

To

The Compliance Officer/Managing Director

Allcargo Terminals Limited

Allcargo House, 2nd Floor, A Wing, CST Road, Kalina,
Santacruz (East), Mumbai – 400 098.

Sub –Disclosure

In accordance with the Code of the Company, I hereby disclose the following information:

A. Details of Designated Person

Name	Names of educational institutions have graduated (please ignore if already disclosed to the Compliance Officer)	Names of past employers of Designated Person (please ignore if already disclosed to the Compliance Officer)

B. Details of Immediate Relatives, and person having material financial relationship

Name of the Immediate Relative(s)	PAN No	Phone, Mobile and Cell Number
Name of the Persons with whom Designated Person shares a Material Financial Relationship*		

*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.

Thanking you.
Yours sincerely,

Signature
Name:
Designation:
Place:
Date:

Form I
Report by Company for violations related to the Code of Conduct under
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: <input type="checkbox"/> Listed Company <input type="checkbox"/> Intermediary <input type="checkbox"/> 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 the Regulation	
	ii. Date of intimation of trade(s) by Company to stock exchanges under Regulation 7 of the Regulation	
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	
	In case of Online:	
	Particulars	Details
	Name of the transferor	
	Bank Name, branch and Account number	
	UTR/Transaction reference Number	
	Transaction date	
	Transaction Amount (in Rs.)	
	In case of Demand Draft (DD):	
	Particulars	Details
	Bank Name and branch	
	DD Number	

	DD date		
	DD amount (in Rs.)		
9	Any other relevant information		

Date:

Place:

Yours faithfully,

Name and signature of Compliance Officer/Managing Director

PAN:

Email id:

1. Scope and Applicability

This Code of Conduct of Allcargo Terminals Limited (hereby referred to as “**Allcargo**”/ “**ATL**”/the “**Company**”) shall be applicable to all Board of Directors (the “**Board Members**” or “**Board**”) and the Senior Management below the Board of Allcargo Terminals Limited (the “**Company**”).

Version	Effective Date	Description of Changes
1.0	April 01, 2023	Adoption of Code at Board Meeting held on March 31, 2023
2.0	September 24, 2024	Adoption of amendment in the Code at the Board Meeting held on August 01, 2024